
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2004

OR

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

For the Transition Period from to

Commission File Number 001-16707

Prudential Financial, Inc.

(Exact Name of Registrant as Specified in its Charter)

New Jersey
(State or Other Jurisdiction of
Incorporation or Organization)

22-3703799
(I.R.S. Employer
Identification Number)

751 Broad Street
Newark, New Jersey 07102
(973) 802-6000

(Address and Telephone Number of Registrant's Principal Executive Offices)

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

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

As of July 30, 2004, 519 million shares of the registrant's Common Stock (par value \$0.01) were outstanding. In addition, 2 million shares of the registrant's Class B Stock, for which there is no established public trading market, were outstanding.

TABLE OF CONTENTS

	<u>Page Number</u>
<u>PART I FINANCIAL INFORMATION</u>	
Item 1. Financial Statements:	
Unaudited Interim Consolidated Statements of Financial Position as of June 30, 2004 and December 31, 2003	3
Unaudited Interim Consolidated Statements of Operations for the three and six months ended June 30, 2004 and 2003	4
Unaudited Interim Consolidated Statement of Stockholders' Equity for the six months ended June 30, 2004	5
Unaudited Interim Consolidated Statements of Cash Flows for the six months ended June 30, 2004 and 2003	6
Notes to Unaudited Interim Consolidated Financial Statements	7
Unaudited Interim Supplemental Combining Financial Information:	
Unaudited Interim Supplemental Combining Statements of Financial Position as of June 30, 2004 and December 31, 2003	29
Unaudited Interim Supplemental Combining Statements of Operations for the three months ended June 30, 2004 and 2003	30
Unaudited Interim Supplemental Combining Statements of Operations for the six months ended June 30, 2004 and 2003	31
Notes to Unaudited Interim Supplemental Combining Financial Information	32
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	34
Item 3. Quantitative and Qualitative Disclosures About Market Risk	95
Item 4. Controls and Procedures	96
<u>PART II OTHER INFORMATION</u>	
Item 1. Legal Proceedings	97
Item 2. Changes in Securities, Use of Proceeds and Issuer Purchases of Equity Securities	98
Item 4. Submission of Matters to a Vote of Security Holders	98
Item 5. Other Information	99
Item 6. Exhibits and Reports on Form 8-K	99
<u>SIGNATURES</u>	100

Throughout this Quarterly Report on Form 10-Q, "Prudential Financial" and the "Registrant" refer to Prudential Financial, Inc., the ultimate holding company for all of our companies. "Prudential Insurance" refers to The Prudential Insurance Company of America, before and after its demutualization on December 18, 2001 (the "date of demutualization"). "Prudential," the "Company," "we" and "our" refer to our consolidated operations before and after demutualization.

FORWARD-LOOKING STATEMENTS

Certain of the statements included in this Quarterly Report on Form 10-Q, including but not limited to those in the Management's Discussion and Analysis of Financial Condition and Results of Operations, constitute forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Words such as "expects," "believes," "anticipates," "includes," "plans," "assumes," "estimates," "projects," "intends" or variations of such words are generally part of forward-looking statements. Forward-looking statements are made based on management's current expectations and beliefs concerning future developments and their potential effects upon Prudential Financial, Inc. and its subsidiaries. There can be no assurance that future developments affecting Prudential Financial, Inc. and its subsidiaries will be those anticipated by management. These forward-looking statements are not a guarantee of future performance and involve risks and uncertainties, and there are certain important factors that could cause actual results to differ, possibly materially, from expectations or estimates reflected in such forward-looking statements, including without limitation: general economic, market and political conditions, including the performance of financial markets and interest rate fluctuations; various domestic or international military or terrorist activities or conflicts; volatility in the securities markets; reestimates of our reserves for future policy benefits and claims; changes in our assumptions related to deferred policy acquisition costs; our exposure to contingent liabilities; catastrophe losses; investment losses and defaults; changes in our claims-paying or credit ratings; competition in our product lines and for personnel; fluctuations in foreign currency exchange rates and foreign securities markets; risks to our international operations; the impact of changing regulation or accounting practices; Prudential Financial, Inc.'s primary reliance, as a holding company, on dividends from its subsidiaries to meet debt payment obligations and the applicable regulatory restrictions on the ability of the subsidiaries to pay such dividends; adverse litigation results; and changes in tax law. Prudential Financial, Inc. is under no obligation to update any particular forward-looking statement included in this Quarterly Report on Form 10-Q.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements

PRUDENTIAL FINANCIAL, INC.
Unaudited Interim Consolidated Statements of Financial Position
June 30, 2004 and December 31, 2003 (in millions, except share amounts)

	June 30, 2004	December 31, 2003
ASSETS		
Fixed maturities:		
Available for sale, at fair value (amortized cost: 2004—\$133,126; 2003—\$121,193)	\$ 138,111	\$ 128,943
Held to maturity, at amortized cost (fair value: 2004—\$2,704; 2003—\$3,084)	2,724	3,068
Trading account assets supporting insurance liabilities, at fair value	11,920	88
Other trading account assets, at fair value	3,098	3,214
Equity securities, available for sale, at fair value (cost: 2004—\$3,200; 2003—\$2,799)	3,812	3,401
Commercial loans	23,529	19,469
Policy loans	8,075	8,152
Securities purchased under agreements to resell	147	1,464
Other long-term investments	5,617	5,609
Short-term investments	6,076	7,633
	<u>203,109</u>	<u>181,041</u>
Total investments	203,109	181,041
Cash and cash equivalents	5,898	7,949
Accrued investment income	1,979	1,797
Broker-dealer related receivables	1,146	1,098
Deferred policy acquisition costs	8,119	7,826
Other assets	50,491	14,883
Separate account assets	103,961	106,680
	<u>\$ 374,703</u>	<u>\$ 321,274</u>
TOTAL ASSETS	\$ 374,703	\$ 321,274
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Future policy benefits	\$ 95,878	\$ 94,845
Policyholders' account balances	68,765	49,691
Unpaid claims and claim adjustment expenses	1,740	1,687
Policyholders' dividends	3,638	4,688
Securities sold under agreements to repurchase	11,235	9,654
Cash collateral for loaned securities	6,216	5,786
Income taxes payable	2,038	2,282
Broker-dealer related payables	2,230	2,364
Securities sold but not yet purchased	345	1,598
Short-term debt	5,023	4,739
Long-term debt	6,187	5,610
Other liabilities	46,820	10,358
Separate account liabilities	103,961	106,680
	<u>354,076</u>	<u>299,982</u>
Total liabilities	354,076	299,982
COMMITMENTS AND CONTINGENCIES (See Note 10)		
STOCKHOLDERS' EQUITY		
Preferred Stock (\$.01 par value; 10,000,000 shares authorized; none issued)	—	—
Common Stock (\$.01 par value; 1,500,000,000 shares authorized; 584,604,702 and 584,590,320 shares issued as of June 30, 2004 and December 31, 2003, respectively)	6	6
Class B Stock (\$.01 par value; 10,000,000 shares authorized; 2,000,000 shares issued and outstanding as of June 30, 2004 and December 31, 2003)	—	—
Additional paid-in capital	19,619	19,560
Common Stock held in treasury, at cost (63,648,235 and 49,736,520 shares as of June 30, 2004 and December 31, 2003, respectively)	(2,286)	(1,632)
Deferred compensation	(107)	(48)
Accumulated other comprehensive income	1,492	2,446
Retained earnings	1,903	960
	<u>20,627</u>	<u>21,292</u>
Total stockholders' equity	20,627	21,292
	<u>\$ 374,703</u>	<u>\$ 321,274</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 374,703	\$ 321,274

See Notes to Unaudited Interim Consolidated Financial Statements

PRUDENTIAL FINANCIAL, INC.

Unaudited Interim Consolidated Statements of Operations
Three and Six Months Ended June 30, 2004 and 2003 (in millions, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
REVENUES				
Premiums	\$ 3,216	\$ 3,422	\$ 6,297	\$ 6,733
Policy charges and fee income	574	481	1,123	939
Net investment income	2,245	2,208	4,369	4,396
Realized investment gains (losses), net	190	122	387	55
Commissions and other income	659	1,071	1,457	1,966
Total revenues	6,884	7,304	13,633	14,089
BENEFITS AND EXPENSES				
Policyholders' benefits	3,299	3,359	6,512	6,793
Interest credited to policyholders' account balances	411	455	923	907
Dividends to policyholders	651	661	1,292	1,306
General and administrative expenses	1,845	2,158	3,527	4,098
Loss on disposition of property and casualty insurance operations	—	455	—	455
Total benefits and expenses	6,206	7,088	12,254	13,559
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES, EXTRAORDINARY GAIN ON ACQUISITION AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE	678	216	1,379	530
Income tax expense	147	38	365	140
INCOME FROM CONTINUING OPERATIONS BEFORE EXTRAORDINARY GAIN ON ACQUISITION AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE	531	178	1,014	390
Income (loss) from discontinued operations, net of taxes	(2)	18	(5)	2
Extraordinary gain on acquisition, net of taxes	20	—	20	—
Cumulative effect of accounting change, net of taxes	—	—	(79)	—
NET INCOME	\$ 549	\$ 196	\$ 950	\$ 392
EARNINGS PER SHARE (See Note 7)				
Financial Services Businesses				
Basic:				
Income from continuing operations before extraordinary gain on acquisition and cumulative effect of accounting change per share of Common Stock	\$ 1.00	\$ 0.21	\$ 1.74	\$ 0.63
Income (loss) from discontinued operations, net of taxes	—	0.04	(0.01)	—
Extraordinary gain on acquisition, net of taxes	0.04	—	0.04	—
Cumulative effect of accounting change, net of taxes	—	—	(0.15)	—
Net income per share of Common Stock	\$ 1.04	\$ 0.25	\$ 1.62	\$ 0.63
Diluted:				
Income from continuing operations before extraordinary gain on acquisition and cumulative effect of accounting change per share of Common Stock	\$ 0.98	\$ 0.21	\$ 1.71	\$ 0.63
Income (loss) from discontinued operations, net of taxes	—	0.04	(0.01)	—
Extraordinary gain on acquisition, net of taxes	0.04	—	0.04	—
Cumulative effect of accounting change, net of taxes	—	—	(0.15)	—
Net income per share of Common Stock	\$ 1.02	\$ 0.25	\$ 1.59	\$ 0.63
Closed Block Business				
Net income per share of Class B Stock	\$ 3.50	\$ 30.50	\$ 49.50	\$ 21.00

See Notes to Unaudited Interim Consolidated Financial Statements

PRUDENTIAL FINANCIAL, INC.

Unaudited Interim Consolidated Statement of Stockholders' Equity
Six Months Ended June 30, 2004 (in millions)

	Common Stock		Class B Stock	Additional Paid-in Capital	Retained Earnings	Common Stock Held In Treasury	Deferred Compensation	Accumulated Other Comprehensive Income	Total Stockholders' Equity
	Shares	Amount							
Balance, December 31, 2003	534.9	\$ 6	\$ —	\$ 19,560	\$ 960	\$ (1,632)	\$ (48)	\$ 2,446	\$ 21,292
Treasury stock acquired	(16.7)	—	—	—	—	(750)	—	—	(750)
Stock-based compensation programs	2.8	—	—	59	(7)	96	(59)	—	89
Comprehensive income (loss):									
Net income	—	—	—	—	950	—	—	—	950
Other comprehensive income (loss), net of taxes	—	—	—	—	—	—	—	(954)	(954)
Total comprehensive income (loss)	—	—	—	—	—	—	—	—	(4)
Balance, June 30, 2004	521.0	\$ 6	\$ —	\$ 19,619	\$ 1,903	\$ (2,286)	\$ (107)	\$ 1,492	\$ 20,627

See Notes to Unaudited Interim Consolidated Financial Statements

PRUDENTIAL FINANCIAL, INC.
Unaudited Interim Consolidated Statements of Cash Flows
Six Months Ended June 30, 2004 and 2003 (in millions)

	2004	2003
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 950	\$ 392
Adjustments to reconcile net income to net cash provided by operating activities:		
Realized investment (gains) losses, net	(387)	(55)
Policy charges and fee income	(2)	(72)
Interest credited to policyholders' account balances	923	907
Depreciation and amortization, including premiums and discounts	343	284
Change in:		
Deferred policy acquisition costs	(297)	(233)
Future policy benefits and other insurance liabilities	1,015	846
Trading account assets	1,187	(313)
Income taxes payable	226	67
Broker-dealer related receivables/payables	(67)	467
Securities purchased under agreements to resell	1,317	(580)
Cash collateral for borrowed securities	—	(429)
Cash collateral for loaned securities	439	(539)
Securities sold but not yet purchased	(1,253)	224
Securities sold under agreements to repurchase	1,581	(430)
Other, net	659	298
Cash flows from operating activities	6,634	834
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from the sale/maturity/prepayment of:		
Fixed maturities, available for sale	34,765	18,106
Fixed maturities, held to maturity	326	669
Equity securities, available for sale	968	526
Commercial loans	2,521	1,256
Other long-term investments	790	707
Payments for the purchase of:		
Fixed maturities, available for sale	(43,926)	(21,179)
Fixed maturities, held to maturity	—	(861)
Equity securities, available for sale	(1,154)	(625)
Commercial loans	(1,477)	(945)
Other long-term investments	(298)	(388)
Acquisition of subsidiaries, net of cash acquired	(1,833)	(679)
Proceeds from sale of subsidiary, net of cash disposed	(69)	—
Short-term investments	1,572	1,671
Cash flows used in investing activities	(7,815)	(1,742)
CASH FLOWS FROM FINANCING ACTIVITIES		
Policyholders' account deposits	6,084	4,814
Policyholders' account withdrawals	(6,407)	(4,425)
Cash dividends paid on Common Stock	(44)	(42)
Net increase in short-term debt	2	1,658
Treasury stock acquired	(743)	(495)
Treasury stock reissued for exercise of stock options	48	7
Proceeds from the issuance of long-term debt	642	500
Repayments of long-term debt	(210)	(831)
Cash payments to eligible policyholders	(242)	(86)
Cash flows from (used in) financing activities	(870)	1,100
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(2,051)	192
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	7,949	9,898
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 5,898	\$ 10,090

See Notes to Unaudited Interim Consolidated Financial Statements

PRUDENTIAL FINANCIAL, INC.

Notes To Unaudited Interim Consolidated Financial Statements

1. BUSINESS AND BASIS OF PRESENTATION

Prudential Financial, Inc. ("Prudential Financial") and its subsidiaries (collectively, "Prudential" or the "Company") provide a wide range of insurance, investment management, and other financial products and services to both retail and institutional customers throughout the United States and in many other countries. Principal products and services provided include life insurance, annuities, mutual funds, pension and retirement related investments and administration, and asset management. In addition, the Company provides securities brokerage services indirectly through a minority ownership in a joint venture. The Company has organized its principal operations into the Financial Services Businesses and the Closed Block Business. The Financial Services Businesses operate through three operating divisions: Insurance, Investment, and International Insurance and Investments. Businesses that are not sufficiently material to warrant separate disclosure and businesses to be divested are included in Corporate and Other operations within the Financial Services Businesses. The Closed Block Business, which includes the Closed Block (see Note 5), is managed separately from the Financial Services Businesses. The Closed Block Business was established on the date of demutualization and includes the Company's in force participating insurance and annuity products and assets that are used for the payment of benefits and policyholder dividends on these products, as well as other assets and equity that support these products and related liabilities. In connection with the demutualization, the Company has ceased offering these participating products.

Basis of Presentation

The unaudited interim consolidated financial statements include the accounts of Prudential Financial, its majority-owned subsidiaries and those partnerships and joint ventures in which the Company has a majority financial interest, as well as variable interest entities in which the Company is considered the primary beneficiary, except in those instances where the Company cannot exercise control because the minority owners have substantive participating rights in the operating and capital decisions of the entity. The Unaudited Interim Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") on a basis consistent with reporting interim financial information in accordance with instructions to Form 10-Q and Article 10 of Regulation S-X of the Securities and Exchange Commission. Intercompany balances and transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, in particular deferred policy acquisition costs, value of business acquired, investments, future policy benefits, disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

In the opinion of management, all adjustments necessary for a fair statement of the financial position and results of operations have been made. All such adjustments are of a normal, recurring nature. Interim results are not necessarily indicative of the results that may be expected for the full year. These financial statements should be read in conjunction with the Company's audited Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2003.

Federal Income Taxes

Federal income taxes for interim periods have been computed using an estimated annual effective income tax rate. This rate is revised, if necessary, at the end of each successive interim period to reflect the current estimate of the annual effective income tax rate.

Reclassifications

Certain amounts in prior periods have been reclassified to conform to the current period presentation.

2. ACCOUNTING POLICIES AND PRONOUNCEMENTS

Trading account assets supporting insurance liabilities

Investments for which fair value changes result in changes in experience-rated contractholder liabilities are classified as “Trading account assets supporting insurance liabilities, at fair value.” All investment results, which include realized and unrealized investment gains and losses, as well as investment income, for these assets are reported in “Commissions and other income.” Investment results on these assets will ultimately inure to contractholders.

Reinsurance

The Company participates in reinsurance in order to provide additional capacity for future growth and limit the maximum net loss potential arising from large risks. In addition, as discussed in Note 4, the Company entered into reinsurance agreements with CIGNA as part of the acquisition of CIGNA’s Retirement business. As of June 30, 2004, the statement of financial position includes a reinsurance receivable of \$35.8 billion reflected in “Other assets” and a reinsurance payable of \$35.4 billion reflected in “Other liabilities” that principally relate to the reinsurance agreements entered into with CIGNA.

Adoption of FIN No. 46 revised

In December 2003, the Financial Accounting Standards Board (“FASB”) revised Interpretation (“FIN”) No. 46, “Consolidation of Variable Interest Entities,” which was originally issued in January 2003. FIN No. 46 addresses whether certain types of entities, referred to as variable interest entities (“VIEs”), should be consolidated in a company’s financial statements. A VIE is an entity that either (1) has equity investors that lack certain essential characteristics of a controlling financial interest (including the ability to control the entity, the obligation to absorb the entity’s expected losses and the right to receive the entity’s expected residual returns) or (2) lacks sufficient equity to finance its own activities without financial support provided by other entities, which in turn would be expected to absorb at least some of the expected losses of the VIE. An entity should consolidate a VIE if, as the primary beneficiary, it stands to absorb a majority of the VIE’s expected losses or to receive a majority of the VIE’s expected residual returns. The Company previously adopted FIN No. 46 for all special purpose entities (“SPEs”) and for relationships with all VIEs that began on or after February 1, 2003. On March 31, 2004, the Company implemented the revised guidance for relationships with potential VIEs that are not SPEs. The transition to the revised guidance did not have a material effect on the Company’s consolidated financial position or results of operations. See Note 4 for further information on the application of FIN No. 46 with respect to the acquisition of Hyundai Investment and Securities Co., Ltd.

Adoption of SOP 03-1

In July 2003, the Accounting Standards Executive Committee (“AcSEC”) of the American Institute of Certified Public Accountants (“AICPA”) issued Statement of Position (“SOP”) 03-1, “Accounting and Reporting by Insurance Enterprises for Certain Nontraditional Long-Duration Contracts and for Separate Accounts.” AcSEC issued this SOP to address the need for interpretive guidance to be developed in three areas: separate account presentation and valuation; the accounting recognition given sales inducements (bonus interest, bonus credits, persistency bonuses); and the classification and valuation of certain long-duration contract liabilities.

The Company adopted SOP 03-1 effective January 1, 2004. One element of this guidance addressed the accounting for liabilities related to insurance products that provide contractholders with a return based on a contractually referenced pool of investments. Effective with the adoption of SOP 03-1, the contractholder liabilities associated with these products are required to be adjusted for changes in the fair value of the related pool of investments. These products pass the economics related to the referenced pool of investments to the contractholder.

The effect of initially adopting SOP 03-1 was a charge of \$79 million, net of \$44 million of taxes, which was reported as a “Cumulative effect of accounting change, net of taxes” in the results of operations for the six months ended June 30, 2004. This charge reflects the net impact of converting a large group annuity contract and certain individual market value adjusted annuity contracts from separate account accounting treatment to general account accounting treatment and the effect of establishing reserves for guaranteed minimum death benefit provisions of the Company’s variable annuity and variable life contracts. The Company also recognized a cumulative effect of accounting change related to unrealized investment gains within “Other comprehensive income, net of taxes” of \$73 million, net of \$42 million of taxes. Upon adoption of SOP 03-1 \$3.3 billion in “Separate account assets” were reclassified resulting in a \$2.8 billion increase in “Fixed maturities, available for sale” and a \$0.6 billion increase in “Trading account assets,” as well as changes in other non-separate account assets. Similarly, upon adoption, \$3.3 billion in “Separate account liabilities” were reclassified resulting in increases in “Policyholders’ account balances” and “Future policy benefits,” as well as changes in other non-separate account liabilities.

In June 2004, the FASB issued FASB Staff Position (“FSP”) 97-1, “Situations in Which Paragraphs 17(b) and 20 of FASB Statement No. 97, Accounting and Reporting by Insurance Enterprises for Certain Long-Duration Contracts and for Realized Gains and Losses from the Sale of Investments, Permit or Require Accrual of an Unearned Revenue Liability.” FSP 97-1 clarifies the accounting for unearned revenue liabilities of certain universal-life type contracts under SOP 03-1. The Company’s adoption of FSP 97-1 on July 1, 2004 did not change the accounting for unearned revenue liabilities and, therefore, had no impact on the Company’s results of operations.

EITF 03-1

In March 2004, the Emerging Issues Task Force (“EITF”) reached a final consensus on Issue 03-1, “The Meaning of Other-Than-Temporary Impairment and its Application to Certain Investments.” This Issue establishes impairment models for determining whether to record impairment losses associated with investments in certain equity and debt securities. It also requires income to be accrued on a level-yield basis following an impairment of debt securities, where reasonable estimates of the timing and amount of future cash flows can be made. The Company’s current policy has generally been to record income only as cash is received following an impairment of a debt security. The application of this Issue is required for reporting periods beginning after June 15, 2004. The Company will adopt EITF 03-1 in the third quarter of 2004 and is currently evaluating the potential effects of implementing this Issue on the Company’s consolidated financial position or results of operations.

Stock-Based Compensation

Effective January 1, 2003, the Company changed its accounting for employee stock options to adopt the fair value recognition provisions of FASB Statement No. 123, "Accounting for Stock-Based Compensation," as amended, prospectively for all new awards granted to employees on or after January 1, 2003. Prior to this date, the Company accounted for employee stock options using the intrinsic value method of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations. Under this method, the Company did not recognize any stock-based compensation expense for employee stock options as all options granted had an exercise price equal to the market value of the underlying Common Stock on the date of grant. Generally, awards under the Company's stock option plan vest over three years. The expense related to employee stock options included in the determination of net income for 2004 and 2003 is less than that which would have been recognized if the fair value method had been applied to all awards since the inception of the Company's stock option plan. If the Company had accounted for all employee stock options under the fair value based accounting method of SFAS No. 123 for the three and six months ended June 30, 2004 and 2003, net income and earnings per share would have been as follows:

	Three Months Ended June 30, 2004		Three Months Ended June 30, 2003	
	Financial Services Businesses	Closed Block Business	Financial Services Businesses	Closed Block Business
(in millions, except per share amounts)				
Net income, as reported	\$ 519	\$ 30	\$ 127	\$ 69
Add: Total employee stock option compensation expense included in reported net income, net of taxes	5	—	5	—
Deduct: Total employee stock option compensation expense determined under the fair value based method for all awards, net of taxes	(13)	—	(15)	—
Pro forma net income	\$ 511	\$ 30	\$ 117	\$ 69
Earnings per share:				
Basic—as reported	\$ 1.04	\$ 3.50	\$ 0.25	\$ 30.50
Basic—pro forma	\$ 1.02	\$ 3.50	\$ 0.23	\$ 30.50
Diluted—as reported	\$ 1.02	\$ 3.50	\$ 0.25	\$ 30.50
Diluted—pro forma	\$ 1.00	\$ 3.50	\$ 0.23	\$ 30.50
	Six Months Ended June 30, 2004		Six Months Ended June 30, 2003	
	Financial Services Businesses	Closed Block Business	Financial Services Businesses	Closed Block Business
(in millions, except per share amounts)				
Net income, as reported	\$ 809	\$ 141	\$ 324	\$ 68
Add: Total employee stock option compensation expense included in reported net income, net of taxes	9	—	7	—
Deduct: Total employee stock option compensation expense determined under the fair value based method for all awards, net of taxes	(23)	—	(28)	—
Pro forma net income	\$ 795	\$ 141	\$ 303	\$ 68
Earnings per share:				
Basic—as reported	\$ 1.62	\$ 49.50	\$ 0.63	\$ 21.00
Basic—pro forma	\$ 1.59	\$ 49.50	\$ 0.60	\$ 21.00
Diluted—as reported	\$ 1.59	\$ 49.50	\$ 0.63	\$ 21.00
Diluted—pro forma	\$ 1.56	\$ 49.50	\$ 0.60	\$ 21.00

Grants of stock options since the demutualization include the one-time Associates Grant in December 2001 and the Executive Grants during 2002, 2003 and 2004. The Executive Grants replace a portion of long-term cash compensation, which would have been expensed. The table above reflects the pro forma effect of the fair value based accounting method considering both the Associates Grant and the 2002 Executive Grants. The pro forma effect of the 2002 Executive Grants, without considering the Associates Grant, would have been to reduce net income by \$5 million and \$6 million for the three months ended June 30, 2004 and 2003, respectively, and \$10 million and \$13 million for the six months ended June 30, 2004 and 2003, respectively, with a corresponding reduction of \$0.01 and \$0.02 to basic and diluted net income per share of Common Stock for the three and six months ended June 30, 2004 and 2003, respectively.

The fair value of each option issued prior to January 1, 2003 was estimated on the date of grant using a Black-Scholes option-pricing model. For options issued on or after January 1, 2003, the fair value of each option was estimated on the date of grant using a binomial option-pricing model.

3. DISCONTINUED OPERATIONS

Results of operations of discontinued businesses, including charges upon disposition, are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
	(in millions)			
International securities operations	\$ (1)	\$ (30)	\$ (19)	\$ (39)
Property and casualty operations	—	22	—	7
Other	(1)	—	7	—
Loss from discontinued operations before income taxes	(2)	(8)	(12)	(32)
Income tax benefit	—	(26)	(7)	(34)
Income (loss) from discontinued operations, net of taxes	\$ (2)	\$ 18	\$ (5)	\$ 2

The Company's Unaudited Interim Consolidated Statements of Financial Position include total assets and total liabilities related to discontinued operations of \$316 million and \$229 million, respectively, as of June 30, 2004, and \$1,511 million and \$1,172 million, respectively, as of December 31, 2003.

4. ACQUISITIONS

Acquisition of CIGNA Corporation's Retirement Business

On April 1, 2004, the Company purchased the retirement business of CIGNA Corporation for \$2.124 billion, including \$2.103 billion of cash consideration and \$21 million of transaction costs. The acquisition of this business included the purchase by the Company of all the shares of CIGNA Life Insurance Company ("CIGNA Life"), which became an indirect wholly owned subsidiary of the Company. Prior to the acquisition, CIGNA Life entered into reinsurance arrangements with wholly owned subsidiaries of CIGNA Corporation (collectively, "CIGNA") to effect the transfer of the retirement business included in the transaction to CIGNA Life. Subsequent to its acquisition, the Company changed the name of CIGNA Life to Prudential Retirement Insurance and Annuity Company ("PRIAC").

Reinsurance Arrangements

The reinsurance arrangements between PRIAC and CIGNA include coinsurance-with-assumption, modified-coinsurance-with-assumption, and modified-coinsurance-without-assumption.

The coinsurance-with-assumption arrangement applies to the acquired contracts for defined contribution and defined benefit pension plans. Prior to the acquisition, PRIAC assumed from CIGNA all of the insurance liabilities associated with these contracts, totaling \$15.9 billion, and received from CIGNA the related investments. The Company is in the process of requesting the pension plans to agree to substitute PRIAC for CIGNA in their respective contracts, and expects this process to be substantially complete by the end of 2005. The revenues and benefits and expenses associated with these contracts are presented in the Company's statement of operations in a manner consistent with the Company's accounting policies.

The modified-coinsurance-with-assumption arrangements apply to the majority of separate account contracts, and the general account defined benefit guaranteed-cost contracts acquired. Under the modified coinsurance arrangement associated with the separate account contracts, CIGNA retains the separate account and other assets as well as the related separate account and other liabilities until the agreed upon dates of asset transfer but, beginning on the date of acquisition, cedes all of the net profits or losses and related net cash flows associated with the contracts to PRIAC. At the date of acquisition, the statement of financial position for PRIAC includes a reinsurance receivable of \$32.2 billion and reinsurance payable of \$32.2 billion both established under these modified coinsurance arrangements and reflected in "Other assets" and "Other liabilities," respectively. At the agreed upon dates of asset transfer, PRIAC will assume the separate account and other insurance liabilities and concurrently will receive from CIGNA the associated separate account and other assets. The Company expects the assumption of these liabilities and the concurrent asset transfer to be substantially complete by early 2005. The net profits earned by PRIAC both before and after asset transfer are presented in the Company's statement of operations in a manner consistent with the Company's accounting policies.

The modified-coinsurance-with-assumption arrangement associated with the general account defined benefit guaranteed-cost contracts is similar to the arrangement associated with the separate account contracts; however, two years after the acquisition the Company may commute this modified coinsurance arrangement in exchange for cash consideration from CIGNA at which time the defined benefit guaranteed cost contracts would remain with CIGNA. If PRIAC does not commute the modified coinsurance arrangement, this arrangement will convert to a coinsurance-with-assumption arrangement. After the conversion, this coinsurance arrangement will be similar to the arrangement associated with the defined contribution and defined benefit contracts described above. At the date of acquisition, PRIAC established a reinsurance receivable of \$2.0 billion and a reinsurance payable of \$2.0 billion under the modified coinsurance arrangement, which are reflected in "Other assets" and "Other liabilities," respectively. The net profits earned by PRIAC during the two-year period that the modified coinsurance arrangement is in effect are included in "Commissions and other income."

The modified-coinsurance-without-assumption arrangement applies to the remaining separate account contracts acquired and is similar to the modified coinsurance arrangement associated with the separate account contracts described above; however, CIGNA will retain the separate account and other assets and the related liabilities while ceding the net profits or losses and the associated net cash flows to PRIAC for the remaining lives of the contracts. At the date of acquisition, PRIAC established a reinsurance receivable of \$1.0 billion and a reinsurance payable of \$1.0 billion for this modified coinsurance arrangement, which are reflected in "Other assets" and "Other liabilities," respectively.

Net Assets Acquired

The following table presents an allocation of the purchase price to assets acquired and liabilities assumed:

	(in millions)
Total invested assets at fair value(1)	\$ 16,811
Cash and cash equivalents	45
Accrued investment income	181
Valuation of business acquired ("VOBA")	420
Goodwill	577
Reinsurance recoverable(2)	35,181
Other assets	227
Separate account assets	25
Total assets acquired	53,467
Future policy benefits—assumed	(9)
Policyholders' account balances—assumed	(15,896)
Reinsurance payable(2)	(35,181)
Other liabilities	(232)
Separate account liabilities	(25)
Total liabilities assumed	(51,343)
Net assets acquired	\$ 2,124

(1) Total invested assets include \$11.2 billion of "Trading account assets supporting insurance liabilities," which is primarily comprised of fixed maturities.

(2) The reinsurance recoverable and reinsurance payable amounts represent amounts receivable and payable under the modified coinsurance arrangements described in "—Reinsurance Arrangements" above.

VOBA

Valuation of business acquired ("VOBA"), which is established in accordance with purchase accounting guidance, represents the present value of future profits embedded in the acquired contracts. VOBA is determined by estimating the net present value of future cash flows expected to result from contracts in force at the date of the transaction. Future positive cash flows include investment spreads, and fees and other charges assessed to the contracts for as long as they remain in force, while future negative cash flows include costs to administer the contracts and taxes. Contract balances, from which the cash flows arise, are projected using assumptions for add-on deposits, participant withdrawals, contract surrenders, and investment returns. VOBA is further explicitly adjusted to reflect the cost associated with the capital invested in the business. VOBA will be amortized over the expected life of the contracts (approximately 40 years) in proportion to estimated gross profits arising principally from fees in excess of actual expenses based upon historical and estimated future experience, which is updated periodically.

The following table provides estimated future amortization of VOBA for 2004 from the date of acquisition and each of the five years following the acquisition.

	(in millions)
2004	\$ 13
2005	\$ 13
2006	\$ 10
2007	\$ 9
2008	\$ 7
2009 and thereafter	\$ 368

Goodwill

Goodwill is the excess of the cost of an acquired entity over the net amounts assigned to assets acquired and liabilities assumed. As shown above in “—Net Assets Acquired,” goodwill resulting from the acquisition of CIGNA’s retirement business amounted to \$577 million, of which the Company currently estimates 65% to be deductible for tax purposes. In accordance with GAAP, goodwill will not be amortized but rather will be tested at least annually for impairment. The goodwill associated with this acquisition is reflected as \$441 million in the Retirement segment, and as \$136 million in the Asset Management segment.

Supplemental Unaudited Pro Forma Information

The following supplemental information presents selected unaudited pro forma information for the Company assuming the acquisition had occurred as of January 1, 2003. This pro forma information does not purport to represent what the Company’s actual results of operations would have been if the acquisition had occurred as of the dates indicated or what such results would be for any future periods.

	Three months ended June 30, 2003	Six months ended June 30, 2004	Six months ended June 30, 2003
	(in millions, except per share data)		
Total revenues	\$ 7,771	\$ 14,180	\$ 14,971
Income from continuing operations before extraordinary gain on acquisition and cumulative effect of accounting change	\$ 233	\$ 1,038	\$ 479
Net income	\$ 251	\$ 839	\$ 481

Earnings per share:

Financial Services Businesses:

Income from continuing operations before extraordinary gain on acquisition and cumulative effect of accounting change per share of Common Stock			
Basic	\$ 0.31	\$ 1.78	\$ 0.79
Diluted	0.31	1.75	0.79
Net income per share of Common Stock			
Basic	\$ 0.35	\$ 1.41	\$ 0.79
Diluted	0.35	1.38	0.79

Closed Block Business:

Income from continuing operations before extraordinary gain on acquisition and cumulative effect of accounting change per share of Class B Stock			
Basic and diluted	\$ 30.50	\$ 49.50	\$ 21.00
Net income per share of Class B Stock			
Basic and diluted	\$ 30.50	\$ 49.50	\$ 21.00

Acquisition of Hyundai Investment and Securities Co., Ltd.

On February 27, 2004, the Company completed the acquisition of an 80% interest in Hyundai Investment and Securities Co., Ltd. and its subsidiary Hyundai Investment Trust Management Co., Ltd. (“Hyundai”) from the Korean Deposit Insurance Corp. (“KDIC”), an agency of the Korean government for \$301 million in cash. The Company may choose to acquire, or be required to acquire, from the KDIC the remaining 20% of Hyundai three to six years after closing.

In the second quarter of 2004, the Company completed its purchase accounting for the transaction, which resulted in a \$20 million extraordinary gain as the fair value of the assets acquired of \$2.4 billion less the fair value of liabilities assumed of \$2.3 billion exceeded the purchase price. There are no income taxes associated

with the extraordinary gain based on the assumption that foreign investment and subsequent earnings are not to be repatriated to the U.S. The Company's Unaudited Interim Consolidated Statement of Operations for the three and six months ended June 30, 2004, includes the operating results of Hyundai from the date of acquisition.

In addition, the June 30, 2004 Unaudited Interim Consolidated Statement of Financial Position includes approximately \$1.5 billion of "Other trading account assets" and approximately \$1.5 billion of "Other liabilities" associated with certain special purpose entities related to Hyundai (the "Hyundai SPEs") that the Company has consolidated in accordance with FIN No. 46. As part of Hyundai's asset management business prior to the Company's acquisition, the Hyundai SPEs issued debt certificates to other funds managed by Hyundai, collateralized by fixed maturity investments for which Hyundai is the asset manager. The debt certificates were issued under arrangements that effectively provide a guarantee by Hyundai of the payment of interest and principal. As part of the Company's acquisition of Hyundai, the Company obtained an indemnity from the KDIC against losses incurred under these guarantee arrangements. The assets of the Hyundai SPEs comprise invested assets and the amount that would be recoverable from the KDIC under the indemnification agreement. Future changes in the fair market value of the invested assets of the SPEs will be offset by a corresponding change in the Company's estimate of the amount that will be recoverable from the KDIC under the indemnification agreement.

5. CLOSED BLOCK

On the date of demutualization, Prudential Insurance established a Closed Block for certain individual life insurance policies and annuities issued by Prudential Insurance in the United States. The recorded assets and liabilities were allocated to the Closed Block at their historical carrying amounts. The Closed Block forms the principal component of the Closed Block Business. The Company established a separate closed block for participating individual life insurance policies issued by the Canadian branch of Prudential Insurance. Because of the substantially smaller number of outstanding Canadian policies, this separate closed block is insignificant in size and is not included in the information presented below.

The excess of Closed Block Liabilities over Closed Block Assets at the date of the demutualization (adjusted to eliminate the impact of related amounts in "Accumulated other comprehensive income (loss)") represented the estimated maximum future earnings at that date from the Closed Block expected to result from operations attributed to the Closed Block after income taxes. In establishing the Closed Block, the Company developed an actuarial calculation of the timing of such maximum future earnings. If actual cumulative earnings of the Closed Block from inception through the end of any given period are greater than the expected cumulative earnings, only the expected earnings will be recognized in income. Any excess of actual cumulative earnings over expected cumulative earnings will represent undistributed accumulated earnings attributable to policyholders, which are recorded as a policyholder dividend obligation. The policyholder dividend obligation represents amounts to be paid to Closed Block policyholders as an additional policyholder dividend unless otherwise offset by future Closed Block performance that is less favorable than originally expected. If the actual cumulative earnings of the Closed Block from its inception through the end of any given period are less than the expected cumulative earnings of the Closed Block, the Company will recognize only the actual earnings in income. However, the Company may reduce policyholder dividend scales in the future, which would be intended to increase future actual earnings until the actual cumulative earnings equaled the expected cumulative earnings. As of June 30, 2004, actual cumulative earnings have been less than the expected cumulative earnings of the Closed Block; therefore, the Company has not recognized a policyholder dividend obligation for the excess of actual cumulative earnings over the expected cumulative earnings. However, net unrealized investment gains that have arisen subsequent to the establishment of the Closed Block have been reflected as policyholder dividend obligations of \$1.386 billion as of June 30, 2004, to be paid to Closed Block policyholders unless otherwise offset by future experience, with an offsetting amount reported in "Accumulated other comprehensive income (loss)."

Closed Block Liabilities and Assets designated to the Closed Block as of June 30, 2004 and December 31, 2003, as well as maximum future earnings to be recognized from Closed Block Liabilities and Closed Block Assets, are as follows:

	June 30, 2004	December 31, 2003
	(in millions)	
Closed Block Liabilities		
Future policy benefits	\$ 49,142	\$ 48,842
Policyholders' dividends payable	1,171	1,168
Policyholder dividend obligation	1,386	2,443
Policyholders' account balances	5,529	5,523
Other Closed Block liabilities	9,750	7,222
Total Closed Block Liabilities	66,978	65,198
Closed Block Assets		
Fixed maturities, available for sale, at fair value	43,634	40,517
Equity securities, available for sale, at fair value	2,390	2,282
Commercial loans	6,517	6,423
Policy loans	5,467	5,543
Other long-term investments	1,008	983
Short-term investments	2,152	3,361
Total investments	61,168	59,109
Cash and cash equivalents	1,806	2,075
Accrued investment income	688	693
Other Closed Block assets	403	323
Total Closed Block Assets	64,065	62,200
Excess of reported Closed Block Liabilities over Closed Block Assets	2,913	2,998
Portion of above representing accumulated other comprehensive income:		
Net unrealized investment gains	2,355	3,415
Allocated to policyholder dividend obligation	(1,386)	(2,443)
Future earnings to be recognized from Closed Block Assets and Closed Block Liabilities	\$ 3,882	\$ 3,970

Information regarding the policyholder dividend obligation is as follows:

	Six Months Ended June 30, 2004
	(in millions)
Balance, January 1, 2004	\$ 2,443
Impact on income before gains allocable to policyholder dividend obligation	—
Net investment gains	—
Unrealized investment gains	(1,057)
Balance, June 30, 2004	\$ 1,386

Closed Block revenues and benefits and expenses are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
(in millions)				
Revenues				
Premiums	\$ 1,004	\$ 1,032	\$ 1,892	\$ 1,936
Net investment income	836	844	1,640	1,675
Realized investment gains (losses), net	61	118	268	160
Other income	16	24	32	40
Total Closed Block revenues	1,917	2,018	3,832	3,811
Benefits and Expenses				
Policyholders' benefits	1,104	1,114	2,077	2,121
Interest credited to policyholders' account balances	35	34	70	68
Dividends to policyholders	620	611	1,236	1,223
General and administrative expenses	179	191	350	388
Total Closed Block benefits and expenses	1,938	1,950	3,733	3,800
Closed Block revenues, net of Closed Block benefits and expenses, before income taxes	(21)	68	99	11
Income tax expense (benefit)	59	(8)	11	(24)
Closed Block revenues, net of Closed Block benefits and expenses and income taxes	\$ (80)	\$ 76	\$ 88	\$ 35

6. COMPREHENSIVE INCOME (LOSS)

The components of comprehensive income (loss) are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
(in millions)				
Net income	\$ 549	\$ 196	\$ 950	\$ 392
Other comprehensive income (loss), net of taxes:				
Change in foreign currency translation adjustments	(26)	14	65	33
Change in net unrealized investment gains (losses)	(1,408)	840	(1,091)	1,393
Additional pension liability adjustment	(1)	—	(1)	—
Cumulative effect of accounting change	—	—	73	—
Other comprehensive income (loss)(1)	(1,435)	854	(954)	1,426
Comprehensive income (loss)	\$ (886)	\$ 1,050	\$ (4)	\$ 1,818

- (1) Amounts are net of taxes of \$(708) and \$430 for the three months ended June 30, 2004 and 2003, respectively, and \$(591) and \$725 for the six months ended June 30, 2004 and 2003, respectively.

The balance of and changes in each component of “Accumulated other comprehensive income” are as follows (net of taxes):

	Accumulated Other Comprehensive Income (Loss)			
	Foreign Currency Translation Adjustments	Net Unrealized Investment Gains	Pension Liability Adjustment	Total Accumulated Other Comprehensive Income
	(in millions)			
Balance, December 31, 2003	\$ (1)	\$ 2,575	\$ (128)	\$ 2,446
Change in component during period	65	(1,018)	(1)	(954)
Balance, June 30, 2004	\$ 64	\$ 1,557	\$ (129)	\$ 1,492

7. EARNINGS PER SHARE

The Company has outstanding two separate classes of common stock. The Common Stock reflects the performance of the Financial Services Businesses and the Class B Stock reflects the performance of the Closed Block Business. Accordingly, earnings per share is calculated separately for each of these two classes of common stock.

Net income for the Financial Services Businesses and the Closed Block Business is determined in accordance with GAAP and includes general and administrative expenses charged to each of the respective businesses based on the Company’s methodology for the allocation of such expenses. Cash flows between the Financial Services Businesses and the Closed Block Business related to administrative expenses are determined by a policy servicing fee arrangement that is based upon insurance and policies in force and statutory cash premiums. To the extent reported administrative expenses vary from these cash flow amounts, the differences are recorded, on an after tax basis, as direct equity adjustments to the equity balances of the businesses. The direct equity adjustments modify the earnings available to each of the classes of common stock for earnings per share purposes.

Common Stock

A reconciliation of the numerators and denominators of the basic and diluted per share computations is as follows:

Three months ended June 30,						
2004			2003			
Income (in millions)	Weighted Average Shares (in millions)	Per Share Amount	Income (in millions)	Weighted Average Shares (in millions)	Per Share Amount	
Basic earnings per share						
Income from continuing operations before extraordinary gain on acquisition and cumulative effect of accounting change attributable to the Financial Services Businesses	\$ 501		\$ 109			
Direct equity adjustment	23		8			
Income from continuing operations before extraordinary gain on acquisition and cumulative effect of accounting change attributable to the Financial Services Businesses available to holders of Common Stock after direct equity adjustment	\$ 524	521.48	\$ 117	547.26	\$ 0.21	
Effect of dilutive securities and compensation programs						
Stock options		4.04		.84		
Deferred and long-term stock-based compensation programs		1.96		1.28		
Equity security units		4.67		—		
Diluted earnings per share						
Income from continuing operations before extraordinary gain on acquisition and cumulative effect of accounting change attributable to the Financial Services Businesses available to holders of Common Stock after direct equity adjustment	\$ 524	532.15	\$ 117	549.38	\$ 0.21	
Six months ended June 30,						
2004			2003			
Income (in millions)	Weighted Average Shares (in millions)	Per Share Amount	Income (in millions)	Weighted Average Shares (in millions)	Per Share Amount	
Basic earnings per share						
Income from continuing operations before extraordinary gain on acquisition and cumulative effect of accounting change attributable to the Financial Services Businesses	\$ 873		\$ 322			
Direct equity adjustment	42		26			
Income from continuing operations before extraordinary gain on acquisition and cumulative effect of accounting change attributable to the Financial Services Businesses available to holders of Common Stock after direct equity adjustment	\$ 915	525.57	\$ 348	550.82	\$ 0.63	
Effect of dilutive securities and compensation programs						
Stock options		3.69		.75		
Deferred and long-term stock-based compensation programs		2.00		1.36		
Equity security units		4.75		—		
Diluted earnings per share						
Income from continuing operations before extraordinary gain on acquisition and cumulative effect of accounting change attributable to the Financial Services Businesses available to holders of Common Stock after direct equity adjustment	\$ 915	536.01	\$ 348	552.93	\$ 0.63	

For the three months ended June 30, 2004 and 2003, 5.16 million and 16.48 million options, respectively, weighted for the portion of the period they were outstanding, with weighted average exercise prices of \$44.98 and \$31.62 per share, respectively, were excluded from the computation of diluted earnings per share because the options, based on application of the treasury stock method, were antidilutive.

For the six months ended June 30, 2004 and 2003, 3.96 million and 15.19 million options, respectively, weighted for the portion of the period they were outstanding, with weighted average exercise prices of \$44.88 and \$32.01 per share, respectively, were excluded from the computation of diluted earnings per share because the options, based on application of the treasury stock method, were antidilutive.

Class B Stock

Net income per share of Class B Stock was \$3.50 and \$30.50 for the three months ended June 30, 2004 and 2003, respectively, and \$49.50 and \$21.00 for the six months ended June 30, 2004 and 2003, respectively. The net income attributable to the Closed Block Business available to holders of Class B Stock after direct equity adjustment for the three months ended June 30, 2004 and 2003 amounted to \$7 million and \$61 million, respectively. For the three months ended June 30, 2004, the direct equity adjustment resulted in a decrease of \$23 million in the net income attributable to the Closed Block Business applicable to holders of Class B Stock for earnings per share purposes. For the three months ended June 30, 2003, the direct equity adjustment resulted in a decrease of \$8 million in the net income attributable to the Closed Block Business applicable to holders of Class B Stock for earnings per share purposes. The net income attributable to the Closed Block Business available to holders of Class B Stock after direct equity adjustment for the six months ended June 30, 2004 and 2003, amounted to \$99 million and \$42 million, respectively. For the six months ended June 30, 2004, the direct equity adjustment resulted in a decrease of \$42 million in the net income attributable to the Closed Block Business applicable to holders of Class B Stock for earnings per share purposes. For the six months ended June 30, 2003, the direct equity adjustment resulted in a decrease of \$26 million in the net income attributable to the Closed Block Business applicable to holders of Class B Stock for earnings per share purposes. For the three and six months ended June 30, 2004 and 2003, the weighted average number of shares of Class B Stock used in the calculation of basic earnings per share amounted to 2 million shares. There are no potentially dilutive shares associated with the Class B Stock.

8. EMPLOYEE BENEFIT PLANS

Net periodic (benefit) cost included in “General and administrative expenses” includes the following components:

	Three months ended June 30,			
	Pension Benefits		Other Postretirement Benefits	
	2004	2003	2004	2003
	(in millions)			
Components of net periodic (benefit) cost				
Service cost	\$ 35	\$ 42	\$ 2	\$ 4
Interest cost	103	110	36	39
Expected return on plan assets	(208)	(210)	(20)	(21)
Amortization of transition amount	(6)	(26)	—	1
Amortization of prior service cost	7	7	(1)	—
Amortization of actuarial loss, net	6	3	5	3
Special termination benefits	—	61	—	—
Settlements	—	—	—	—
Curtailments	—	31	—	—
Net periodic (benefit) cost	\$ (63)	\$ 18	\$ 22	\$ 26
	Six months ended June 30,			
	Pension Benefits		Other Postretirement Benefits	
	2004	2003	2004	2003
	(in millions)			
Components of net periodic (benefit) cost				
Service cost	\$ 72	\$ 89	\$ 5	\$ 8
Interest cost	208	223	76	77
Expected return on plan assets	(416)	(419)	(40)	(42)
Amortization of transition amount	(12)	(53)	—	2
Amortization of prior service cost	13	14	(3)	—
Amortization of actuarial loss, net	12	7	18	5
Special termination benefits	—	61	—	—
Settlements	—	16	—	—
Curtailments	—	33	—	—
Net periodic (benefit) cost	\$ (123)	\$ (29)	\$ 56	\$ 50

On December 8, 2003, President Bush signed the Medicare Prescription Drug, Improvement, and Modernization Act of 2003 (“the Act”) into law. The Act introduces a prescription drug benefit under Medicare. Under the Act, employers who sponsor postretirement plans that provide prescription drug benefits that are actuarially equivalent to Medicare qualify to receive subsidy payments.

On May 19, 2004, the FASB issued FSP 106-2, “Accounting and Disclosure Requirements Related to the Medicare Prescription Drug, Improvement, and Modernization Act of 2003.” In accordance with FSP 106-2, the Company remeasured its plan assets and Accumulated Postretirement Benefit Obligation (“APBO”) as of January 1, 2004 to account for the subsidy and other effects of the act, which resulted in a \$13 million reduction in postretirement benefit cost for the three months ended June 30, 2004. The reduction in the APBO for the subsidy related to past service was \$328 million. The \$13 million reduction in postretirement benefit costs reflects \$11 million as a result of the subsidy and is comprised of a \$6 million reduction in the amortization of actuarial loss and a \$5 million reduction in interest costs.

The Company made cash contributions as of June 30, 2004 of \$37 million to domestic and non-domestic non-qualified pension plans and \$6 million to its postretirement plans. The Company anticipates that it will make cash contributions for the remainder of 2004 of approximately \$40 million to domestic and non-domestic non-qualified pension plans and approximately \$10 million to the postretirement plans. The Company does not anticipate making any contributions to the qualified pension plan in 2004.

Employees were provided special termination benefits in conjunction with their termination of employment related to the Prudential Securities Inc. and Prudential Property and Casualty transactions in 2003. These benefits include the cost of vesting plan participants, accruing benefits until year-end, crediting service for vesting purposes and certain early retirement subsidies.

9. SEGMENT INFORMATION

Segments

The Company has organized its principal operations into the Financial Services Businesses and the Closed Block Business. Within the Financial Services Businesses, the Company operates through three divisions, which together encompass seven reportable segments. Businesses that are not sufficiently material to warrant separate disclosure and businesses to be divested are included in Corporate and Other operations. Collectively, the businesses that comprise the three operating divisions and Corporate and Other are referred to as the Financial Services Businesses.

In the first quarter of 2004, the Company combined the former Other Asset Management segment with the former Investment Management segment to form the Asset Management segment. Prior periods have been restated to conform with the new presentation.

Adjusted Operating Income

In managing the Financial Services Businesses, the Company analyzes the operating performance of each segment using “adjusted operating income,” which is a non-GAAP measure. Adjusted operating income is calculated by adjusting income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change to exclude certain items. The items excluded are realized investment gains, net of losses, and related charges and adjustments (as discussed further below); net investment gains and losses on trading account assets supporting insurance liabilities and changes in experience-rated contractholder liabilities due to asset value changes (as discussed further below); and the contribution to income/loss of divested businesses that have been or will be sold or exited but that did not qualify for “discontinued operations” accounting treatment under GAAP.

The excluded items are important to an understanding of overall results of operations. Adjusted operating income is not a substitute for net income determined in accordance with GAAP, and the Company’s definition of adjusted operating income may differ from that used by other companies. However, the Company believes that the presentation of adjusted operating income as measured for management purposes enhances the understanding of results of operations by highlighting the results from ongoing operations and the underlying profitability factors of the Financial Services Businesses.

Adjusted operating income excludes net realized investment gains and losses. A significant element of realized losses is impairments and losses from sales of credit-impaired securities, the timing of which depends largely on market credit cycles and can vary considerably across periods. The timing of other sales that would result in gains or losses is largely subject to the Company’s discretion and influenced by market opportunities. Trends in the underlying profitability of the Company’s businesses can be more clearly identified without the fluctuating effects of these transactions. Adjusted operating income excludes the results of divested businesses because they are not relevant to understanding the Company’s ongoing operating results.

The related charges that are offset against net realized investment gains and losses relate to policyholder dividends, amortization of deferred policy acquisition costs, reserves for future policy benefits, and payments associated with the market value adjustment features related to certain of the annuity products we sell. The related charges associated with policyholder dividends include a percentage of net realized investment gains on specified Gibraltar Life assets that is required to be paid as dividends to Gibraltar Life policyholders. Deferred policy acquisition costs for certain investment-type products are amortized based on estimated gross profits, which include net realized investment gains and losses on the underlying invested assets. The related charge for deferred policy acquisition costs represents the portion of this amortization associated with net realized investment gains and losses. The reserves for certain policies are adjusted when cash flows related to these policies are affected by net realized investment gains and losses, and the related charge for reserves for future policy benefits represents that adjustment. Certain of our annuity products contain a market value adjustment feature that requires us to pay to the contractholder or entitles us to receive from the contractholder, upon surrender, a market value adjustment based on the crediting rates on the contract surrendered compared to crediting rates on newly issued contracts. These payments mitigate the realized investment gains or losses incurred upon the disposition of the underlying invested assets. The related charge represents the payments or receipts associated with these market value adjustments features.

To address its acquisition of CIGNA's retirement business, the Company has modified its definition of adjusted operating income. Certain products acquired in the acquisition are experience-rated in that investment results associated with these products will ultimately inure to contractholders. The fixed maturity and equity security investments supporting the experience-rated products acquired from CIGNA, as well as certain Prudential legacy experience-rated products included in the International Insurance segment, are classified as trading. These trading investments are reflected on the balance sheet as "Trading account assets supporting insurance liabilities, at fair value" and all investment results are reported in "Commissions and other income." Mortgage loans that support these experience-rated products are carried at unpaid principal, net of unamortized discounts and an allowance for losses.

The Company's historical definition of adjusted operating income, as discussed above, excludes net realized investment gains and losses. Inclusion in adjusted operating income of investment gains and losses on trading account assets supporting insurance liabilities would not be consistent with the exclusion of investment gains and losses applied with respect to other investments supporting insurance liabilities managed on a consistent basis. Accordingly, adjusted operating income excludes net investment gains and losses on trading account assets supporting insurance liabilities. In addition, to be consistent with the historical treatment of charges related to realized gains and losses on available-for-sale securities, adjusted operating income also excludes the change in contractholder liabilities due to asset value changes in the pool of investments (including mortgage loans) that support these experience-rated contracts, which are reflected in "Interest credited to policyholders' account balances." The result of this approach is that adjusted operating income for these products includes only net fee revenue and interest spread the Company earns on these experience-rated contracts, and excludes changes in fair value of the pool of investments, both realized and unrealized, that inure to the contractholders. This is consistent with the Company's other comparable products.

Gains and losses pertaining to derivatives contracts that do not qualify for hedge accounting treatment, other than derivatives used for trading purposes, are included in "Realized investment gains (losses), net." This includes mark-to-market adjustments of open contracts as well as periodic settlements. As discussed further below, adjusted operating income includes a portion of realized gains and losses pertaining to certain derivative contracts.

Adjusted operating income of the International Insurance segment reflects the impact of an intercompany arrangement with Corporate and Other operations pursuant to which the segment's results in certain countries for a particular year, including its interim reporting periods, are translated at fixed currency exchange rates. The fixed rates are determined in connection with a currency hedging program designed to mitigate the risk that unfavorable rate changes will reduce the segment's U.S. dollar equivalent earnings. Pursuant to this program, the Company executes forward sale contracts in the hedged currency in exchange for U.S. dollars at a specified exchange rate. The maturities of these contracts correspond with the future periods in which the non-U.S. earnings are expected to be generated. These contracts do not qualify for hedge accounting under GAAP and, as noted above, all resulting profits or losses from such contracts are included in "Realized investment gains (losses), net." When the contracts are terminated in the same period that the expected earnings emerge, the resulting positive or negative cash flow effect is included in adjusted operating income (losses of \$22 million and \$13 million for the three months ended June 30, 2004 and 2003, respectively, and losses of \$47 million and \$21 million for the six months ended June 30, 2004 and 2003, respectively). As of June 30, 2004, the fair value of open contracts used for this purpose was a net liability of \$89 million.

The Company uses interest and currency swaps and other derivatives to manage interest and currency exchange rate exposures arising from mismatches between assets and liabilities, including duration mismatches. For the derivative contracts that do not qualify for hedge accounting treatment, mark-to-market adjustments of open contracts as well as periodic swap settlements are included in "Realized investment gains (losses), net." However, the periodic swap settlements as well as other derivative related yield adjustments are included in adjusted operating income to reflect the after-hedge yield of the underlying instruments. Adjusted operating income includes \$0 million and \$12 million for the three months ended June 30, 2004 and 2003, respectively, and \$8 million and \$26 million for the six months ended June 30, 2004 and 2003, respectively, of periodic settlements and yield adjustments of such contracts.

As part of the acquisition of CIGNA's Retirement business, the Company entered into reinsurance agreements with CIGNA, including a modified-coinsurance-with-assumption arrangement that applies to the defined benefit guaranteed-cost contracts acquired. The net results of these contracts are recorded in "Commissions and other income," as a result of the reinsurance arrangement, and such net results include realized investment gains and losses. These realized investment gains and losses are excluded from adjusted operating income as an adjustment to "Realized investment gains (losses), net." As of the three and six months ended June 30, 2004, realized investment gains of \$3 million were excluded.

The summary below reconciles adjusted operating income, a non-GAAP measure, to income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
	(in millions)			
Adjusted operating income before income taxes for Financial Services Businesses by Segment:				
Individual Life and Annuities	\$ 192	\$ 178	\$ 377	\$ 307
Group Insurance	46	58	72	92
Total Insurance Division	238	236	449	399
Asset Management	60	53	118	98
Financial Advisory	(80)	(21)	(94)	(46)
Retirement	92	45	144	98
Total Investment Division	72	77	168	150
International Insurance	244	207	459	382
International Investments	18	10	22	13
Total International Insurance and Investments Division	262	217	481	395
Corporate and Other	66	(1)	89	17
Adjusted operating income before income taxes for Financial Services Businesses	638	529	1,187	961
Items excluded from adjusted operating income:				
Realized investment gains (losses), net, and related adjustments	155	9	164	(105)
Charges related to realized investment gains (losses), net	(12)	(20)	(20)	(19)
Investment gains (losses) on trading account assets supporting insurance liabilities, net	(322)	—	(272)	—
Change in experience-rated contractholder liabilities due to asset value changes	183	—	133	—
Divested businesses	(9)	(410)	(30)	(414)
Income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change for Financial Services Businesses	633	108	1,162	423
Income (loss) from continuing operations before income taxes for Closed Block Business	45	108	217	107
Income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change	\$ 678	\$ 216	\$ 1,379	\$ 530

The Individual Life and Annuities segment results reflect deferred policy acquisition costs as if the individual annuity business were a stand-alone operation. The elimination of intersegment costs capitalized in accordance with this policy is included in consolidating adjustments within Corporate and Other operations.

The summary below presents revenues for the Company's reportable segments:

	Three Months Ended June 30,		Six Month Ended June 30,	
	2004	2003	2004	2003
	(in millions)			
Individual Life and Annuities	\$ 902	\$ 767	\$ 1,787	\$ 1,431
Group Insurance	946	910	1,912	1,872
Total Insurance Division	1,848	1,677	3,699	3,303
Asset Management	366	334	713	639
Financial Advisory	72	579	178	1,095
Retirement	830	573	1,407	1,154
Total Investment Division	1,268	1,486	2,298	2,888
International Insurance	1,637	1,381	3,233	2,754
International Investments	145	98	267	187
Total International Insurance and Investments Division	1,782	1,479	3,500	2,941
Corporate and Other	158	101	264	188
Total	5,056	4,743	9,761	9,320
Items excluded from adjusted operating income:				
Realized investment gains (losses), net, and related charges and adjustments	149	9	148	(105)
Investment gains (losses) on trading account assets supporting insurance liabilities, net	(322)	—	(272)	—
Divested businesses	11	460	18	915
Total Financial Services Businesses	4,894	5,212	9,655	10,130
Closed Block Business	1,990	2,092	3,978	3,959
Total per Consolidated Financial Statements	\$ 6,884	\$ 7,304	\$ 13,633	\$ 14,089

The Asset Management segment revenues include intersegment revenues of \$88 million and \$92 million for the three months ended June 30, 2004 and 2003, respectively, and \$165 million and \$185 million for the six months ended June 30, 2004 and 2003, respectively, primarily consisting of asset-based management and administration fees. In addition, the Financial Advisory segment revenues include intersegment revenues of \$40 million for the three months ended June 30, 2003, and \$82 million for the six months ended June 30, 2003, relating to the sale of proprietary investments products. Management has determined the intersegment revenues with reference to market rates. Intersegment revenues are eliminated in consolidation.

The summary below presents total assets for the Company's reportable segments:

	Assets	
	June 30, 2004	December 31, 2003
	(in millions)	
Individual Life and Annuities	\$ 79,939	\$ 77,313
Group Insurance	21,938	20,898
Total Insurance Division	101,877	98,211
Asset Management	22,740	27,124
Financial Advisory	1,492	2,805
Retirement	111,528	59,268
Total Investment Division	135,760	89,197
International Insurance	45,713	45,989
International Investments	6,029	4,491
Total International Insurance and Investments Division	51,742	50,480
Corporate and Other	14,929	14,650
Total Financial Services Businesses	304,308	252,538
Closed Block Business	70,395	68,736
Total	\$ 374,703	\$ 321,274

10. CONTINGENCIES AND LITIGATION

Contingencies

On an ongoing basis, the Company's internal supervisory and control functions review the quality of sales, marketing and other customer interface procedures and practices and may recommend modifications or enhancements. In certain cases, if appropriate, the Company may offer customers remediation and may incur charges, including the cost of such remediation, administrative costs and regulatory fines.

It is possible that the results of operations or the cash flow of the Company in a particular quarterly or annual period could be materially affected as a result of payments in connection with the matters discussed above depending, in part, upon the results of operations or cash flow for such period. Management believes, however, that ultimate payments in connection with these matters, after consideration of applicable reserves, should not have a material adverse effect on the Company's financial position.

Litigation and Regulatory Matters

The Company is subject to legal and regulatory actions in the ordinary course of its businesses. Pending legal and regulatory actions include proceedings relating to aspects of our businesses and operations that are specific to the Company and proceedings that are typical of the businesses in which the Company operates, including in both cases businesses that have either been divested or placed in wind-down status. Some of these proceedings have been brought on behalf of various alleged classes of complainants. In certain of these matters, the plaintiffs are seeking large and/or indeterminate amounts, including punitive or exemplary damages.

As previously disclosed, the Company has received formal requests for information from regulators and governmental authorities relating to the purchase and sale of mutual fund shares and variable annuities. The regulators and authorities include, among others, the Securities and Exchange Commission, the New York Stock Exchange, the National Association of Securities Dealers, the New Jersey Bureau of Securities, the State of New York Attorney General's Office and the United States Attorney, District of Massachusetts. The Company believes that certain of the matters under investigation are likely to lead to proceedings. The Company is engaged in ongoing discussions with the above organizations and is fully cooperating with them.

Shane v. Humana, et. al is a nationwide class action lawsuit brought on behalf of provider physicians and physician groups alleging that Prudential and other health care companies engaged in an industry-wide conspiracy to defraud physicians by failing to pay under provider agreements and by unlawfully coercing physicians to enter into agreements with unfair and unreasonable terms. The case is pending in the United States District Court for the Southern District of Florida as part of a consolidated proceeding, *In re Managed Care Litigation*. In July 2004, the same plaintiffs filed an additional complaint, also captioned *Shane et. al v. Humana, et. al*, in the same court, the United States District Court for the Southern District of Florida. The new *Shane* complaint has been assigned to a different judge. The additional complaint alleges essentially the same claims as in the original *Shane* complaint. Plaintiffs have moved to consolidate this new action with their original action. Defendants have opposed the motion.

The Company's litigation and regulatory matters are subject to many uncertainties, and given their complexity and scope, the outcomes cannot be predicted. It is possible that the results of operations or the cash flow of the Company in a particular quarterly or annual period could be materially affected by an ultimate unfavorable resolution of pending litigation and regulatory matters depending, in part, upon the results of operations or cash flow for such period. Management believes, however, that the ultimate outcome of all pending litigation and regulatory matters, after consideration of applicable reserves, should not have a material adverse effect on the Company's financial position.

PRUDENTIAL FINANCIAL, INC.
Unaudited Interim Supplemental Combining Statements of Financial Position
June 30, 2004 and December 31, 2003 (in millions)

	June 30, 2004			December 31, 2003		
	Financial Services Businesses	Closed Block Business	Consolidated	Financial Services Businesses	Closed Block Business	Consolidated
ASSETS						
Fixed maturities:						
Available for sale, at fair value	\$ 90,596	\$ 47,515	\$ 138,111	\$ 84,353	\$ 44,590	\$ 128,943
Held to maturity, at amortized cost	2,724	—	2,724	3,068	—	3,068
Trading account assets supporting insurance liabilities, at fair value	11,920	—	11,920	88	—	88
Other trading account assets, at fair value	3,098	—	3,098	3,214	—	3,214
Equity securities, available for sale, at fair value	1,422	2,390	3,812	1,119	2,282	3,401
Commercial loans	16,412	7,117	23,529	12,463	7,006	19,469
Policy loans	2,608	5,467	8,075	2,609	5,543	8,152
Securities purchased under agreements to resell	147	—	147	1,464	—	1,464
Other long-term investments	4,553	1,064	5,617	4,568	1,041	5,609
Short-term investments	3,818	2,258	6,076	4,052	3,581	7,633
Total investments	137,298	65,811	203,109	116,998	64,043	181,041
Cash and cash equivalents	4,053	1,845	5,898	5,791	2,158	7,949
Accrued investment income	1,238	741	1,979	1,046	751	1,797
Broker-dealer related receivables	1,146	—	1,146	1,098	—	1,098
Deferred policy acquisition costs	7,005	1,114	8,119	6,605	1,221	7,826
Other assets	49,607	884	50,491	14,320	563	14,883
Separate account assets	103,961	—	103,961	106,680	—	106,680
TOTAL ASSETS	\$ 304,308	\$ 70,395	\$ 374,703	\$ 252,538	\$ 68,736	\$ 321,274
LIABILITIES AND ATTRIBUTED EQUITY						
LIABILITIES						
Future policy benefits	\$ 46,736	\$ 49,142	\$ 95,878	\$ 46,003	\$ 48,842	\$ 94,845
Policyholders' account balances	63,236	5,529	68,765	44,168	5,523	49,691
Unpaid claims and claim adjustment expenses	1,740	—	1,740	1,687	—	1,687
Policyholders' dividends	1,081	2,557	3,638	1,077	3,611	4,688
Securities sold under agreements to repurchase	5,685	5,550	11,235	5,196	4,458	9,654
Cash collateral for loaned securities	3,661	2,555	6,216	3,571	2,215	5,786
Income taxes payable	2,015	23	2,038	2,234	48	2,282
Broker-dealer related payables	2,230	—	2,230	2,364	—	2,364
Securities sold but not yet purchased	345	—	345	1,598	—	1,598
Short-term debt	4,432	591	5,023	4,739	—	4,739
Long-term debt	4,437	1,750	6,187	3,860	1,750	5,610
Other liabilities	45,130	1,690	46,820	9,021	1,337	10,358
Separate account liabilities	103,961	—	103,961	106,680	—	106,680
Total liabilities	284,689	69,387	354,076	232,198	67,784	299,982
COMMITMENTS AND CONTINGENCIES						
ATTRIBUTED EQUITY						
Accumulated other comprehensive income	864	628	1,492	1,777	669	2,446
Other attributed equity	18,755	380	19,135	18,563	283	18,846
Total attributed equity	19,619	1,008	20,627	20,340	952	21,292
TOTAL LIABILITIES AND ATTRIBUTED EQUITY	\$ 304,308	\$ 70,395	\$ 374,703	\$ 252,538	\$ 68,736	\$ 321,274

See Notes to Unaudited Interim Supplemental Combining Financial Information

PRUDENTIAL FINANCIAL, INC.
Unaudited Interim Supplemental Combining Statements of Operations
Three Months Ended June 30, 2004 and 2003 (in millions)

	Three months ended June 30,					
	2004			2003		
	Financial Services Businesses	Closed Block Business	Consolidated	Financial Services Businesses	Closed Block Business	Consolidated
REVENUES						
Premiums	\$ 2,212	\$ 1,004	\$ 3,216	\$ 2,390	\$ 1,032	\$ 3,422
Policy charges and fee income	574	—	574	481	—	481
Net investment income	1,335	910	2,245	1,286	922	2,208
Realized investment gains (losses), net	130	60	190	8	114	122
Commissions and other income	643	16	659	1,047	24	1,071
Total revenues	4,894	1,990	6,884	5,212	2,092	7,304
BENEFITS AND EXPENSES						
Policyholders' benefits	2,195	1,104	3,299	2,245	1,114	3,359
Interest credited to policyholders' account balances	376	35	411	421	34	455
Dividends to policyholders	31	620	651	50	611	661
General and administrative expenses	1,659	186	1,845	1,933	225	2,158
Loss on disposition of property and casualty insurance operations	—	—	—	455	—	455
Total benefits and expenses	4,261	1,945	6,206	5,104	1,984	7,088
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES, EXTRAORDINARY GAIN ON ACQUISITION AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE						
	633	45	678	108	108	216
Income tax expense (benefit)	132	15	147	(1)	39	38
INCOME FROM CONTINUING OPERATIONS BEFORE EXTRAORDINARY GAIN ON ACQUISITION AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE						
	501	30	531	109	69	178
Income (loss) from discontinued operations, net of taxes	(2)	—	(2)	18	—	18
Extraordinary gain on acquisition, net of taxes	20	—	20	—	—	—
Cumulative effect of accounting change, net of taxes	—	—	—	—	—	—
NET INCOME	\$ 519	\$ 30	\$ 549	\$ 127	\$ 69	\$ 196

See Notes to Unaudited Interim Supplemental Combining Financial Information

PRUDENTIAL FINANCIAL, INC.
Unaudited Interim Supplemental Combining Statements of Operations
Six Months Ended June 30, 2004 and 2003 (in millions)

	Six months ended June 30,					
	2004			2003		
	Financial Services Businesses	Closed Block Business	Consolidated	Financial Services Businesses	Closed Block Business	Consolidated
REVENUES						
Premiums	\$ 4,405	\$ 1,892	\$ 6,297	\$ 4,797	\$ 1,936	\$ 6,733
Policy charges and fee income	1,123	—	1,123	939	—	939
Net investment income	2,580	1,789	4,369	2,568	1,828	4,396
Realized investment gains (losses), net	122	265	387	(100)	155	55
Commissions and other income	1,425	32	1,457	1,926	40	1,966
Total revenues	9,655	3,978	13,633	10,130	3,959	14,089
BENEFITS AND EXPENSES						
Policyholders' benefits	4,435	2,077	6,512	4,672	2,121	6,793
Interest credited to policyholders' account balances	853	70	923	839	68	907
Dividends to policyholders	56	1,236	1,292	83	1,223	1,306
General and administrative expenses	3,149	378	3,527	3,658	440	4,098
Loss on disposition of property and casualty insurance operations	—	—	—	455	—	455
Total benefits and expenses	8,493	3,761	12,254	9,707	3,852	13,559
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES, EXTRAORDINARY GAIN ON ACQUISITION AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE						
	1,162	217	1,379	423	107	530
Income tax expense	289	76	365	101	39	140
INCOME FROM CONTINUING OPERATIONS BEFORE EXTRAORDINARY GAIN ON ACQUISITION AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE						
	873	141	1,014	322	68	390
Income (loss) from discontinued operations, net of taxes	(5)	—	(5)	2	—	2
Extraordinary gain on acquisition, net of taxes	20	—	20	—	—	—
Cumulative effect of accounting change, net of taxes	(79)	—	(79)	—	—	—
NET INCOME	\$ 809	\$ 141	\$ 950	\$ 324	\$ 68	\$ 392

See Notes to Unaudited Interim Supplemental Combining Financial Information

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Supplemental Combining Financial Information

1. BASIS OF PRESENTATION

The supplemental combining financial information presents the consolidated financial position and results of operations for Prudential Financial, Inc. and its subsidiaries (the “Company”) separately reporting the Financial Services Businesses and the Closed Block Business. The Financial Services Businesses and the Closed Block Business are both fully integrated operations of the Company and are not separate legal entities. The supplemental combining financial information presents the results of the Financial Services Businesses and the Closed Block Business as if they were separate reporting entities and should be read in conjunction with the Unaudited Interim Consolidated Financial Statements.

The Company has outstanding two classes of common stock. The Common Stock reflects the performance of the Financial Services Businesses and the Class B Stock reflects the performance of the Closed Block Business.

The Closed Block Business was established on the date of demutualization and includes the assets and liabilities of the Closed Block (see Note 5 to the Unaudited Interim Consolidated Financial Statements for a description of the Closed Block). It also includes assets held outside the Closed Block necessary to meet insurance regulatory capital requirements related to products included within the Closed Block; deferred policy acquisition costs related to the Closed Block policies; the principal amount of the IHC debt (see Note 2 below) and related unamortized debt issuance costs and an interest rate swap related to the IHC debt; and certain other related assets and liabilities. The Financial Services Businesses consist of the Insurance, Investment, and International Insurance and Investments divisions and Corporate and Other operations.

2. ALLOCATION OF RESULTS

This supplemental combining financial information reflects the assets, liabilities, revenues and expenses directly attributable to the Financial Services Businesses and the Closed Block Business, as well as allocations deemed reasonable by management in order to fairly present the financial position and results of operations of each business on a stand alone basis. While management considers the allocations utilized to be reasonable, management has the discretion to make operational and financial decisions that may affect the allocation methods and resulting assets, liabilities, revenues and expenses of each business. In addition, management has limited discretion over accounting policies and the appropriate allocation of earnings between the two businesses. The Company has agreements which provide that, in most instances, the Company may not change the allocation methodology or accounting policies for the allocation of earnings between the Financial Services Businesses and Closed Block Business without the prior consent of the Class B Stock investors or IHC debt bond insurer.

General corporate overhead not directly attributable to a specific business that has been incurred in connection with the generation of the businesses’ revenues is generally allocated based on the historical general and administrative expenses of each business as a percentage of the total for the Company.

Prudential Holdings, LLC, a wholly owned subsidiary of Prudential Financial, Inc., has outstanding senior secured notes (the “IHC debt”), of which net proceeds of \$1.66 billion were allocated to the Financial Services Businesses concurrent with Prudential Insurance’s demutualization on December 18, 2001. The IHC debt is serviced by the cash flows of the Closed Block Business, and the results of the Closed Block Business reflect interest expense associated with the IHC debt.

Income taxes are allocated between the Financial Services Businesses and the Closed Block Business as if they were separate companies based on the taxable income or losses and other tax characterizations of each business. If a business generates benefits, such as net operating losses, it is entitled to record such tax benefits to the extent they are expected to be utilized on a consolidated basis.

Holders of Common Stock have no interest in a legal entity representing the Financial Services Businesses; holders of the Class B Stock have no interest in a legal entity representing the Closed Block Business; and holders of each class of common stock are subject to all of the risks associated with an investment in the Company.

In the event of a liquidation, dissolution or winding-up of the Company, holders of Common Stock and holders of Class B Stock would be entitled to receive a proportionate share of the net assets of the Company that remain after paying all liabilities and the liquidation preferences of any preferred stock.

The results of the Financial Services Businesses are subject to certain risks pertaining to the Closed Block. These include any expenses and liabilities from litigation affecting the Closed Block policies as well as the consequences of certain potential adverse tax determinations. In connection with the sale of the Class B Stock and IHC debt, the cost of indemnifying the investors with respect to certain matters will be borne by the Financial Services Businesses.

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 ("MD&A") addresses the consolidated financial condition of Prudential Financial as of June 30, 2004, compared with December 31, 2003, and its consolidated results of operations for the three and six months ended June 30, 2004 and June 30, 2003. You should read the following analysis of our consolidated financial condition and results of operations in conjunction with the Company's MD&A and audited Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2003, and Unaudited Interim Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q.

Overview

Prudential Financial has two classes of common stock outstanding. The Common Stock, which is publicly traded (NYSE:PRU), reflects the performance of the Financial Services Businesses, while the Class B Stock, which was issued through a private placement and does not trade on any exchange, reflects the performance of the Closed Block Business. The Financial Services Businesses and the Closed Block Business are discussed below.

Financial Services Businesses

We refer to the businesses in our three operating divisions and our Corporate and Other operations, collectively, as our Financial Services Businesses. The Insurance division consists of our Individual Life and Annuities and Group Insurance segments. The Investment division consists of our Asset Management, Financial Advisory, and Retirement segments. In the first quarter of 2004, we combined the former Other Asset Management segment with the former Investment Management segment to form the Asset Management segment. The International Insurance and Investments division consists of our International Insurance and International Investments segments. We also have Corporate and Other operations, which includes our real estate and relocation services business, as well as corporate items and initiatives that are not allocated to business segments. Corporate and Other operations also include businesses that have been or will be divested and businesses that we have placed in wind-down status.

We attribute financing costs to each segment based on the amount of financing used by each segment. The net investment income of each segment includes earnings on the amount of equity that management believes is necessary to support the risks of that segment.

We seek growth internally and through acquisition, joint ventures or other forms of business combination or investment. Our principal acquisition focus is in our current business lines, both domestic and international.

Closed Block Business

In connection with the demutualization, we ceased offering domestic participating products. The liabilities for our individual in force participating products were segregated, together with assets, in a regulatory mechanism referred to as the "Closed Block." The Closed Block is designed generally to provide for the reasonable expectations for future policy dividends after demutualization of holders of policies included in the Closed Block by allocating assets that will be used exclusively for payment of benefits, including policyholder dividends, expenses and taxes with respect to these products. See Note 5 to the Unaudited Interim Consolidated Financial Statements for more information on the Closed Block. We selected the amount and type of Closed Block assets and Closed Block liabilities included in the Closed Block so that the Closed Block assets initially had a lower book value than the Closed Block liabilities. We expect that the Closed Block assets will generate sufficient cash flow, together with anticipated revenues from the Closed Block policies, over the life of the Closed Block to fund payments of all expenses, taxes, and policyholder benefits to be paid to, and the reasonable dividend expectations of, policyholders of the Closed Block policies. We also segregated for accounting purposes

the assets that we need to hold outside the Closed Block to meet capital requirements related to the policies included within the Closed Block. No policies sold after demutualization will be added to the Closed Block, and its in force business is expected to ultimately decline as we pay policyholder benefits in full. We also expect the proportion of our business represented by the Closed Block to decline as we grow other businesses.

Also concurrently with our demutualization, Prudential Holdings, LLC, a wholly owned subsidiary of Prudential Financial that owns the capital stock of Prudential Insurance, issued \$1.75 billion in senior secured notes (the "IHC debt"). The net proceeds from the issuances of the Class B Stock and IHC debt, except for \$72 million used to purchase a guaranteed investment contract to fund a portion of the bond insurance cost associated with that debt, were allocated to the Financial Services Businesses. However, we expect that the IHC debt will be serviced by the net cash flows of the Closed Block Business over time, and we include interest expenses associated with the IHC debt when we report results of the Closed Block Business.

The Closed Block Business consists principally of the Closed Block, assets held outside the Closed Block that Prudential Insurance needs to hold to meet capital requirements related to the Closed Block policies, invested assets held outside the Closed Block that represent the difference between the Closed Block assets and Closed Block liabilities and the interest maintenance reserve, deferred policy acquisition costs related to Closed Block policies, the principal amount of the IHC debt and related hedging activities and certain other related assets and liabilities.

Executive Summary

Prudential Financial is one of the largest financial services firms in the U.S., offering clients a wide array of financial products and services, including individual life insurance, annuities, group life and disability insurance and pension and retirement services. We also offer mutual funds, asset management, real estate and relocation services and, through our investment in Wachovia Securities, securities brokerage services. We serve individual and institutional customers in over 30 countries through a variety of channels, including one of the largest proprietary distribution forces in the life insurance industry.

The significant developments and events in the first six months of 2004 reflect our continued efforts to effectively redeploy capital to seek enhanced returns. These developments included:

- The continuation of our share repurchase program. In the first six months of 2004 we repurchased 16.7 million shares of Common Stock at a total cost of \$749 million and are authorized, under a stock repurchase program authorized by Prudential Financial's Board of Directors in early 2004, to repurchase up to \$751 million more of Common Stock during the year.
- The completion of the acquisition, on April 1, 2004, of the retirement business of CIGNA Corporation for cash consideration of \$2.1 billion.
- The completion of the acquisition, on February 27, 2004, of an 80% interest in Hyundai Investment and Securities Co., Ltd. ("Hyundai"), a Korean asset management firm.

On February 19, 2004, A.M. Best upgraded the financial strength ratings of Prudential Insurance and its core domestic operations to "A+" (Superior) from "A" (Excellent).

We analyze performance of the segments of the Financial Services Business using a non-GAAP measure called adjusted operating income. See "—Consolidated Results of Operations" for a definition of adjusted operating income and a discussion of its use as a measure of operating performance.

Shown below are the contributions of each segment to our adjusted operating income for the three and six months ended June 30, 2004, their comparable contributions in the same periods of the prior year, and a reconciliation of adjusted operating income of our segments to income (loss) from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change. See Note 9 to the Unaudited Interim Consolidated Financial Statements for further information on the presentation of segment results.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
(in millions)				
Adjusted operating income before income taxes for segments of the Financial Services Businesses:				
Individual Life and Annuities	\$ 192	\$ 178	\$ 377	\$ 307
Group	46	58	72	92
Asset Management	60	53	118	98
Financial Advisory	(80)	(21)	(94)	(46)
Retirement	92	45	144	98
International Insurance	244	207	459	382
International Investments	18	10	22	13
Corporate and Other	66	(1)	89	17
Items excluded from adjusted operating income:				
Realized investment gains (losses), net, and related adjustments	155	9	164	(105)
Charges related to realized investment gains (losses), net	(12)	(20)	(20)	(19)
Investment gains (losses) on trading account assets supporting insurance liabilities, net	(322)	—	(272)	—
Change in experience-rated contractholder liabilities due to asset value changes	183	—	133	—
Divested businesses	(9)	(410)	(30)	(414)
Income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change for Financial Services Businesses	633	108	1,162	423
Income from continuing operations before income taxes for Closed Block Business	45	108	217	107
Income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change	\$ 678	\$ 216	\$ 1,379	\$ 530

Results for the three and six months ended June 30, 2004 presented above reflect the following:

- Continued strong performance of our international insurance operations, including pre-tax adjusted operating income of \$115 million and \$209 million for the three and six months ended June 30, 2004, respectively, from our Gibraltar Life operations, and pre-tax adjusted operating income of \$129 million and \$250 million for the three and six months ended June 30, 2004, respectively, from our international insurance operations other than Gibraltar Life
- Improved results of our Individual Life and Annuities segment reflecting \$61 million and \$122 million in pre-tax adjusted operating income included in the results of our annuity business in the three and six months ended June 30, 2004, respectively, from the American Skandia operations acquired in May of 2003.

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- Improved results of our Retirement segment reflecting \$36 million in pre-tax adjusted operating income in the second quarter of 2004 from the retirement business acquired from CIGNA on April 1, 2004. Pre-tax adjusted operating income from our original retirement business of \$56 million and \$108 million for the three and six months ended June 30, 2004, respectively, reflects in both current year periods improved results from our defined contribution business partially offset by a decline in the guaranteed products business, primarily due to less favorable investment results in that business.
 - Improved results of our Asset Management segment, which benefited from improved market conditions and increased assets under management as a result of the CIGNA acquisition.
 - Losses, on a pre-tax adjusted operating income basis, of \$80 million and \$94 million for the three and six months ended June 30, 2004 from our Financial Advisory segment. The segment's results for the current year periods include \$36 million and \$90 million for the three and six months ended June 30, 2004 respectively, representing our share of earnings from our joint venture, Wachovia Securities, before transition costs. Included in the segment's loss are transition costs of \$38 million and \$68 million for the three and six months ended June 30, 2004, respectively, related to the formation of the joint venture and costs of \$77 million and \$118 million for the three and six months ended June 30, 2004, respectively, related to obligations we retained in connection with the businesses we contributed to the joint venture, primarily retained litigation and regulatory matters.
 - Pre-tax adjusted operating income of \$18 million and \$22 million for the three and six months ended June 30, 2004, respectively, from our International Investments segment including a contribution to second quarter 2004 adjusted operating income of \$17 million from the Hyundai business which we acquired on February 27, 2004.

Recent Accounting Pronouncements

See Note 2 to the Interim Unaudited Consolidated Financial Statements for a discussion of recent accounting pronouncements, including a discussion of the cumulative effect of accounting change from the adoption of Statement of Position 03-1, "Accounting and Reporting by Insurance Enterprises for Certain Nontraditional Long-Duration Contracts and for Separate Accounts" ("SOP 03-1"), which was effective January 1, 2004.

Consolidated Results of Operations

The following table summarizes income from continuing operations before extraordinary gain on acquisition and cumulative effect of accounting change for the Financial Services Businesses and the Closed Block Business as well as other components comprising net income.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
(in millions)				
Financial Services Businesses by segment:				
Individual Life and Annuities	\$ 174	\$ 179	\$ 362	\$ 274
Group Insurance	78	47	125	64
Total Insurance Division	252	226	487	338
Asset Management	63	54	124	101
Financial Advisory	(80)	(21)	(94)	(46)
Retirement	6	61	66	80
Total Investment Division	(11)	94	96	135
International Insurance	251	147	504	286
International Investments	(23)	9	(20)	12
Total International Insurance and Investments Division	228	156	484	298
Corporate and Other	164	(368)	95	(348)
Income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change for Financial Services Businesses	633	108	1,162	423
Income from continuing operations before income taxes for Closed Block Business	45	108	217	107
Income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change	678	216	1,379	530
Income tax expense	147	38	365	140
Income from continuing operations before extraordinary gain on acquisition and cumulative effect of accounting change	531	178	1,014	390
Loss from discontinued operations, net of taxes	(2)	18	(5)	2
Extraordinary gain on acquisition, net of taxes	20	—	20	—
Cumulative effect of accounting change, net of taxes	—	—	(79)	—
Net income	\$ 549	\$ 196	950	392

In managing our business, we analyze operating performance separately for our Financial Services Businesses and our Closed Block Business. For the Financial Services Businesses, we analyze our segments' operating performance using a non-GAAP measure we call "adjusted operating income." Results of the Closed Block Business for all periods are evaluated and presented only in accordance with GAAP. We calculate adjusted operating income for the segments of the Financial Services Businesses by adjusting our income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change to exclude the following items:

- realized investment gains, net of losses, and related charges and adjustments;
- net investment gains and losses on trading account assets supporting insurance liabilities and changes in experience-rated contractholder liabilities due to asset value changes; and
- the contribution to income/loss of divested businesses that have been or will be sold or exited that do not qualify for "discontinued operations" accounting treatment under GAAP.

The contributions to income/loss of wind-down businesses that we have not divested remain in adjusted operating income.

The excluded items are important to an understanding of our overall results of operations. Adjusted operating income is not a substitute for net income determined in accordance with GAAP, and our definition of adjusted operating income may differ from that used by other companies. However, we believe that the presentation of adjusted operating income as we measure it for management purposes enhances the understanding of our results of operations by highlighting the results from ongoing operations and the underlying profitability of the Financial Services Businesses. Adjusted operating income excludes net realized investment gains and losses. A significant element of realized investment losses is impairments and losses from sales of credit-impaired securities, the timing of which depends largely on market credit cycles and can vary considerably across periods. The timing of other sales that would result in gains or losses is largely subject to our discretion and influenced by market opportunities. Trends in the underlying profitability of our businesses can be more clearly identified without the fluctuating effects of these transactions. Similarly, adjusted operating income excludes investment gains and losses on trading account assets supporting insurance liabilities and changes in experience-rated contractholder liabilities due to asset value changes, because these recorded changes in asset and liability values will ultimately inure to the contractholders. Adjusted operating income also excludes the results of divested businesses because they are not relevant to understanding our ongoing operating results.

Results of Operations for Financial Services Businesses by Segment

Insurance Division

Individual Life and Annuities

Operating Results

The following table sets forth the Individual Life and Annuities segment's operating results for the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
(in millions)				
Operating results:				
Revenues:				
Individual Life	\$ 515	\$ 483	\$ 1,022	\$ 964
Individual Annuities	387	284	765	467
	<u>902</u>	<u>767</u>	<u>1,787</u>	<u>1,431</u>
Benefits and expenses:				
Individual Life	417	370	837	745
Individual Annuities	293	219	573	379
	<u>710</u>	<u>589</u>	<u>1,410</u>	<u>1,124</u>
Adjusted operating income:				
Individual Life	98	113	185	219
Individual Annuities	94	65	192	88
	<u>192</u>	<u>178</u>	<u>377</u>	<u>307</u>
Realized investment gains (losses), net, and related adjustments(1)	(11)	2	—	(30)
Related charges(1)(2)	(7)	(1)	(15)	(3)
	<u>\$ 174</u>	<u>\$ 179</u>	<u>\$ 362</u>	<u>\$ 274</u>
Income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change				

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- (1) Revenues exclude realized investment gains (losses), net, and related charges and adjustments. The related charges represent payments related to the market value adjustment features of certain of our annuity products. For a discussion of these items see “—Realized Investment Gains and General Account Investments—Realized Investment Gains.”
 - (2) Benefits and expenses exclude related charges which represent the unfavorable (favorable) impact of realized investment gains (losses), net, on change in reserves and the amortization of deferred policy acquisition costs and value of business acquired. For a discussion of these items see “—Realized Investment Gains and General Account Investments —Realized Investment Gains.”

On May 1, 2003, we acquired Skandia U.S. Inc., which included American Skandia, for a total purchase price of \$1.184 billion. Beginning May 1, 2003, the results of American Skandia have been included in our consolidated results and are included as a component of our annuity business discussed below.

Adjusted Operating Income

2004 to 2003 Three Month Comparison. The segment’s individual life business adjusted operating income decreased \$15 million, from \$113 million in the second quarter of 2003 to \$98 million in the second quarter of 2004. Results for the second quarter of 2004 include a lower contribution from investment income in comparison to the year ago period, due to a decrease in the level of capital required to support the business. The decrease in the level of capital required to support the business reflected changes in statutory reserving requirements for certain products and reinsurance arrangements we initiated during the second half of 2003. In addition, results for the second quarter of 2004 include a decline in recovery of costs of our agency distribution system associated with the distribution of property and casualty insurance products, due to our sale of the property and casualty business in late 2003. Current quarter results benefited from claims experience, net of reinsurance, at a more favorable level than in the year ago period. However, the effect of this experience on comparative results was largely offset by the impact of the strong equity market performance in the year-ago quarter and its resulting impact on the change in market value of variable life insurance assets in that period.

Results of the segment’s individual annuity business for the second quarter of 2004 included adjusted operating income of \$61 million from the operations of American Skandia, compared to \$43 million in the year ago period, which included the initial two months of results for these operations. Adjusted operating income of \$61 million for the second quarter of 2004 consisted of revenues of \$181 million and total benefits and expenses of \$120 million. American Skandia’s revenues consisted primarily of policy charges and fee income of \$100 million, asset management and service fees of \$53 million and net investment income of \$23 million. Benefits and expenses consisted primarily of general and administrative expenses of \$78 million, including \$8 million of amortization of the value of business acquired asset established when the company was acquired, interest credited to policyholders’ account balances of \$20 million and costs of \$16 million related to the guaranteed minimum death benefit feature of certain annuity contracts.

Adjusted operating income of the segment’s individual annuity business, excluding American Skandia, increased \$11 million, from \$22 million in the second quarter of 2003 to \$33 million in the second quarter of 2004. The increase in adjusted operating income came primarily from higher fees resulting from greater variable annuity account values, and improved net interest spread on our general account annuities due to reductions of credited interest rates effective as of January 1, 2004, as well as higher asset balances. Partially offsetting these benefits was a higher level of amortization of deferred policy acquisition costs reflecting the higher level of gross profits.

2004 to 2003 Six Month Comparison. The segment’s individual life business adjusted operating income decreased \$34 million, from \$219 million in the first six months of 2003 to \$185 million in the first six months of 2004. The decline reflected a decrease in the level of capital required to support the business, as discussed above, which reduced the contribution from investment income to current year results in comparison to the year ago period. Results for the first six months of 2004 include a decline in recovery of costs of our agency distribution

system associated with the distribution of property and casualty insurance products, due to our sale of the property and casualty business in late 2003. In addition, results for the first six months of 2003 benefited from strong equity market performance and its resulting impact on the change in market value of variable life insurance assets in that period. Partially offsetting these items, however, was the more favorable claims experience, net of reinsurance, in the 2004 period.

Results of the segment's individual annuity business for the first six months of 2004 included adjusted operating income of \$122 million from the operations of American Skandia, compared to \$43 million in the first six months of 2003, which included only two months of results for these operations. Adjusted operating income of \$122 million for the first six months of 2004 consisted of revenues of \$359 million and total benefits and expenses of \$237 million. American Skandia's revenues consisted primarily of policy charges and fee income of \$201 million, asset management and service fees of \$105 million and net investment income of \$42 million. Benefits and expenses consisted primarily of general and administrative expenses of \$154 million, including \$16 million of amortization of the value of business acquired asset established when the company was acquired, interest credited to policyholder account balances of \$41 million and costs of \$33 million related to the guaranteed minimum death benefit feature of certain annuity contracts.

Adjusted operating income of the segment's individual annuity business, excluding American Skandia, increased \$25 million, from \$45 million in the first six months of 2003 to \$70 million in the first six months of 2004. The increase in adjusted operating income came primarily from higher fees resulting from greater variable annuity account values, a decline in costs associated with the guaranteed minimum death benefit feature of certain annuity contracts and improved net interest spread on our general account annuities due to reductions of credited interest rates effective as of January 1, 2004, as well as higher asset balances. Partially offsetting these benefits was a higher level of amortization of deferred policy acquisition costs reflecting the higher level of gross profits.

Revenues

2004 to 2003 Three Month Comparison. The segment's individual life insurance business reported revenues, as shown in the table above under "—Operating Results," of \$515 million in the second quarter of 2004, compared to \$483 million in the second quarter of 2003. Subsequent to the sale of our property and casualty insurance businesses in late 2003, our Prudential Agents who formerly distributed products of those businesses instead offer products of the purchasers of our businesses. Revenues, and related expenses, from distribution of these third party products are included in the results of our individual life insurance business. Commissions and other income increased by \$46 million, primarily reflecting an increase in revenue from the distribution of property and casualty insurance products by our agents, which is substantially offset by a related increase in operating expenses, which includes agent commissions. Premiums declined \$10 million, from \$96 million in the second quarter of 2003 to \$86 million in the second quarter of 2004, reflecting approximately \$25 million in decreased premiums on term insurance we issued under policy provisions to customers who previously had lapsing variable life insurance policies with us, partially offset by growth of our in force block of term insurance products. Net investment income declined primarily due to a decrease in the level of capital required to support the business discussed above.

Revenues from the segment's individual annuity business increased \$103 million, from \$284 million in the second quarter of 2003 to \$387 million in the second quarter of 2004, which included an increase in revenues of \$74 million from American Skandia. Revenues of the segment's original individual annuity business, excluding American Skandia, increased \$29 million, from \$177 million in second quarter of 2003 to \$206 million in the second quarter of 2004, due primarily to a \$17 million increase in net investment income reflecting a higher level of invested assets, as well as increased yields. In addition, policy charges and fees increased \$10 million reflecting an increase in the average market value of variable annuity customer accounts.

2004 to 2003 Six Month Comparison. The segment's individual life insurance business reported revenues of \$1.022 billion in the first six months of 2004, compared to \$964 million in the first six months of 2003. Commissions and other income increased by \$82 million, primarily reflecting an increase in revenue from the distribution of property and casualty insurance products by our agents, which is substantially offset by a related

increase in operating expenses, which includes agent commissions. Premiums declined \$17 million, from \$190 million in the first six months of 2003 to \$173 million in the first six months of 2004, reflecting approximately \$45 million in decreased premiums on term insurance we issued under policy provisions to customers who previously had lapsing variable life insurance policies with us, partially offset by increased sales and growth of our in force block of term insurance products. Net investment income declined primarily due to a decrease in the level of capital required to support the business discussed above.

Revenues from the segment's individual annuity business increased \$298 million, from \$467 million in the first six months of 2003 to \$765 million in the first six months of 2004, which included increased revenues of \$252 million from American Skandia. Revenues of the segment's existing individual annuity business, excluding American Skandia, increased \$46 million, from \$360 million in the first six months of 2003 to \$406 million in the first six months of 2004, due primarily to a \$28 million increase in net investment income reflecting a higher level of invested assets, as well as increased yields. In addition, policy charges and fees increased \$20 million reflecting an increase in the average market value of variable annuity customer accounts.

Benefits and Expenses

2004 to 2003 Three Month Comparison. Benefits and expenses of the segment's individual life insurance business, as shown in the table above under "—Operating Results," increased \$47 million from \$370 million in the second quarter of 2003 to \$417 million in the second quarter of 2004. The increase reflects a \$46 million increase in operating expenses, including costs related to the distribution of property and casualty insurance products discussed above. Amortization of deferred policy acquisition costs increased \$19 million in the second quarter of 2004 from the second quarter of 2003, reflecting a lower level of amortization in the prior year quarter due to the strong equity market performance experienced during that period. Partially offsetting these items was a decline in policyholders' benefits and related changes in reserves of \$24 million, from \$175 million in the second quarter of 2003 to \$151 million in the second quarter of 2004, primarily due to the decrease, as discussed above, in premiums on term insurance we issued under policy provisions of lapsing variable life insurance policies, which was partially offset by growth of our term insurance in force.

Benefits and expenses of the segment's individual annuity business increased \$74 million, from \$219 million in the second quarter of 2003 to \$293 million in the second quarter of 2004, which included increased benefits and expenses of \$56 million from American Skandia. Benefits and expenses of the segment's original individual annuity business, excluding American Skandia, increased \$18 million, from \$155 million in the second quarter of 2003 to \$173 million in the second quarter of 2004. Amortization of deferred policy acquisition costs increased \$12 million, primarily a result of a higher level of gross profits in the current period; and interest credited to policyholders' account balances increased \$5 million, due to an increase in customer account balances, partially offset by lower credited interest rates effective as of January 1, 2004.

2004 to 2003 Six Month Comparison. Benefits and expenses of the segment's individual life insurance business increased \$92 million from \$745 million in the first six months of 2003 to \$837 million in the first six months of 2004. The increase reflects a \$91 million increase in operating expenses, including costs related to the distribution of property and casualty insurance products discussed above. Amortization of deferred policy acquisition costs increased \$22 million in the first six months of 2004 from the first six months of 2003, reflecting a lower level of amortization in the prior year due to the strong equity market performance experienced during that period. Partially offsetting these items was a decline in policyholder benefits and related changes in reserves of \$31 million, from \$344 million in the first six months of 2003 to \$313 million in the first six months of 2004, primarily due to the decrease in premiums on term insurance we issued under policy provisions of lapsing variable life insurance policies which was partially offset by greater sales of our term insurance products and growth of our term insurance in force.

Benefits and expenses of the segment's individual annuity business increased \$194 million, from \$379 million in the first six months of 2003 to \$573 million in the first six months of 2004, which included increased benefits and expenses of \$173 million related to American Skandia. Benefits and expenses of the segment's existing individual annuity business, excluding American Skandia, increased \$21 million, from \$315 million in

the first six months of 2003 to \$336 million in the first six months of 2004. Amortization of deferred policy acquisition costs increased \$28 million, primarily a result of a higher level of gross profits in the current period. Partially offsetting this was an \$8 million decline in costs associated with the guaranteed minimum death benefit feature of certain annuity contracts.

Sales Results and Account Values

The following table sets forth the individual life insurance business's sales, as measured by scheduled premiums from new sales on an annualized basis and first year excess premiums and deposits on a cash-received basis, and changes in account value for the individual annuity business, for the periods indicated. Sales of the individual life insurance business do not correspond to revenues under GAAP. They are, however, a relevant measure of business activity. In managing our individual life insurance business, we analyze new sales on this basis because it measures the current sales performance of the business, while revenues primarily reflect the renewal persistency and aging of in force policies written in prior years and net investment income as well as current sales. For our individual annuity business, assets are reported at account value and net sales (redemptions) are gross sales minus redemptions or surrenders and withdrawals, as applicable.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
(in millions)				
Life insurance sales(1):				
Excluding corporate-owned life insurance:				
Variable life	\$ 27	\$ 26	\$ 53	\$ 52
Universal life	39	25	71	54
Term life	28	29	60	55
Total excluding corporate-owned life insurance	94	80	184	161
Corporate-owned life insurance	1	13	7	17
Total	\$ 95	\$ 93	\$ 191	\$ 178
Life Insurance sales by distribution channel(1)(2):				
Prudential Agents	\$ 60	\$ 58	\$ 122	\$ 116
Third party	34	22	62	45
Total	\$ 94	\$ 80	\$ 184	\$ 161
Variable Annuities(3):				
Beginning total account value	\$ 44,858	\$ 14,965	\$ 43,949	\$ 15,338
Sales	1,536	1,070	3,259	1,401
Surrenders and withdrawals	(1,263)	(924)	(2,615)	(1,342)
Net sales (redemptions)	273	146	644	59
Benefit payments	(143)	(114)	(304)	(180)
Net flows	130	32	340	(121)
Change in market value, interest credited and other activity	84	2,447	927	2,267
Policy charges	(145)	(95)	(289)	(135)
Acquisition of American Skandia	—	22,431	—	22,431
Ending total account value	\$ 44,927	\$ 39,780	\$ 44,927	\$ 39,780
Fixed Annuities:				
Beginning total account value	\$ 3,574	\$ 3,473	\$ 3,514	\$ 3,396
Sales	196	57	288	167
Surrenders and withdrawals	(51)	(32)	(102)	(66)
Net sales	145	25	186	101
Benefit payments	(38)	(46)	(83)	(87)
Net flows	107	(21)	103	14
Interest credited and other activity	42	47	107	90
Policy charges	(1)	(1)	(2)	(2)
Ending total account value	\$ 3,722	\$ 3,498	\$ 3,722	\$ 3,498

(1) Scheduled premiums from new sales on an annualized basis and first year excess premiums and deposits on a cash-received basis.

(2) Excluding corporate-owned life insurance.

(3) Variable annuities include only those sold as retail investment products. Investments through defined contribution plan products are included with such products.

2004 to 2003 Three Month Comparison. Sales of new life insurance excluding corporate-owned life insurance, measured as described above, increased \$14 million in the second quarter of 2004 from the second quarter of 2003. Sales of our universal life products, which were updated as to features and pricing in June 2003, increased \$14 million.

Sales from Prudential Agents increased \$2 million in the second quarter of 2004 from the second quarter of 2003, reflecting an increase in agent productivity that more than offset a decline in the average number of agents from approximately 4,300 in the year-ago quarter to approximately 4,000 in the second quarter of 2004. The decline in the average number of agents from the prior year quarter came primarily from attrition of agents who failed to satisfy production requirements. In addition, we experienced some agent attrition following the sale of our property and casualty insurance business in 2003. We expect to continue to recruit agents selectively and to manage this distribution channel with primary emphasis on cost effectiveness rather than growth in the number of agents. Sales by the third party distribution channel, excluding corporate-owned life insurance, increased \$12 million in the second quarter of 2004 from the second quarter of 2003, reflecting increased universal and term life sales through this channel.

Total account values for fixed and variable annuities amounted to \$48.6 billion as of June 30, 2004, an increase of \$0.2 billion from March 31, 2004. The increase came primarily from net sales of \$418 million. Individual variable annuity gross sales increased by \$466 million from the year-ago quarter, which included the initial two months of variable annuity sales from American Skandia. Current quarter variable annuity gross sales reflected improving market conditions, product enhancements, and continued expansion in third party distribution. Fixed annuity gross sales increased \$139 million in the second quarter of 2004 from the second quarter of 2003 reflecting a new product introduced in 2004. Surrenders and withdrawals increased \$358 million in the second quarter of 2004 from the second quarter of 2003, reflecting three months of activity from American Skandia, as well as the impact of higher average account values.

2004 to 2003 Six Month Comparison. Sales of new life insurance excluding corporate-owned life insurance, measured as described above, increased \$23 million in the first six months of 2004 from the first six months of 2003. Sales of our universal life and term life products, both of which were updated as to features and pricing in June 2003, increased \$17 million and \$5 million, respectively.

Sales from Prudential Agents increased \$6 million from the first six months of 2003 to the first six months of 2004, reflecting an increase in agent productivity that more than offset a decline in the average number of agents from approximately 4,300 in the year-ago period to approximately 4,100 in the first six months of 2004. Sales by the third party distribution channel, excluding corporate-owned life insurance, increased \$17million from the first six months of 2003 to the first six months of 2004, reflecting increased universal and term life sales through this channel.

Total account values for fixed and variable annuities amounted to \$48.6 billion as of June 30, 2004, an increase of \$1.2 billion from December 31, 2003. The increase came primarily from increases in the market value of customers' variable annuities as well as net sales of \$830 million. Individual variable annuity gross sales increased by \$1.9 billion, to \$3.3 billion in the current period from \$1.4 billion for the first six months of 2003, which included only the initial two months of variable annuity sales from American Skandia. Current period variable annuity gross sales reflected improving market conditions, product enhancements, and continued expansion in third party distribution. Fixed annuities gross sales increased by \$121 million in the first six months of 2004 from the first six months of 2003 reflecting a new product introduced in 2004. Surrenders and withdrawals increased \$1.3 billion in the first six months of 2004 from the first six months of 2003, reflecting the additional period of activity from American Skandia, as well as the impact of higher average account values.

Policy Surrender Experience

The following table sets forth the individual life insurance business's policy surrender experience for variable life insurance, measured by cash value of surrenders, for the periods indicated. These amounts do not correspond to expenses under GAAP. In managing this business, we analyze the cash value of surrenders because it is a measure of the degree to which policyholders are maintaining their in force business with us, a driver of future profitability. Our term life insurance products do not provide for cash surrender values.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
	(in millions)			
Cash value of surrenders	\$ 152	\$ 182	\$ 316	\$ 352
Cash value of surrenders as a percentage of mean future benefit reserves, policyholders' account balances, and separate account balances	3.2%	4.4%	3.4%	4.2%

2004 to 2003 Three Month Comparison. The total cash value of surrenders decreased \$30 million in the second quarter of 2004 from the second quarter of 2003. The level of surrenders as a percentage of mean future policy benefit reserves, policyholders' account balances and separate account balances decreased in the second quarter of 2004 from the second quarter of 2003, reflecting a lower level of surrenders in 2004 associated with increases in variable life insurance account values due to market appreciation.

2004 to 2003 Six Month Comparison. The total cash value of surrenders decreased \$36 million in the first six months of 2004 from the first six months of 2003. The level of surrenders as a percentage of mean future policy benefit reserves, policyholders' account balances and separate account balances decreased in the first six months of 2004 from the first six months of 2003, reflecting a lower level of surrenders in 2004 associated with increases in variable life insurance account values due to market appreciation.

Group Insurance

Operating Results

The following table sets forth the Group Insurance segment's operating results for the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
	(in millions)			
Operating results:				
Revenues	\$ 946	\$ 910	\$ 1,912	\$ 1,872
Benefits and expenses	900	852	1,840	1,780
Adjusted operating income	46	58	72	92
Realized investment gains (losses), net, and related adjustments(1)	32	(11)	53	(28)
Income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change	\$ 78	\$ 47	\$ 125	\$ 64

- (1) Revenues exclude realized investment gains (losses), net, and related adjustments. For a discussion of these items see "—Realized Investment Gains and General Account Investments—Realized Investment Gains."

Adjusted Operating Income

2004 to 2003 Three Month Comparison. Adjusted operating income decreased \$12 million from the second quarter of 2003 to the second quarter of 2004 reflecting less favorable claims experience in our group disability business.

2004 to 2003 Six Month Comparison. Adjusted operating income decreased \$20 million from the first six months of 2003 to the first six months of 2004 as a result of less favorable claims experience in our group disability business.

Revenues

2004 to 2003 Three Month Comparison. Revenues, as shown in the table above under “—Operating Results,” increased by \$36 million from the second quarter of 2003 to the second quarter of 2004. Group life insurance premiums increased by \$10 million to \$562 million primarily due to growth in business in force resulting from new sales and continued strong persistency. Group disability premiums, which include long-term care products, increased by \$2 million to \$161 million primarily due to continued strong persistency. Policy charges and fee income increased by \$34 million as the prior year quarter reflects lower fees on experienced-rated contracts sold to employers for funding of employee benefit plans and retirement arrangements, corresponding in large part with lower policyholder benefits reflected in the prior year quarter that are associated with these contracts. Partially offsetting these increases was a decrease in net investment income of \$12 million due to a decrease in income from policyholder loans. The decrease in income from policyholder loans reflects reductions in the balances of these loans, which also results in a corresponding decline in interest credited to policyholders’ account balances.

2004 to 2003 Six Month Comparison. Revenues increased by \$40 million from the first six months of 2003 to the first six months of 2004. Group life insurance premiums increased by \$39 million to \$1.141 billion primarily due to growth in business in force resulting from new sales and continued strong persistency, which decreased slightly from 96% in the first six months of 2003 to 95% in the first six months of 2004. Group disability premiums, which include long-term care products, increased by \$11 million to \$331 million also reflecting growth in business in force resulting from new sales and continued strong persistency, which remained unchanged at 89% for both periods. Policy charges and fee income increased by \$14 million as the prior year period reflects lower fees on experienced-rated contracts as discussed above. Partially offsetting these increases was a decrease in net investment income of \$29 million due to a decrease in income from policyholder loans. The decrease in income from policyholder loans reflects reductions in the balances of these loans, which also results in a corresponding decline in interest credited to policyholders’ account balances.

Benefits and Expenses

The following table sets forth the Group Insurance segment's benefits and administrative operating expense ratios for the periods indicated.

	Three Month Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
(in millions)				
Benefits ratio(1):				
Group life	88.2%	89.9%	90.2%	90.9%
Group disability	95.2	87.0	95.3	90.5
Administrative operating expense ratio(2):				
Group life	11.1	9.1	10.3	9.1
Group disability	21.8	23.0	21.4	21.7

- (1) Ratio of policyholder benefits to earned premiums, policy charges and fee income. Group disability ratios include long-term care products.
- (2) Ratio of administrative operating expenses (excluding commissions) to gross premiums, policy charges and fee income. Group disability ratios include long-term care products.

2004 to 2003 Three Month Comparison. Benefits and expenses, as shown in the table above under “—Operating Results,” increased by \$48 million from the second quarter of 2003 to the second quarter of 2004. The increase was primarily driven by an increase of \$44 million in policyholders' benefits, including the change in policy reserves, which reflects the unfavorable effect of the increase in the group disability benefits ratio discussed below, the growth of business in force, and the lower benefits recorded in the prior year quarter related to the experience-rated contracts discussed above. Also contributing to the increase in benefits and expenses was an increase of \$14 million in operating expenses as a result of growth in the business. Partially offsetting the increases in benefits and expenses was a \$10 million decrease in interest credited to policyholders' account balances, primarily as a result of the decrease in outstanding policyholder loans discussed above.

The group life benefits ratio for the second quarter of 2004 decreased by 1.7 percentage points from the second quarter of 2003 reflecting lower claims incidence in the second quarter of 2004. The group disability benefits ratio increased by 8.2 percentage points from the second quarter of 2003 to the second quarter of 2004 due to less favorable claims experience in our group disability business.

2004 to 2003 Six Month Comparison. Benefits and expenses increased by \$60 million from the first six months of 2003 to the first six months of 2004. The increase was primarily driven by an increase of \$65 million in policyholders' benefits, including the change in policy reserves, which reflects the unfavorable effect of an increase in the group disability benefits ratio, the growth of business in force, and the lower benefits recorded in the prior year period related to the experience-rated contracts discussed above. Also contributing to the increase in benefits and expenses was an increase of \$18 million in operating expenses as a result of growth in the business. Partially offsetting the increases in benefits and expenses was a \$23 million decrease in interest credited to policyholders' account balances, primarily as a result of the decrease in outstanding policyholder loans discussed above.

The group life benefits ratio for the first six months of 2004 decreased slightly from the first six months of 2003 reflecting lower claims incidence. The group disability benefits ratio increased by 4.8 percentage points from the first six months of 2003 to the first six months of 2004 due to less favorable claims experience in our group disability business. The group life administrative operating expense ratio increased due to increases in general and administrative expenses during the period. The group disability administrative operating expense ratio remained relatively unchanged from the first six months of 2003 to the first six months of 2004.

Sales Results

The following table sets forth the Group Insurance segment's new annualized premiums for the periods indicated. In managing our group insurance business, we analyze new annualized premiums, which do not correspond to revenues under GAAP because new annualized premiums measure the current sales performance of the business unit, while revenues primarily reflect the renewal persistency and aging of in force policies written in prior years and net investment income in addition to current sales.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
(in millions)				
New annualized premiums(1):				
Group life	\$ 34	\$ 35	\$ 161	\$ 123
Group disability(2)	15	29	105	96
Total	\$ 49	\$ 64	266	219

- (1) Amounts exclude new premiums resulting from rate changes on existing policies, from additional coverage under our Servicemembers' Group Life Insurance contract and from excess premiums on group universal life insurance that build cash value but do not purchase face amounts and include premiums from the takeover of claim liabilities.
- (2) Includes long-term care products.

2004 to 2003 Three Month Comparison. Total new annualized premiums decreased \$15 million, or 23%, from the second quarter of 2003 to the second quarter of 2004 due to the timing of group disability sales.

2004 to 2003 Six Month Comparison. Total new annualized premiums increased \$47 million, or 21%, from the first six months of 2003 to the first six months of 2004 due to several large case sales in the first quarter of 2004.

Investment Division

Asset Management

Operating Results

The following table sets forth the Asset Management segment's operating results for the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
(in millions)				
Operating results:				
Revenues	\$ 366	\$ 334	\$ 713	\$ 639
Expenses	306	281	595	541
Adjusted operating income	60	53	118	98
Realized investment gains (losses), net(1)	3	1	6	3
Income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change	\$ 63	\$ 54	\$ 124	\$ 101

- (1) Revenues exclude realized investment gains (losses), net. For a discussion of these items see "—Realized Investment Gains and General Account Investments—Realized Investment Gains."

Adjusted Operating Income

2004 to 2003 Three Month Comparison. Adjusted operating income increased \$7 million from \$53 million in the second quarter of 2003 to \$60 million in the second quarter of 2004, which includes \$11 million from the management of assets associated with the full service retirement business acquired from CIGNA. Expenses of \$7 million in the second quarter of 2004 to exit an operating facility partially offset this contribution. Although current quarter earnings benefited from higher asset-based fees resulting from market appreciation, this benefit was largely offset by reduced income from other asset management activities.

2004 to 2003 Six Month Comparison. Adjusted operating income increased \$20 million from \$98 million for the first six months of 2003 to \$118 million for the first six months of 2004, which includes \$11 million from the management of assets associated with the full service retirement business acquired from CIGNA. Expenses of \$7 million in the first six months of 2004 to exit an operating facility partially offset this contribution. The first six months of 2004 also benefited from higher asset-based fees resulting from market appreciation, partially offset by reduced income from other asset management activities.

Revenues

The following tables set forth the Asset Management segment's revenues, as shown in the table above under "—Operating Results," by source and assets under management for the periods indicated. In managing our business we analyze assets under management, which do not correspond to GAAP assets, because our primary sources of revenues are fees based on assets under management.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
(in millions)				
Revenues by source:				
Investment Management & Advisory Services:				
Retail customers(1)	\$ 54	\$ 45	\$ 108	\$ 88
Institutional customers	117	87	212	166
General account	59	50	112	105
Sub-total	230	182	432	359
Mutual fund and other segment revenues(2)	136	152	281	280
Total revenues	\$ 366	\$ 334	\$ 713	\$ 639

(1) Consists of individual mutual funds and both variable annuities and variable life insurance asset management revenues from our separate accounts. This also includes funds invested in proprietary mutual funds through our defined contribution plan products. Revenues from fixed annuities and the fixed rate options of both variable annuities and variable life insurance are included in the general account.

(2) Represents mutual fund and other segment revenues other than asset management fees paid to affiliates, which are included in the appropriate categories above.

	June 30, 2004	December 31, 2003
(in billions)		
Assets Under Management (at fair market value):		
Retail customers(1)	\$ 74.4	\$ 81.2
Institutional customers(2)	106.3	94.8
General account(3)	147.6	127.8
Total Investment Management & Advisory Services	\$ 328.3	\$ 303.8

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- (1) Consists of individual mutual funds, including investments in our mutual funds through wrap-fee products, and both variable annuities and variable life insurance assets in our separate accounts. Fixed annuities and the fixed rate options of both variable annuities and variable life insurance are included in the general account. Amounts include money market mutual fund balances of \$17.8 billion and \$11.6 billion as of December 31, 2003 and June 30, 2004 that are projected to decline substantially due to the replacement of these funds as investment alternatives for brokerage clients of Wachovia Securities.
 - (2) Consists of third party institutional assets and group insurance contracts. Includes assets associated with the retirement business acquired from CIGNA of \$9.0 billion as of April 1, 2004.
 - (3) Includes assets associated with the retirement business acquired from CIGNA of \$18.7 billion as of April 1, 2004. .

2004 to 2003 Three Month Comparison. Revenues, as shown in the table above under “—Operating Results,” increased by \$32 million from \$334 million in the second quarter of 2003 to \$366 million in the second quarter of 2004. The increase is due primarily to higher fees from the management of institutional and retail customer assets, reflecting growth in asset values resulting primarily from market appreciation, an increase in transaction and performance based incentive fees related to real estate assets under management and the inclusion of assets associated with the retirement business acquired from CIGNA. Revenues include asset management fees of \$10 million and \$20 million, for the second quarter of 2004 and 2003, respectively, associated with certain money market mutual fund balances of brokerage clients of Wachovia Securities. These balances are expected to decline substantially in the last half of 2004 due to the replacement of those funds with other investment alternatives for those brokerage clients. The resulting reduction in asset management fees is expected to be substantially if not totally offset by payments from Wachovia Corporation under an agreement dated as of July 30, 2004 entered into to implement the arrangements with respect to money market mutual funds agreed to in connection with the combination by Prudential and Wachovia of each company’s respective retail securities brokerage and clearing operations. The agreement extends for ten years after termination of the joint venture with Wachovia. The amount received from Wachovia Corporation under these arrangements was \$5 million for the second quarter of 2004.

2004 to 2003 Six Month Comparison. Revenues increased by \$74 million from \$639 million for the first six months of 2003 to \$713 million for the first six months of 2004 due primarily to higher fees from the management of institutional and retail customer assets, due to increased asset values resulting primarily from market appreciation, an increase in transaction and performance based incentive fees related to real estate assets under management and assets associated with the retirement business acquired from CIGNA. Revenues include asset management fees of \$23 million and \$42 million, for the first six months of 2004 and 2003, respectively, associated with certain money market mutual fund balances of brokerage clients of Wachovia Securities that are subject to the arrangements with Wachovia described above. The amount received from Wachovia Corporation under these arrangements was \$11 million for the first six months of 2004.

Expenses

2004 to 2003 Three Month Comparison. Expenses, as shown in the table above under “—Operating Results,” increased by \$25 million from \$281 million in the second quarter of 2003 to \$306 million in the second quarter of 2004. The increase reflects higher incentive based compensation costs associated with increased revenues and costs to exit an operating facility in the second quarter of 2004.

2004 to 2003 Six Month Comparison. Expenses increased by \$54 million from \$541 million for the first six months of 2003 to \$595 million for the first six months of 2004 due primarily to the inclusion of expenses associated with the mutual fund business of American Skandia, higher incentive based compensation costs associated with increased revenues and costs to exit an operating facility in the second quarter of 2004.

Financial Advisory

Operating Results

The following table sets forth the Financial Advisory segment's operating results for the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
	(in millions)			
Operating results:				
Revenues	\$ 72	\$ 579	\$ 178	\$ 1,095
Expenses	152	600	272	1,141
Adjusted operating income(1)	\$ (80)	\$ (21)	\$ (94)	\$ (46)

(1) Results of this segment are the same on both an adjusted operating income basis and a GAAP basis.

On July 1, 2003, we completed the previously announced agreement with Wachovia Corporation ("Wachovia") to combine each company's respective retail securities brokerage and clearing operations forming Wachovia Securities Financial Holdings, LLC ("Wachovia Securities"), a joint venture headquartered in Richmond, VA. We have a 38% ownership interest in the joint venture, while Wachovia owns the remaining 62%. The transaction included our securities brokerage operations but did not include our equity sales, trading and research operations. As part of the transaction we retained certain assets and liabilities related to the contributed businesses, including liabilities for certain litigation and regulatory matters. We account for our 38% ownership of the joint venture under the equity method of accounting; periods prior to July 1, 2003, continue to reflect the results of our previously wholly-owned securities brokerage operations on a fully consolidated basis. Accordingly "—Operating Results", as shown above, reflect our securities brokerage operations on a consolidated basis for the first six months of 2003 and earnings from the joint venture on the equity basis for the first six months of 2004.

2004 to 2003 Three Month Comparison. The Financial Advisory segment reported a loss, on an adjusted operating income basis, of \$80 million in the second quarter 2004. The segment's loss for the second quarter of 2004 includes our share of earnings from Wachovia Securities, on a pre-tax basis and excluding transition costs, of \$36 million. Offsetting these results were expenses of \$77 million relating primarily to obligations for litigation and regulatory matters we retained in connection with the contributed businesses. Results of our securities brokerage operations for the second quarter of 2004 include \$38 million of transition costs, of which \$25 million represents our share of costs incurred by the venture. In addition, results for the second quarter of 2004 include a loss of \$1 million from our equity sales and trading operations that were not contributed to the new entity.

In the second quarter of 2003 the segment reported a loss of \$21 million. The loss consisted of a \$24 million loss from our securities brokerage operations, which were contributed to the joint venture, partially offset by income of \$3 million from our equity sales and trading operations.

2004 to 2003 Six Month Comparison. The Financial Advisory segment reported a loss, on an adjusted operating income basis, of \$94 million in the first six months of 2004. The segment's loss for the first six months of 2004 includes our share of earnings from Wachovia Securities, on a pre-tax basis and excluding transition costs, of \$90 million. Offsetting these results were expenses of \$118 million relating primarily to obligations for litigation and regulatory matters we retained in connection with the contributed businesses. Results of our securities brokerage operations for the first six months of 2004 include \$68 million of transition costs, of which \$47 million represents our share of costs incurred by the venture. Results for the first six months of 2004 include income of \$2 million from our equity sales and trading operations that were not contributed to the new entity.

In the first six months of 2003 the segment reported a loss of \$46 million. The loss consisted of a \$53 million loss from our securities brokerage operations, which were contributed to the joint venture, partially offset by income of \$7 million from our equity sales and trading operations.

Retirement

Operating Results

The following table sets forth the Retirement segment's operating results for the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
(in millions)				
Operating results:				
Revenues	\$ 830	\$ 573	\$ 1,407	\$ 1,154
Benefits and expenses	738	528	1,263	1,056
Adjusted operating income	92	45	144	98
Realized investment gains (losses), net, and related adjustments(1)	54	17	63	(24)
Related charges(2)	(1)	(1)	(2)	6
Investment gains (losses) on trading account assets supporting insurance liabilities, net(3)	(331)	—	(331)	—
Change in experience-rated contractholder liabilities due to asset value changes(4)	192	—	192	—
Income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change	\$ 6	\$ 61	\$ 66	\$ 80

- (1) Revenues exclude realized investment gains (losses), net, and related adjustments. For a discussion of these items see “—Realized Investment Gains and General Account Investments—Realized Investment Gains.”
- (2) Benefits and expenses exclude related charges which represent the unfavorable (favorable) impact of net realized investment gains (losses), net, on change in reserves and deferred policy acquisition cost amortization. For a discussion of these items see “—Realized Investment Gains and General Account Investments—Realized Investment Gains.”
- (3) Revenues exclude net investment gains and losses on trading account assets supporting insurance liabilities. For a discussion of these items see “—Trading account assets supporting insurance liabilities.”
- (4) Benefits and expenses exclude changes in contractholder liabilities due to asset value changes in the pool of investments supporting these experience-rated contracts. For a discussion of these items see “—Trading account assets supporting insurance liabilities.”

On April 1, 2004, we completed the acquisition of the retirement business of CIGNA Corporation for cash consideration of \$2.1 billion. Beginning April 1, 2004, the results of the former CIGNA retirement business have been included in our consolidated results. The majority of these results are reflected within our Retirement segment, as discussed below, and the remaining portion is reflected in our Asset Management segment. See Note 4 to the Unaudited Interim Consolidated Financial Statements for further discussion of this acquisition and its purchase price allocation.

Adjusted Operating Income

2004 to 2003 Three Month Comparison. Adjusted operating income increased \$47 million in the second quarter of 2004 from the second quarter of 2003. Results for the segment include \$36 million of adjusted operating income from the inclusion of CIGNA's retirement business from the date of acquisition, which consisted of revenues of \$254 million, and total benefits and expenses of \$218 million. Revenues from the acquired business included in "—Operating Results," consisted in the current quarter primarily of \$164 million in commissions and other income, comprised mainly of income related to trading account assets supporting insurance liabilities and asset management and service fees, and \$72 million in net investment income. Benefits and expenses from the acquired business included in "—Operating Results," consisted in the current quarter primarily of \$129 million of interest credited to policyholders' account balances and \$85 million of general and administrative expense, which includes transition costs related to the acquisition of \$8 million.

Adjusted operating income from the segment's original defined contribution business, excluding the business acquired from CIGNA, increased \$15 million from a loss of \$5 million in the second quarter of 2003 to income of \$10 million in the second quarter of 2004, primarily reflecting lower crediting rates on general account customer balances and higher asset management and service fees from a larger base of customer account values. Adjusted operating income from the segment's original guaranteed products business, excluding the business acquired from CIGNA, decreased \$4 million from \$50 million in the second quarter of 2003 to \$46 million in the second quarter of 2004, primarily reflecting lower portfolio yields and a decline in mortgage loan prepayment income in the current quarter.

2004 to 2003 Six Month Comparison. Adjusted operating income increased \$46 million in the first six months of 2004 from the first six months of 2003. Results for the segment include \$36 million of adjusted operating income from the inclusion of CIGNA's retirement business from the date of acquisition, as discussed above.

Adjusted operating income from the segment's original defined contribution business increased \$24 million from a loss of \$2 million in the first six months of 2003 to income of \$22 million in the first six months of 2004, primarily reflecting lower crediting rates on general account customer balances and higher asset management and service fees from a larger base of customer account values. Adjusted operating income from the segment's original guaranteed products business decreased \$14 million from \$100 million in the first six months of 2003 to \$86 million in the first six months of 2004, primarily due to less favorable investment results reflecting prepayments of higher-yielding assets during 2003 and reinvestment at lower available yields.

Revenues

2004 to 2003 Three Month Comparison. Revenues, as shown in the table above under "—Operating Results," increased \$257 million from the second quarter of 2003 to the second quarter of 2004 and include \$254 million of revenue in the second quarter of 2004 from the business acquired from CIGNA, as discussed above. Revenue for the segment's original businesses, excluding the business acquired from CIGNA, increased by \$3 million. Premiums increased \$19 million, reflecting an increase in sales of structured settlements following the upgrade of Prudential Insurance's financial strength rating by A.M. Best on February 19, 2004 to "A+ (Excellent)." Commissions and other income increased \$8 million as a result of growth in customer account values including a large case sold during the second half of 2003. However, these increases were largely offset by a \$22 million decrease in net investment income reflecting lower yields and prepayment activity.

2004 to 2003 Six Month Comparison. Revenues increased \$253 million from the first six months of 2003 to the first six months of 2004 and include \$254 million of revenue in the second quarter of 2004 from the business acquired from CIGNA, as discussed above. Revenue for the segment's original businesses, excluding the business acquired from CIGNA, decreased by \$1 million. A decrease in net investment income of \$33 million, due to declines in investment yields and prepayment activity, was almost entirely offset by a \$17 million increase in premiums, primarily due to higher structured settlement sales as discussed above, and a \$17 million increase in commissions and other income, as a result of growth in customer account values including a large case sold during the second half of 2003.

Benefits and Expenses

2004 to 2003 Three Month Comparison. Benefits and expenses, as shown in the table above under “—Operating Results,” increased \$210 million from the second quarter of 2003 to the second quarter of 2004 and include \$218 million of benefits and expenses in the second quarter of 2004 from the business acquired from CIGNA, as discussed above. Benefits and expenses for the segment’s original businesses, excluding the business acquired from CIGNA, decreased by \$8 million primarily due to lower crediting rates on customer balances.

2004 to 2003 Six Month Comparison. Benefits and expenses increased \$207 million from the first six months of 2003 to the first six months of 2004 and include \$218 million of benefits and expenses in the second quarter of 2004 from the business acquired from CIGNA, as discussed above. Benefits and expenses for the segment’s original businesses, excluding the business acquired from CIGNA, decreased by \$11 million primarily due to lower crediting rates on customer balances.

Sales Results and Account Values

The following table shows the changes in the account values and net sales of Retirement segment products for the periods indicated. Net sales are total sales minus withdrawals or withdrawals and benefits, as applicable. Sales and net sales do not correspond to revenues under GAAP, but are used as a relevant measure of business activity.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
	(in millions)			
Defined Contribution:				
Beginning total account value	\$ 28,844	\$ 22,757	\$ 28,658	\$ 22,914
Sales	2,239	876	3,363	1,904
Withdrawals	(2,520)	(1,270)	(4,055)	(1,908)
Change in market value, interest credited and other activity	621	1,952	1,218	1,405
Acquisition of CIGNA's retirement business(3)	35,920	—	35,920	—
Ending total account value	\$ 65,104	\$ 24,315	\$ 65,104	\$ 24,315
Net sales (withdrawals)	\$ (281)	\$ (394)	\$ (692)	\$ (4)
Guaranteed Products(1):				
Beginning total account value	\$ 42,260	\$ 38,925	\$ 41,955	\$ 39,058
Sales	1,704	648	2,205	1,202
Withdrawals and benefits	(2,321)	(1,020)	(3,163)	(2,065)
Change in market value and interest income	(133)	1,520	900	2,001
Other(2)	(288)	299	(675)	176
Acquisition of CIGNA's retirement business(3)	19,143	—	19,143	—
Ending total account value	\$ 60,365	\$ 40,372	\$ 60,365	\$ 40,372
Net withdrawals	\$ (617)	\$ (372)	\$ (958)	\$ (863)

- (1) Prudential’s retirement plan accounted for 7% and 19% of sales for the three months ended June 30, 2004 and 2003, respectively. Prudential’s retirement plan accounted for 11% and 20% of sales for the six months ended June 30, 2004 and 2003, respectively. This sales activity predominantly represents repricing of scheduled maturities. These scheduled maturities are also reflected in withdrawals and therefore have no impact on net sales. Ending total account value includes assets of Prudential’s retirement plan of \$9.2 billion and \$9.0 billion as of June 30, 2004 and 2003, respectively.
- (2) Includes a \$152 million reduction in account value as of January 1, 2004 reflecting the adoption of SOP 03-1.
- (3) Account values and activity related to the CIGNA retirement business include amounts acquired under reinsurance agreements.

2004 to 2003 Three Month Comparison. Account values in our full service defined contribution business amounted to \$65.1 billion as of June 30, 2004, an increase of \$36.3 billion from March 31, 2004, primarily reflecting \$35.9 billion of defined contribution account value acquired from CIGNA. Account values for guaranteed products amounted to \$60.4 billion as of June 30, 2004, an increase of \$18.1 billion from March 31, 2004, primarily reflecting \$19.1 billion of defined benefit account value acquired from CIGNA, partially offset by net withdrawals of \$617 million.

2004 to 2003 Six Month Comparison. Account values in our full service defined contribution business amounted to \$65.1 billion as of June 30, 2004, an increase of \$36.4 billion from December 31, 2003, primarily reflecting \$35.9 billion of defined contribution account value acquired from CIGNA. In addition, increases in the market value of mutual funds and separate accounts were partially offset by net withdrawals of \$692 million, which reflect the withdrawal of approximately \$600 million in the first quarter of 2004 relating to retirement plans of our retail securities brokerage operations due to the earlier combination of these operations with Wachovia Securities. Account values for guaranteed products amounted to \$60.4 billion as of June 30, 2004, an increase of \$18.4 billion from December 31, 2003, primarily reflecting \$19.1 billion of defined benefit account value acquired from CIGNA, partially offset by net withdrawals.

International Insurance and Investments Division

International Insurance

Our international insurance operations are subject to currency fluctuations that can materially affect their U.S. dollar results from period to period even if results on a local currency basis are relatively constant. Exchange rates fluctuated significantly for the six months ended June 30, 2004 and 2003. The financial results of our International Insurance segment reflect the impact of a currency hedging program designed to mitigate the risk that unfavorable rate changes will reduce the segment's U.S. dollar equivalent earnings. This program is primarily associated with our Japanese and Korean insurance businesses. Under the program, local earnings are translated into U.S. dollar equivalent earnings at fixed rates based upon forward currency contracts executed with third-parties reflected in Corporate and Other operations. Results of Corporate and Other operations include any differences between gains or losses from the contracts with third-parties and the translation adjustments recorded by the International Insurance segment. These hedging transactions decreased adjusted operating income of the International Insurance segment by \$17 million and \$36 million for the three and six months ended June 30, 2004, respectively, and \$7 million and \$12 million for the three and six months ended June 30, 2003, respectively. Unless otherwise stated, we have translated all information in this section, including the impact of the currency hedging transactions, on the basis of actual exchange rates for the periods indicated. To provide a better understanding of local operating performance, where indicated below, we have analyzed local results both on the basis of actual exchange rates and on the basis of constant exchange rates. When we discuss constant exchange rate information below, it is on the basis of the average exchange rates for the year ended December 31, 2003.

Operating Results

The following table sets forth the International Insurance segment's operating results for the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
(in millions)				
Operating Results:				
Revenues:				
International Insurance, excluding Gibraltar Life	\$ 813	\$ 689	\$ 1,671	\$ 1,396
Gibraltar Life	824	692	1,562	1,358
	<u>1,637</u>	<u>1,381</u>	<u>3,233</u>	<u>2,754</u>
Benefits and expenses:				
International Insurance, excluding Gibraltar Life	684	580	1,421	1,187
Gibraltar Life	709	594	1,353	1,185
	<u>1,393</u>	<u>1,174</u>	<u>2,774</u>	<u>2,372</u>
Adjusted operating income:				
International Insurance, excluding Gibraltar Life	129	109	250	209
Gibraltar Life	115	98	209	173
	<u>244</u>	<u>207</u>	<u>459</u>	<u>382</u>
Realized investment gains (losses), net(1)	11	(42)	48	(74)
Related charges(2)	(4)	(18)	(3)	(22)
Investment gains (losses) on trading account assets supporting insurance liabilities, net(3)	9	—	59	—
Change in experience-rated contractholder liabilities due to asset value changes(3)	(9)	—	(59)	—
	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change	<u>\$ 251</u>	<u>\$ 147</u>	<u>\$ 504</u>	<u>\$ 286</u>

- (1) Revenues exclude realized investment gains (losses), net. For a discussion of these items see “—Realized Investment Gains and General Account Investments—Realized Investment Gains.”
- (2) Benefits and expenses exclude related charges that represent the element of “Dividends to policyholders” that is based on a portion of certain realized investment gains required to be paid to policyholders. For a discussion of these items see “—Realized Investment Gains and General Account Investments—Realized Investment Gains.”
- (3) Revenues exclude net investment gains and losses on trading account assets supporting insurance liabilities. For a discussion of these items see “—Trading account assets supporting insurance liabilities.”
- (4) Benefits and expenses exclude changes in contractholder liabilities due to asset value changes in the pool of investments supporting these experience-rated contracts. For a discussion of these items see “—Trading account assets supporting insurance liabilities.”

Adjusted Operating Income

2004 to 2003 Three Month Comparison. Gibraltar Life's adjusted operating income increased \$17 million, from the second quarter of 2003 to the second quarter of 2004, including a \$5 million favorable impact of currency fluctuations. Excluding the impact of currency fluctuations, adjusted operating income of Gibraltar Life increased \$12 million primarily due to the extinguishment of a liability, in the current quarter, that was established in connection with Gibraltar Life's April 2001 reorganization.

Adjusted operating income from our international insurance operations, other than Gibraltar Life, increased \$20 million, from \$109 million in second quarter of 2003 to \$129 million in the second quarter of 2004. The increase reflects a \$5 million favorable impact of currency fluctuations and continued growth of our Japanese insurance operation other than Gibraltar Life partially offset by a less favorable level of policyholder benefits and expenses in current quarter. Adjusted operating income of our operations in countries other than Japan increased \$6 million from the second quarter of 2003.

2004 to 2003 Six Month Comparison. Gibraltar Life's adjusted operating income increased \$36 million, from the first six months of 2003 to the first six months of 2004, including a \$9 million favorable impact of currency fluctuations. Excluding the impact of currency fluctuations, adjusted operating income of Gibraltar Life increased \$27 million due to a more favorable level of policyholder benefits and expenses compared to the year-ago period including the effect of the extinguishment of a liability established in connection with Gibraltar Life's reorganization as noted above.

Adjusted operating income from our international insurance operations, other than Gibraltar Life, increased \$41 million, from \$209 million in the first six months of 2004 to \$250 million in the first six months of 2004 including a \$9 million favorable impact of currency fluctuations. Excluding the impact of currency fluctuations, adjusted operating income of our international insurance operations, other than Gibraltar Life, increased \$32 million reflecting continued growth of our Japanese insurance operation other than Gibraltar Life partially offset by a less favorable level of policyholder benefits compared to the year-ago period. Additionally, the prior year results include costs of relocating to a new home office in Tokyo. Adjusted operating income of our operations in countries other than Japan increased \$7 million from the first six months of 2003 to the first six months of 2004.

Revenues

2004 to 2003 Three Month Comparison. Revenues, as shown in the table above under "—Operating Results," increased \$256 million from the second quarter of 2003 to the second quarter of 2004, which includes a net favorable impact of \$103 million relating to currency fluctuations. Excluding the impact of currency fluctuations, revenues increased \$153 million, from \$1.420 billion in the second quarter of 2003 to \$1.573 billion in the second quarter of 2004. Revenues on this basis from our international insurance operations, other than Gibraltar Life, increased \$83 million. This increase in revenues came primarily from an increase in premiums and policy charges and fee income of \$58 million, from \$647 million in the second quarter of 2003 to \$705 million in the second quarter of 2004. Premiums and policy charges and fee income from our Japanese insurance operation other than Gibraltar Life increased \$19 million, from \$463 million in the second quarter of 2003 to \$482 million in the second quarter of 2004 and premiums from our Korean operation increased \$29 million, from \$139 million in the second quarter of 2003 to \$168 million in the second quarter of 2004. The increase in premium and policy charges and fee income in both operations was primarily the result of new sales and strong persistency. Premiums in all other countries increased modestly from the second quarter of 2003 to the second quarter of 2004.

Revenues for Gibraltar Life increased \$132 million from the second quarter of 2003 to the second quarter of 2004 including a \$62 million favorable impact of currency fluctuations. Excluding the impact of the currency fluctuations revenues increased \$70 million due primarily to increased premiums from single premium insurance contracts for which there is a corresponding increase in policyholders' benefits. In the second quarter of 2003, revenues from single premium insurance contracts were less favorable than the current year period as sales of these contracts consisted primarily of endowment policies for which there is no immediate favorable impact on revenues.

2004 to 2003 Six Month Comparison. Revenues increased \$479 million from the first six months of 2003 to the first six months of 2004, which includes a net favorable impact of \$240 million relating to currency fluctuations. Excluding the impact of currency fluctuations, revenues increased \$239 million, from \$2.840 billion in the first six months of 2003 to \$3.079 billion in the first six months of 2004. Revenues on this basis from our

international insurance operations, other than Gibraltar Life, increased \$170 million. This increase in revenues came primarily from an increase in premiums and policy charges and fee income of \$132 million, from \$1.322 billion in the first six months of 2003 to \$1.454 billion in the first six months of 2004. Premiums and policy charges and fee income from our Japanese insurance operation other than Gibraltar Life increased \$59 million, from \$960 million in the first six months of 2003 to \$1.019 billion in the first six months of 2004 and premiums from our Korean operation increased \$57 million, from \$274 million in the first six months of 2003 to \$331 million in the first six months of 2004. The increase in premium and policy charges and fee income in both operations was primarily the result of new sales and strong persistency. Premiums in all other countries increased modestly from the first six months of 2003 to the first six months of 2004.

Revenues for Gibraltar Life increased \$204 million from \$1.358 billion to \$1.562 billion including a \$135 million favorable impact of currency fluctuations. Excluding the impact of the currency fluctuations, revenues increased \$69 million from \$1.406 billion to \$1.475 billion due primarily to increased premiums from single premium insurance contracts for which there is a corresponding increase in policyholders' benefits. In the first six months of 2003, revenues from single premium insurance contracts were less favorable than the current year period as sales of these contracts consisted primarily of endowment policies for which there is no immediate favorable impact on revenues.

Benefits and Expenses

2004 to 2003 Three Month Comparison. Benefits and expenses, as shown in the table above under "—Operating Results," increased \$219 million, from \$1.174 billion in the second quarter of 2003 to \$1.393 billion in the second quarter of 2004, which includes an unfavorable impact of \$91 million related to currency fluctuations. Excluding the impact of currency fluctuations, benefits and expenses increased \$128 million reflecting a \$68 million increase in our international insurance operations other than Gibraltar Life, and a \$60 million increase from Gibraltar Life. The \$68 million increase in our international insurance operations other than Gibraltar Life, reflects an increase in policyholders' benefits, including changes in reserves, resulting from the aging of business in force and a greater volume of business in force in our Japanese and Korean operations, which was driven by new sales and continued strong persistency.

Gibraltar Life's benefits and expenses increased \$115 million, from \$594 million in the second quarter of 2003 to \$709 million in the second quarter of 2004, which includes an increase of \$55 million relating to year over year fluctuations in currency exchange rates. Excluding the impact of the currency fluctuations, benefits and expenses increased \$60 million, from \$608 million in the second quarter of 2003 to \$668 million in the second quarter of 2004 reflecting an increase in policyholders' benefits including changes in reserves associated with single premium insurance contracts partially offset by a reduction in reserves related to the extinguishment of a liability established in connection with Gibraltar Life's restructuring as noted above.

2004 to 2003 Six Month Comparison. Benefits and expenses increased \$402 million, from \$2.372 billion in the first six months of 2003 to \$2.774 billion in the first six months of 2004, which includes an unfavorable impact of \$222 million related to currency fluctuations. Excluding the impact of currency fluctuations benefits and expenses increased \$180 million reflecting a \$138 million increase in our international insurance operations other than Gibraltar Life, and a \$42 million increase from Gibraltar Life. The \$138 million increase in our international insurance operations other than Gibraltar Life reflects an increase in policyholders' benefits, including changes in reserves, resulting from the aging of business in force and a greater volume of business in force in our Japanese and Korean operations, which was driven by new sales and continued strong persistency.

Gibraltar Life's benefits and expenses increased \$168 million, from \$1.185 billion in the first six months of 2003 to \$1.353 billion in the first six months of 2004, which includes an increase of \$126 million relating to year over year fluctuations in currency exchange rates. Excluding the impact of the currency fluctuations, benefits and expenses increased \$42 million, from the first six months of 2003 to the first six months of 2004 reflecting an increase in policyholders' benefits including changes in reserves associated with single premium insurance

contracts partially offset by the reduction in reserves related to the extinguishment of a liability established in connection with Gibraltar Life's restructuring as noted above and a more favorable level of general and administrative expenses compared to the year-ago period.

Sales Results

In managing our international insurance business, we analyze new annualized premiums, which do not correspond to revenues under GAAP, as well as revenues, because new annualized premiums measure the current sales performance of the segment, while revenues reflect the renewal persistency and aging of in force policies written in prior years and net investment income, in addition to current sales. New annualized premiums on an actual and constant exchange rate basis are as follows for the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
(in millions)				
New annualized premiums:				
On an actual exchange rate basis:				
International Insurance, excluding Gibraltar Life	\$ 143	\$ 131	\$ 321	\$ 287
Gibraltar Life	81	89	143	153
Total	\$ 224	\$ 220	\$ 464	\$ 440
On a constant exchange rate basis:				
International Insurance, excluding Gibraltar Life	\$ 136	\$ 135	\$ 304	\$ 295
Gibraltar Life	76	91	134	158
Total	\$ 212	\$ 226	\$ 438	\$ 453

2004 to 2003 Three Month Comparison. On a constant exchange rate basis, new annualized premiums declined \$14 million from the second quarter of 2003 to the second quarter of 2004. On the same basis, new annualized premiums from our Japanese insurance operations other than Gibraltar Life were essentially unchanged, as the current period sales were affected by life planner conferences and holidays. Sales in all other countries, also on a constant exchange rate basis, were essentially unchanged as growth in countries other than Korea was offset by a decline in sales in Korea, reflecting the appointment of life planners to sales management positions in newly opened agencies as well as weakness in economic conditions in that country. New annualized premiums from our Gibraltar Life operation declined \$15 million, on a constant exchange rate basis, from the second quarter of 2003 to the second quarter of 2004 as the sales results in the prior year quarter benefited \$42 million from the sales of single premium insurance contracts for which the current quarter benefited \$20 million. Sales of our single premium insurance contracts declined due to a reduction in guaranteed rates in the latter half of 2003. Sales other than single premium insurance contracts increased 14%.

2004 to 2003 Six Month Comparison. On a constant exchange rate basis, new annualized premiums declined \$15 million from the first six months of 2003 to the first six months of 2004. On the same basis, new annualized premiums from our Japanese insurance operations other than Gibraltar Life increased \$11 million. Sales in all other countries, also on a constant exchange rate basis, were essentially unchanged. New annualized premiums from our Gibraltar Life operation declined \$24 million, on a constant exchange rate basis, from the first six months of 2003 to the first six months of 2004 as the sales results in the prior year benefited \$61 million from the sales of single premium insurance contracts for which the current year benefited \$24 million. Sales of our single premium insurance contracts declined due to a reduction in guaranteed rates in the latter half of 2003. Sales other than single premium insurance contracts increased 13%.

Investment Margins and Other Profitability Factors

Many of our insurance products sold in international markets provide for the buildup of cash values for the policyholder at mandated guaranteed interest rates. Japanese authorities regulate interest rates guaranteed in our Japanese insurance contracts. The regulated guaranteed interest rates do not match the actual returns on the

underlying investments. The spread between the actual investment returns and these guaranteed rates of return to the policyholder is an element of the profit or loss that we will experience on these products. We request changes in guaranteed rates from the regulators and change interest rates when approval is obtained. While these actions enhance our ability to set rates commensurate with available investment returns, the major sources of profitability on our products sold in Japan, other than at Gibraltar, are margins on mortality, morbidity and expense charges rather than investment spreads.

We base premiums and cash values in most countries in which we operate on mandated mortality and morbidity tables. Our mortality and morbidity experience in the International Insurance segment on an overall basis for the first six months of 2004 and 2003 was well within our pricing assumptions and below the guaranteed levels reflected in the premiums we charge.

International Investments

Operating Results

The following table sets forth the International Investments segment's operating results for the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
	(in millions)			
Operating results:				
Revenues	\$ 145	\$ 98	\$ 267	\$ 187
Expenses	127	88	245	174
Adjusted operating income	18	10	22	13
Realized investment gains (losses), net(1)	(41)	(1)	(42)	(1)
Income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change	\$ (23)	\$ 9	\$ (20)	\$ 12

- (1) Revenues exclude realized investment gains (losses), net. For a discussion of these items see “—Realized Investment Gains and General Account Investments—Realized Investment Gains.”

Adjusted Operating Income

2004 to 2003 Three Month Comparison. Adjusted operating income increased \$8 million in the second quarter of 2004 from the second quarter of 2003 primarily due to earnings in the second quarter of 2004 of \$17 million attributable to our recent acquisition of Hyundai, which was completed on February 27, 2004. This contribution to earnings was partially offset by lower earnings from existing businesses.

2004 to 2003 Six Month Comparison. Adjusted operating income increased \$9 million in the first six months of 2004 from the first six months of 2003 primarily due to earnings in the second quarter of 2004 of \$19 million attributable to our recent acquisition of Hyundai. This contribution to earnings was partially offset by lower earnings from existing businesses.

Revenues

2004 to 2003 Three Month Comparison. Revenues, as shown in the table above under “—Operating Results,” increased \$47 million in the second quarter of 2004 from the second quarter of 2003 principally as a result of our acquisition of Hyundai and, to a lesser extent, higher revenues from our global derivatives operations.

2004 to 2003 Six Month Comparison. Revenues increased \$80 million in the first six months of 2004 from the first six months of 2003 principally as a result of our acquisition of Hyundai and, to a lesser extent, higher revenues from our global derivatives operations.

Expenses

2004 to 2003 Three Month Comparison. Expenses, as shown in the table above under “—Operating Results,” increased \$39 million in the second quarter of 2004 from the second quarter of 2003, corresponding to the increase in revenues discussed above.

2004 to 2003 Six Month Comparison. Expenses increased \$71 million in the first six months of 2004 from the first six months of 2003, corresponding to the increase in revenues discussed above.

Corporate and Other Operations

Corporate and Other operations include corporate-level activities that we do not allocate to our business segments, real estate and relocation services, international ventures and businesses that we have placed in wind-down status but have not divested, which, collectively, we refer to as “Other Businesses.”

Corporate-level activities consist primarily of corporate-level income and expenses not allocated to any of our business segments, income from our qualified pension plans and investment returns on capital that is not deployed in any of our segments. Corporate-level activities includes returns from investments that we do not allocate to any of our business segments, as well as the impact of transactions with other segments. Corporate-level activities also include certain retained obligations relating to policyholders with whom we had previously agreed to provide insurance for reduced or no premium in accordance with contractual settlements related to prior individual life sales practices remediation.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
	(in millions)			
Operating Results:				
Corporate-level activities(1)	\$ 42	\$ (17)	\$ 62	\$ 2
Other businesses:				
Real Estate and Relocation Services	31	17	37	21
Other	(7)	(1)	(10)	(6)
Adjusted operating income	66	(1)	89	17
Realized investment gains (losses), net, and related adjustments(2)	107	43	36	49
Divested businesses(3)	(9)	(410)	(30)	(414)
Income (loss) from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change	\$ 164	\$ (368)	\$ 95	\$ (348)

(1) Includes consolidating adjustments.

(2) See “—Realized Investment Gains and General Account Investments—Realized Investment Gains.” for a discussion of these items.

(3) See “—Divested Businesses” for a discussion of the results of our divested businesses.

2004 to 2003 Three Month Comparison. Corporate and Other operations resulted in adjusted operating income of \$66 million for the second quarter of 2004 compared to a loss of \$1 million for the same period in 2003. Adjusted operating income from corporate-level activities increased by \$59 million from a loss of \$17 million in the second quarter of 2003 to income of \$42 million in the second quarter of 2004. On a consolidated basis income from our qualified pension plan decreased \$5 million from \$96 million in the second quarter of

2003 to \$91 million in the current quarter. This decrease includes the impact of a reduction in the discount rate from 6.50% to 5.75%. For Corporate-level activities, income from our qualified pension plan increased \$24 million, from \$93 million in the second quarter of 2003, to \$117 million in the second quarter of 2004, reflecting an increase in the allocation to other segments of pension service costs. The increase in allocated pension service costs in the second quarter of 2004 was partially offset by a reduction in the allocation to other segments of other benefit costs related to non-active employees which are now retained in Corporate-level activities. Corporate-level activities general and administrative expenses were \$152 million in the second quarter of 2004, before qualified pension income, compared to \$167 million in 2003, a decrease of \$15 million. In the second quarter of 2003, general and administrative expenses included \$37 million of costs related to a structured financing transaction we entered into prior to our demutualization. General and administrative expenses, other than this cost, increased \$22 million in comparison to the year-ago quarter. In addition to the higher level of other benefit costs related to non-active employees retained in Corporate-level activities, general and administrative activities included \$20 million of costs related to expense reduction initiatives, an \$8 million increase over the year-ago quarter. Current quarter results reflect an initial \$13 million benefit from reduction in postretirement benefit costs to account for the subsidy and other effects of the Medicare Prescription Drug, Improvement and Modernization Act of 2003. Under this program, the Federal government shares, on a continuing basis commencing in 2004, costs of the company's prescription drug benefits provided to eligible retirees.

Adjusted operating income of our real estate and relocation services increased by \$14 million from \$17 million in the second quarter of 2003 to \$31 million in the second quarter of 2004. The improvement is the result of higher revenues due to increased real estate transaction volumes and home prices.

2004 to 2003 Six Month Comparison. Corporate and Other operations resulted in adjusted operating income of \$89 million for the first six months of 2004 compared to \$17 million for the same period in 2003. Adjusted operating income from Corporate-level activities increased by \$60 million from \$2 million in the first six months of 2003 to \$62 million in 2004. On a consolidated basis income from our qualified pension plan decreased \$10 million from \$192 million in the first half of 2003 to \$182 million in the first half of 2004. This decrease includes the impact of a reduction in the discount rate from 6.50% to 5.75%. For Corporate-level activities, income from our qualified pension plan increased \$47 million from \$186 million for the first six months of 2003 to \$233 million in 2004, reflecting an increase in the allocation to other segments of pension service costs. The increase in allocated pension service costs in the second quarter of 2004 was partially offset by a reduction in the allocation to other segments of other benefit costs related to non-active employees which are now retained in Corporate-level activities. Corporate-level activities general and administrative expenses for the first six months of 2004 were \$282 million compared to \$278 million in 2003. In the first six months of 2003 general and administrative expenses included \$37 million of costs related to a structured financing transaction we entered into prior to our demutualization. General and administrative expenses, other than this cost, increased \$41 million in comparison to the year-ago quarter. In addition to the higher level of other benefit costs related to non-active employees retained in Corporate-level activities, general and administrative activities in the 2004 period included greater costs related to expense reduction initiatives. Current period results reflect an initial \$13 million benefit from reduction in postretirement benefit costs relating to the Medicare Prescription Drug, Improvement and Modernization Act of 2003 as discussed above.

Adjusted operating income of our real estate and relocation services increased by \$16 million from \$21 million in the first six months of 2003 to \$37 million in 2004. The improvement is the result of higher revenues due to increased real estate sales volumes and home prices.

Results of Operations of Closed Block Business

We established the Closed Block Business effective at the date of demutualization. The Closed Block Business includes our in force traditional participating life insurance and annuity products and assets that are being used for the payment of benefits and policyholder dividends on these policies, as well as other assets and equity and related liabilities that support these policies. We no longer offer these traditional participating policies. See “—Overview—Closed Block Business” for additional details.

At the end of each year, the Board of Directors of Prudential Insurance determines the dividends payable for participating policies for the following year based on its statutory results and past experience, including investment income, net realized investment gains over a number of years, mortality experience and other factors. As required by GAAP, we developed an actuarial calculation of the timing of the maximum future earnings from the policies included in the Closed Block, and if actual cumulative earnings in any given period are greater than the cumulative earnings we expect, we will record this excess as a policyholder dividend obligation. We will subsequently pay this excess to Closed Block policyholders as an additional dividend unless it is otherwise offset by future Closed Block performance that is less favorable than we originally expected. The policyholder dividends we charge to expense within the Closed Block Business will include any policyholder dividend obligations that we recognize for the excess of actual cumulative earnings in any given period over the cumulative earnings we expect in addition to the actual policyholder dividends declared by the Board of Directors of Prudential Insurance. If cumulative performance is less favorable than we expected, the policyholder dividends we charge to expense within the Closed Block Business will be the actual dividends declared by the Board of Directors. Subsequent to the date of demutualization, there was no required charge to expense to recognize a policyholder dividend obligation for the excess of actual cumulative earnings in any given period over the cumulative earnings we expect. However, net unrealized investment gains that have arisen subsequent to the establishment of the Closed Block have been reflected as a policyholder dividend obligation to be paid to Closed Block policyholders, unless otherwise offset by future experience, with an offsetting amount reported in accumulated other comprehensive income, and, as such, we have a policyholder dividend obligation to Closed Block policyholders of \$1.386 billion recorded as of June 30, 2004.

Operating Results

Management does not consider adjusted operating income to assess operating performance of the Closed Block Business. Consequently, results of the Closed Block Business for all periods are presented only in accordance with GAAP. The following table sets forth the Closed Block Business GAAP results for the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
(in millions)				
GAAP results:				
Revenues	\$ 1,990	\$ 2,092	\$ 3,978	\$ 3,959
Benefits and expenses	1,945	1,984	3,761	3,852
Income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change	\$ 45	\$ 108	\$ 217	\$ 107

Income from Continuing Operations Before Income Taxes, Extraordinary Gain on Acquisition and Cumulative Effect of Accounting Change

2004 to 2003 Three Month Comparison. Income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change decreased \$63 million to \$45 million in the second quarter of 2004, from \$108 million in the second quarter of 2003. The decrease reflects realized investment gains, net, of \$60 million in the second quarter of 2004, compared to \$114 million in the second quarter of 2003. For a discussion of Closed Block Business realized investment gains (losses), net, see “—Realized Investment Gains and General Account Investments—Realized Investment Gains.”

2004 to 2003 Six Month Comparison. Income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change increased \$110 million to \$217 million in the first six months of 2004, from \$107 million in the first six months of 2003. The increase reflects realized investment gains, net, of \$265 million in the first six months of 2004, compared to \$155 million in the first six months of 2003. For a discussion of Closed Block Business realized investment gains (losses), net, see “—Realized Investment Gains and General Account Investments—Realized Investment Gains.”

Revenues

2004 to 2003 Three Month Comparison. Revenues, as shown in the table above under “—Operating Results,” decreased \$102 million in the second quarter of 2004 from the second quarter of 2003. Realized investment gains, net, decreased \$54 million, from \$114 million in the second quarter of 2003 to \$60 million in the second quarter of 2004. Premiums decreased \$28 million from \$1.032 billion in the second quarter of 2003 to \$1.004 billion in the second quarter of 2004. We expect the decline in premiums for this business to continue as the policies in force mature or terminate in this closed block of traditional participating insurance.

2004 to 2003 Six Month Comparison. Revenues increased \$19 million in the first six months of 2004 from the first six months of 2003. Realized investment gains, net, increased \$110 million, from \$155 million in the first six months of 2003 to \$265 million in the first six months of 2004. Premiums decreased \$44 million from \$1.936 billion in the second quarter of 2003 to \$1.892 billion in the second quarter of 2004. We expect the decline in premiums for this business to continue as the policies in force mature or terminate in this closed block of traditional participating insurance. Net investment income decreased \$39 million from \$1.828 billion in the first six months of 2003, to \$1.789 billion in the first six months of 2004, reflecting a lower return on assets.

Benefits and Expenses

2004 to 2003 Three Month Comparison. Benefits and expenses, as shown in the table above under “—Operating Results,” decreased \$39 million in the second quarter of 2004 from the second quarter of 2003. Policyholder benefits and related changes in reserves, including interest credited to policyholders’ accounts, decreased \$9 million, from \$1.148 billion in the second quarter of 2003 to \$1.139 billion in the second quarter of 2004, consistent with the decline of policies in force, as discussed above. Operating expenses, including distribution costs that we charge to expense, decreased \$31 million in the second quarter of 2004 from the second quarter of 2003, reflecting the decline in premiums discussed above as well as our continued efforts to reduce operating cost levels.

2004 to 2003 Six Month Comparison. Benefits and expenses decreased \$91 million in the first six months of 2004 from the first six months of 2003. Policyholder benefits and related changes in reserves, including interest credited to policyholders’ accounts, decreased \$42 million, from \$2.189 billion in the first six months of 2003 to \$2.147 billion in the first six months of 2004, consistent with the decline of policies in force, as discussed above. Operating expenses, including distribution costs that we charge to expense, decreased \$44 million in the first six months of 2004 from the first six months of 2003, reflecting the decline in premiums discussed above as well as our continued efforts to reduce operating cost levels.

Policy Surrender Experience

The following table sets forth policy surrender experience for the Closed Block Business, measured by cash value of surrenders, for the periods indicated. In managing this business, we analyze the cash value of surrenders because it is a measure of the degree to which policyholders are maintaining their in force business with us, a driver of future profitability.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
	(in millions)			
Cash value of surrenders	\$ 345	\$ 338	\$ 724	\$ 667
Cash value of surrenders as a percentage of mean future policy benefit reserves	2.9%	2.8%	3.0%	2.8%

2004 to 2003 Three Month Comparison. The total cash value of surrenders increased \$7 million in the second quarter of 2004 from the second quarter of 2003. The level of surrenders as a percentage of mean future policy benefit reserves increased to 2.9% in the second quarter of 2004 from 2.8% in the second quarter of 2003. The increase reflects the surrender of several large cash value policies in the second quarter of 2004.

2004 to 2003 Six Month Comparison. The total cash value of surrenders increased \$57 million in the first six months of 2004 from the first six months of 2003. The level of surrenders as a percentage of mean future policy benefit reserves increased to 3.0% in the first six months of 2004 from 2.8% in the first six months of 2003. The increase reflects the surrender of several large cash value policies in the first six months of 2004 and an overall increase in the level of surrender activity during the period.

Income Taxes

Our income tax provision amounted to \$147 million in the second quarter of 2004 compared to \$38 million in the second quarter of 2003, representing 22% and 18% of income from operations before income taxes in the second quarter of 2004 and 2003, respectively. The rate for the second quarter of 2004 reflects non-recurring favorable adjustments to our income tax liabilities while the 2003 rate reflects the benefit of the disposition of our property and casualty insurance operations.

Our income tax provision amounted to \$365 million in the first six months of 2004 compared to \$140 million in the first six months of 2003, representing 26% and 26% of income from operations before income taxes in the first six months of 2004 and 2003, respectively. The rate for the first six months of 2004 reflects non-recurring favorable adjustments to our income tax liabilities while the 2003 rate reflects the benefit of the disposition of our property and casualty insurance operations.

Discontinued Operations

Included within net income are the results of businesses which are reflected as discontinued operations under GAAP. A summary of the results of discontinued operations by business is as follows for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
	(in millions)			
International securities operations	\$ (1)	\$ (30)	\$ (19)	\$ (39)
Property and casualty operations	—	22	—	7
Other	(1)	—	7	—
Loss from discontinued operations before income taxes	(2)	(8)	(12)	(32)
Income tax benefit	—	(26)	(7)	(34)
Income (loss) from discontinued operations, net of taxes	\$ (2)	\$ 18	\$ (5)	\$ 2

Realized Investment Gains and General Account Investments

Realized Investment Gains

Realized investment gains, net of losses, primarily include gains and losses resulting from sales and impairments of fixed income and equity investments, prepayment premiums we receive on private bond issues, and gains and losses in connection with derivative contracts that do not qualify for hedge accounting treatment. We perform impairment reviews on an ongoing basis and record an impairment charge when we determine that a decline in value is other than temporary. The level of impairments generally reflects economic conditions and is expected to increase when economic conditions worsen and to decrease when economic conditions improve. We may realize additional credit-related losses through sales of investments pursuant to our credit risk and portfolio management objectives. We require most issuers of private fixed maturity securities to pay us make-whole yield maintenance payments when they prepay the securities. Prepayments are driven by factors specific to the activities of our borrowers as much as by the interest rate environment.

We use derivative contracts to hedge the risk that changes in interest rates or foreign currency exchange rates will affect the market value of certain investments. We also use derivative contracts to mitigate the risk that unfavorable changes in currency exchange rates will reduce U.S. dollar equivalent earnings generated by certain of our non-U.S. businesses. Derivative contracts also include forward purchases and sales of to-be-announced mortgage-backed securities primarily related to our mortgage dollar roll program. Many of these derivative contracts do not qualify for hedge accounting, and consequently we recognize the changes in fair value of such contracts from period to period in current earnings, although we do not necessarily account for the hedged assets or liabilities the same way. Accordingly, realized investment gains and losses from our hedging activities can contribute significantly to fluctuations in net income.

The comparisons below describe realized investment gains, net of losses and related charges and adjustments. Related charges, which are not applicable to the Closed Block Business, pertain to policyholder dividends, deferred policy acquisition costs, reserves for future policy benefits, and payments associated with the market value adjustment features related to certain of our annuity products we sell. A percentage of net realized investment gains on specified Gibraltar Life assets is required to be paid as dividends to Gibraltar Life policyholders. We amortize deferred policy acquisition costs for interest sensitive products based on estimated gross profits, which include net realized investment gains on the underlying invested assets. The related charge for deferred policy acquisition costs represents the amortization related to net realized investment gains. We adjust the reserves for some of our policies when cash flows related to these policies are affected by net realized investment gains, and the related charge for reserves for future policy benefits represents that adjustment. Certain of our annuity products contain a market value adjustment feature that requires us to pay to the contractholder or entitle us to receive from the contractholder, upon surrender, a market value adjustment based on the crediting rates on the contract surrendered compared to crediting rates on newly issued contracts. These payments mitigate the realized investment gains or losses incurred upon the disposition of the underlying invested assets. The related charge represents the payments or receipts associated with these market value adjustment features. The changes in these related charges from one period to another may be disproportionate to the changes in realized investment gains, net of losses, because the indicated adjustments relate to realized investment gains evaluated over several periods.

A portion of realized gains, pertaining to certain derivative results, is included in adjusted operating income. Pursuant to a currency hedging program, we execute forward sale contracts in the hedged currencies in exchange for U.S. dollars at a specified exchange rate. The maturities of these contracts correspond with future periods in which non-U.S. earnings are expected to be generated. These contracts do not qualify for hedge accounting under GAAP. All resulting profits or losses from such contracts, including mark-to-market adjustments of open contracts, are included in "Realized investment gains (losses), net." When the contracts are terminated in the same period that the expected earnings emerge, the resulting positive or negative cash flow is included in adjusted operating income. In addition, we utilize interest and currency swaps to manage interest and currency exchange rate exposures arising from mismatches between assets and liabilities, including duration mismatches. For the swap contracts that do not qualify for hedge accounting treatment, mark-to-market adjustments of open contracts as well as periodic settlements are included in "Realized investment gains (losses), net." Periodic settlements pertaining to such contracts are included in adjusted operating income.

As part of the acquisition of CIGNA's retirement business, we entered into reinsurance agreements with CIGNA, including a modified-coinsurance-with-assumption arrangement that applies to the defined-benefit guaranteed-cost contracts acquired. The net results of these contracts are recorded in "Commissions and other income," as a result of the reinsurance arrangement, and such net results include realized investment gains and losses. Adjustments to "Realized investment gains (losses), net" include the adjustment necessary to exclude these realized investment gains and losses from adjusted operating income.

The following tables set forth realized investment gains (losses), net, by investment type for the Financial Services Businesses and Closed Block Business, as well as related charges and adjustments associated with the Financial Services Businesses, for the three and six months ended June 30, 2004 and 2003, respectively. For a discussion of our investment portfolio and related results, including overall income yield and investment income, as well our policies regarding other than temporary declines in investment value, see “—General Account Investments” below.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
(in millions)				
Realized investment gains (losses), net:				
Financial Services Businesses	\$ 130	\$ 8	\$ 122	\$ (100)
Closed Block Business	60	114	265	155
Consolidated realized investment gains (losses), net	\$ 190	\$ 122	\$ 387	\$ 55
Financial Services Businesses:				
Realized investment gains (losses), net:				
Fixed maturity investments	\$ 1	\$ 17	\$ 43	\$ (63)
Equity securities	53	(52)	78	(96)
Derivative instruments	72	11	(36)	24
Other	4	32	37	35
Total	130	8	122	(100)
Related adjustments	25	1	42	(5)
Realized investment gains (losses), net, and related adjustments	\$ 155	\$ 9	\$ 164	\$ (105)
Related charges	\$ (12)	\$ (20)	\$ (20)	\$ (19)
Closed Block Business:				
Realized investment gains (losses), net:				
Fixed maturity investments	\$ (35)	\$ 66	\$ 87	\$ 150
Equity securities	133	(20)	139	(63)
Derivative instruments	(37)	24	24	26
Other	(1)	44	15	42
Total	\$ 60	\$ 114	\$ 265	\$ 155

2004 to 2003 Three Month Comparison. The Financial Services Businesses’ net realized investment gains in the second quarter of 2004 were \$130 million compared to net realized investment gains of \$8 million in the second quarter of 2003. Realized gains in the second quarter of 2004 include fixed maturity impairments of \$56 million and credit-related losses of \$5 million compared with \$24 million of fixed maturity impairments and \$2 million of credit-related losses in the second quarter of 2003. Impairments on fixed maturities in the second quarter of 2004 were concentrated in the financial services and utilities sectors and were primarily driven by downgrades in credit, bankruptcy or other adverse financial conditions of the respective issuers. Impairments on fixed maturities in the second quarter of 2003 were concentrated in the services, asset-backed securities, and other sectors and were primarily driven by downgrades in credit, bankruptcy or other adverse financial conditions of the respective issuers. Gains from private bond prepayment premiums and net gains on sales of fixed maturity securities offset the impact of these fixed maturity impairments and credit-related losses in both periods. We realized net gains on equity security sales of \$55 million in the second quarter of 2004 compared to net losses of \$2 million in the second quarter of 2003. The realized gains on equity securities in the second quarter of 2004 were primarily the result of sales in our domestic private equity portfolio. We also recognized \$2 million and \$50 million of impairments on equity securities in the second quarter of 2004 and 2003, respectively, primarily related to activity in our Gibraltar Life operations. Realized gains in the second quarter of 2004 include net

derivative gains of \$72 million, compared to net derivative gains of \$11 million in the second quarter of 2003. The gains in the second quarter of 2004 include positive mark-to-market adjustments of \$76 million on forward currency contracts used to hedge the future income of non-U.S. businesses.

For the Closed Block Business, net realized investment gains in the second quarter of 2004 were \$60 million compared to \$114 million in the second quarter 2003. Realized gains include fixed maturity impairments and credit-related losses of \$16 million and \$1 million, respectively, in the second quarter of 2004 and \$17 million and \$2 million, respectively, in the second quarter of 2003. Impairments on fixed maturities in the second quarter of 2004 were concentrated in the utilities and asset-backed securities sectors and were primarily driven by downgrades in credit, bankruptcy or other adverse financial conditions of the respective issuers. Impairments on fixed maturities in the second quarter of 2003 were concentrated in the asset-backed and other securities sectors and were primarily driven by downgrades in credit, bankruptcy or other adverse financial conditions of the respective issuers. Realized gains in the second quarter of 2004 include net realized losses on sales of fixed maturity securities in an increasing rate environment, partially offset by private bond prepayment premiums. Realized gains in the second quarter of 2003 reflect net realized gains on sales of fixed income securities in a declining rate environment. We realized net gains on equity securities of \$133 million in the second quarter of 2004 compared to net losses of \$20 million in the second quarter of 2003, which include \$0 million and \$3 million of impairments in 2004 and 2003, respectively. The net realized gains on equity securities in the second quarter of 2004 were primarily the result of sales, as we shifted from a passive index to active management strategy. Net losses on derivatives were \$37 million in the second quarter of 2004 compared to net gains of \$24 million in the second quarter of 2003. The derivative losses in the second quarter of 2004 were largely attributable to forward contracts of to-be-announced securities primarily related to our mortgage dollar roll program. Realized investment gains in the second quarter of 2003 also include \$41 million of gains in connection with the partial divestiture of an equity investment in a real estate operating company.

2004 to 2003 Six Month Comparison. The Financial Services Businesses' net realized investment gains in the first six months of 2004 were \$122 million compared to net realized investment losses of \$100 million in the first six months of 2003. Realized gains in the first six months of 2004 included fixed maturity impairments of \$78 million and credit-related losses of \$5 million compared with impairments of \$130 million and credit-related losses of \$20 million in the first six months of 2003. Impairments on fixed maturities in 2004 were concentrated in the financial services, manufacturing, and services sectors and were primarily driven by downgrades in credit, bankruptcy or other adverse financial conditions of the respective issuers. Impairments on fixed maturities in 2003 were concentrated in the transportation, asset-backed securities, services and other sectors and were primarily driven by downgrades in credit, bankruptcy or other adverse financial conditions of the respective issuers. The impact of these fixed maturity impairments and credit-related losses were more than offset in 2004 and partly offset in 2003 by realized gains on both fixed maturity sales and private bond prepayment premiums. We realized net gains on equity security sales of \$85 million in the first six months of 2004, primarily related to activity in our Gibraltar Life operations and sales in our domestic private equity portfolio, compared to net losses on sales of \$4 million in the first six months of 2003. We also recognized \$7 million of equity security impairments in the first six months of 2004 compared with \$92 million of impairments in the first six months of 2003, primarily related to our Gibraltar Life operations. Realized gains in the first six months of 2004 include net derivative losses of \$36 million, compared to net derivative gains of \$24 million in the first six months of 2003. In the first six months of 2004 we experienced losses on hedges of investments in foreign businesses, partially offset by positive mark-to-market adjustments, driven by the strengthening of the U.S. dollar, on foreign currency forward contracts used to hedge the future income of non-U.S. businesses.

For the Closed Block Business, net realized investment gains in the first six months of 2004 were \$265 million compared to net gains of \$155 million in the first six months of 2003. Realized gains in the first six months of 2004 and 2003 reflected net realized gains on sales of fixed maturity securities and private bond prepayment premiums, partially offset by fixed maturity impairments of \$30 million and credit-related losses of \$2 million and fixed maturity impairments of \$51 million and credit-related losses of \$43 million in the six months ended 2004 and 2003, respectively. Impairments in 2004 were concentrated in the asset-backed

securities, services and manufacturing sectors and were primarily driven by downgrades in credit, bankruptcy or other adverse financial conditions of the respective issuers. Impairments in 2003 were concentrated in the asset-backed securities, transportation, manufacturing and other sectors and were primarily driven by downgrades in credit, bankruptcy or other adverse financial conditions of the respective issuers. We realized net gains on equity securities of \$139 million in the first six months of 2004, including of \$5 million of impairments, compared to losses of \$63 million in the first six months of 2003, including \$56 million of impairments. The net realized gains in equity sales in the first six months of 2004 were primarily the result of a shift from a passive index to active management strategy. Net gains on derivatives were \$24 million in the first six months of 2004 compared to gains of \$26 million in the first six months of 2003. Realized investment gains in the first six months of 2003 also include \$41 million of gains in connection with the partial divestiture of an equity investment in a real estate operating company.

General Account Investments

Portfolio Composition

Our investment portfolio consists of public and private fixed maturity securities, commercial loans, equity securities and other invested assets. The composition of our general account reflects, within the discipline provided by our risk management approach, our need for competitive results and the selection of diverse investment alternatives available primarily through our Asset Management segment. The size of our portfolio enables us to invest in asset classes that may be unavailable to the typical investor.

Our total general account investments were \$198.9 billion and \$174.9 billion as of June 30, 2004 and December 31, 2003, respectively, which are segregated between the Financial Services Businesses and the Closed Block Business. Total general account investments attributable to the Financial Services Businesses were \$133.1 billion and \$110.9 billion as of June 30, 2004 and December 31, 2003, respectively, while total general account investments attributable to the Closed Block Business were \$65.8 billion and \$64.0 billion as of June 30, 2004 and December 31, 2003, respectively. The following table sets forth the composition of the investments of our general account as of the dates indicated.

As of June 30, 2004				
	Financial Services Businesses	Closed Block Business	Total	% of Total
(\$ in millions)				
Fixed Maturities:				
Public, available for sale, at fair value	\$ 73,484	\$ 32,984	\$ 106,468	53.5%
Public, held to maturity, at amortized cost	2,673	—	2,673	1.3
Private, available for sale, at fair value	16,922	14,531	31,453	15.8
Private, held to maturity, at amortized cost	51	—	51	—
Trading account assets supporting insurance liabilities, at fair value	11,920	—	11,920	6.0
Other trading account assets, at fair value	174	—	174	0.1
Equity securities, available for sale, at fair value	1,403	2,390	3,793	1.9
Commercial loans, at book value	16,412	7,117	23,529	11.8
Policy loans, at outstanding balance	2,608	5,467	8,075	4.1
Other long-term investments(1)	3,657	1,064	4,721	2.4
Short-term investments	3,818	2,258	6,076	3.1
Total general account investments	133,122	65,811	198,933	100.0%
Invested assets of other entities and operations(2)	4,176	—	4,176	
Total investments	\$ 137,298	\$ 65,811	\$ 203,109	

As of December 31, 2003				
	Financial Services Businesses	Closed Block Business	Total	% of Total
(\$ in millions)				
Fixed Maturities:				
Public, available for sale, at fair value	\$ 66,430	\$ 29,538	\$ 95,968	54.9%
Public, held to maturity, at amortized cost	3,010	—	3,010	1.7
Private, available for sale, at fair value	17,921	15,052	32,973	18.9
Private, held to maturity, at amortized cost	58	—	58	—
Trading account assets supporting insurance liabilities, at fair value	88	—	88	—
Other trading account assets, at fair value	138	—	138	0.1
Equity securities, available for sale, at fair value	1,101	2,282	3,383	1.9
Commercial loans, at book value	11,774	7,006	18,780	10.7
Policy loans, at outstanding balance	2,609	5,543	8,152	4.7
Other long-term investments(1)	3,702	1,041	4,743	2.7
Short-term investments	4,052	3,581	7,633	4.4
Total general account investments	110,883	64,043	174,926	100.0%
Invested assets of other entities and operations(2)	6,115	—	6,115	
Total investments	\$ 116,998	\$ 64,043	\$ 181,041	

- (1) Other long-term investments consist of real estate and non-real estate related investments in joint ventures (other than our equity investment in Wachovia Securities) and partnerships, investment real estate held through direct ownership, our interest in separate account investments and other miscellaneous investments.
- (2) Includes invested assets of securities brokerage, securities trading, and banking operations, as well as assets related to special purpose entities consolidated in accordance with FIN No. 46. Excludes assets of our asset management operations managed for third parties and separate account assets for which the customer assumes risks of ownership.

As of June 30, 2004, our general account investment portfolio attributable to the Financial Services Businesses consisted primarily of \$93.1 billion of fixed maturity securities (70% of the total portfolio as of June 30, 2004 and 79% as of December 31, 2003), \$11.9 billion of trading account assets supporting insurance liabilities (9% of the total portfolio as of June 30, 2004 and less than 1% as of December 31, 2003), \$16.4 billion of commercial loans (12% of the total portfolio as of June 30, 2004 and 11% as of December 31, 2003), \$1.4 billion of equity securities (1% of the total portfolio as of June 30, 2004 and 1% as of December 31, 2003) and \$10.3 billion of other investments (8% of the total portfolio as of June 30, 2004 and 9% as of December 31, 2003). The increase in general account investments and resulting change in portfolio composition in 2004 was due primarily to approximately \$17 billion of investments added as part of the acquisition of the retirement business of CIGNA Corporation on April 1, 2004. The majority of the investments added from the acquisition are reflected in “trading account assets supporting insurance liabilities” and “commercial loans,” which are discussed below. In addition, upon the adoption of SOP 03-1 on January 1, 2004, \$3.3 billion in “separate account assets” were reclassified, primarily resulting in a \$2.8 billion increase in “fixed maturities, available for sale” and a \$0.6 billion increase in “trading account assets supporting insurance liabilities.”

As of June 30, 2004, our general account investment portfolio attributable to the Closed Block Business consisted primarily of \$47.5 billion of fixed maturity securities (72% of the total portfolio as of June 30, 2004 and 70% as of December 31, 2003), \$7.1 billion of commercial loans (11% of the total portfolio as of June 30, 2004 and 11% as of December 31, 2003), \$2.4 billion of equity securities (4% of the total portfolio as of June 30, 2004 and 3% as of December 31, 2003) and \$8.8 billion of other investments (13% of the total portfolio as of June 30, 2004 and 16% as of December 31, 2003). The increase in general account investments in 2004 was primarily due to portfolio growth as a result of the reinvestment of net investment income, partially offset by net operating outflows.

Investment Results

The following tables set forth the income yield and investment income, excluding realized investment gains (losses), for each major investment category of our general account for the periods indicated.

	Three months ended June 30, 2004					
	Financial Services Businesses		Closed Block Business		Combined	
	Yield(1)	Amount	Yield(1)	Amount	Yield(1)	Amount
	(\$ in millions)					
Fixed maturities	4.54%	\$ 980	6.74%	\$ 679	5.23%	\$ 1,659
Equity securities	1.85	6	2.90	13	2.50	19
Commercial loans	6.01	246	7.58	134	6.49	380
Policy loans	4.52	30	6.22	84	5.67	114
Short-term investments and cash equivalents	1.57	24	2.85	15	1.79	39
Other investments	12.58	102	13.76	36	12.81	138
Gross investment income before investment expenses	4.91	1,388	6.74	961	5.51	2,349
Investment expenses	(0.15)	(51)	(0.23)	(51)	(0.18)	(102)
Investment income after investment expenses	4.76%	1,337	6.51%	910	5.33%	2,247
Investment results of other entities and operations(2)		(2)		—		(2)
Total investment income		\$ 1,335		\$ 910		\$ 2,245

	Three months ended June 30, 2003					
	Financial Services Businesses		Closed Block Business		Combined	
	Yield(1)	Amount	Yield(1)	Amount	Yield(1)	Amount
	(\$ in millions)					
Fixed maturities	4.86%	\$ 941	6.55%	\$ 680	5.45%	\$ 1,621
Equity securities	1.63	4	2.39	11	2.11	15
Commercial loans	6.95	199	8.19	142	7.42	341
Policy loans	5.40	40	6.25	86	5.96	126
Short-term investments and cash equivalents	1.95	25	2.22	19	2.04	44
Other investments	7.97	92	13.75	36	9.09	128
Gross investment income before investment expenses	5.13	1,301	6.60	974	5.67	2,275
Investment expenses	(0.19)	(63)	(0.24)	(52)	(0.21)	(115)
Investment income after investment expenses	4.94%	1,238	6.36%	922	5.46%	2,160
Investment results of other entities and operations(2)		48		—		48
Total investment income		\$ 1,286		\$ 922		\$ 2,208

- (1) Yields are annualized, for interim periods, and based on quarterly average carrying values except for fixed maturities, equity securities and securities lending activity. Yields for fixed maturities are based on amortized cost. Yields for equity securities are based on cost. Yields for securities lending activity are calculated net of corresponding liabilities and rebate expenses. Yields for 2003 are presented on a basis consistent with our current reporting practices.
- (2) Investment income of securities brokerage, securities trading and banking operations.

The overall income yield on our general account investments after investment expenses, excluding realized investment gains (losses), was 5.33% and 5.46% for the three months ended June 30, 2004 and 2003, respectively. The decline in yield on the portfolio for the three months ended June 30, 2004 as compared to the three months ended June 30, 2003 was primarily attributable to investment activities in prior periods in a low interest rate environment and inclusion of investments related to CIGNA's retirement business at yields that are below the average portfolio yields. The yields on the investments related to CIGNA's retirement business reflect the adjustment to fair value at the purchase date.

The net investment income yield attributable to the Financial Services Businesses was 4.76% for the three months ended June 30, 2004 compared to 4.94% for the three months ended June 30, 2003. The decrease in yield between periods was primarily due to declines in fixed maturities and commercial loan yields primarily attributable to the impact of investment activities in a low interest rate environment and the inclusion of investments related to CIGNA's retirement business at yields that are below the average portfolio yields. The yields on the investments related to CIGNA's retirement business reflect the adjustment to fair value at the purchase date. These decreases were partially offset by more favorable results from limited partnerships within other investments. The yield on the Financial Services Businesses portfolio includes the income yield on the investment portfolio of our Japanese insurance operations, which was 2.10% for the three months ended June 30, 2004 compared to 2.05% for the three months ended June 30, 2003. The increase in yield on the Japanese insurance portfolio between periods is primarily attributable to an increase in U.S. dollar investments and more favorable foreign exchange rates.

The net investment income yield attributable to the Closed Block Business was 6.51% for the three months ended June 30, 2004 compared to 6.36% for the three months ended June 30, 2003. The increase in yield for the three months ended June 30, 2004 reflects the impact of the Company's adoption of SFAS No. 149, "Amendment of Statement 133, Accounting for Derivative Instruments and Hedging Activities," which resulted in a reduction to fixed maturities of approximately \$3.2 billion as of December 31, 2003. The increase was partially offset by reinvestment activities in a low interest rate environment and a decrease in commercial loan prepayment premiums.

Six months ended June 30, 2004						
	Financial Services Businesses		Closed Block Business		Combined	
	Yield(1)	Amount	Yield(1)	Amount	Yield(1)	Amount
(\$ in millions)						
Fixed maturities	4.61%	\$ 1,934	6.78	\$ 1,337	5.29	\$ 3,271
Equity securities	1.93	11	2.57	23	2.33	34
Commercial loans	6.11	440	7.58	264	6.55	704
Policy loans	4.61	60	6.25	169	5.72	229
Short-term investments and cash equivalents	1.51	47	2.64	33	1.76	80
Other investments	9.03	175	12.71	65	9.75	240
Gross investment income before investment expenses	4.84	2,667	6.71	1,891	5.45	4,558
Investment expenses	(0.17)	(115)	(0.24)	(102)	(0.19)	(217)
Investment income after investment expenses	4.67%	2,552	6.47%	1,789	5.26%	4,341
Investment results of other entities and operations(2)		28		—		28
Total investment income		\$ 2,580		\$ 1,789		\$ 4,369

Six months ended June 30, 2003

	Financial Services Businesses		Closed Block Business		Combined	
	Yield(1)	Amount	Yield(1)	Amount	Yield(1)	Amount
	(\$ in millions)					
Fixed maturities	4.90%	\$ 1,867	6.69%	\$ 1,368	5.52%	\$ 3,235
Equity securities	1.33	7	2.29	20	1.92	27
Commercial loans	7.00	400	8.17	280	7.44	680
Policy loans	5.62	84	6.26	173	6.03	257
Short-term investments and cash equivalents	2.04	53	2.46	40	2.17	93
Other investments	8.11	185	9.52	50	8.38	235
Gross investment income before investment expenses	5.17	2,596	6.63	1,931	5.70	4,527
Investment expenses	(0.17)	(120)	(0.24)	(103)	(0.20)	(223)
	5.00%	2,476	6.39%	1,828	5.50%	4,304
Investment results of other entities and operations(2)		92		—		92
Total investment income		\$ 2,568		\$ 1,828		\$ 4,396

- (1) Yields are annualized, for interim periods, and based on quarterly average carrying values except for fixed maturities, equity securities and securities lending activity. Yields for fixed maturities are based on amortized cost. Yields for equity securities are based on cost. Yields for securities lending activity are calculated net of corresponding liabilities and rebate expenses. Yields for 2003 are presented on a basis consistent with our current reporting practices.
- (2) Investment income of securities brokerage, securities trading and banking operations.

The overall income yield on our general account investments after investment expenses, excluding realized investment gains (losses), was 5.26% and 5.50% for the six months ended June 30, 2004 and 2003, respectively. The decline in yield on the portfolio for the six months ended June 30, 2004 as compared to the six months ended June 30, 2003 was primarily attributable to investment activities in prior periods in a low interest rate environment and inclusion of investments related to CIGNA's retirement business at yields that are below the average portfolio yields. The yields on the investments related to CIGNA's retirement business reflect the adjustment to fair value at the purchase date.

The net investment income yield attributable to the Financial Services Businesses was 4.67% for the six months ended June 30, 2004 compared to 5.00% for the six months ended June 30, 2003. The decrease in yield between periods was primarily due to declines in fixed maturities and commercial loan yields primarily attributable to the impact of investment activities in a low interest rate environment and the inclusion of investments related to CIGNA's retirement business at yields that are below the average portfolio yields. The yields on the investments related to CIGNA's retirement business reflect the adjustment to fair value at the purchase date. Also contributing to the decrease in yield were lower commercial loan prepayment premiums in the current period. The yield on the Financial Services Businesses includes the income yield on the investment portfolio of our Japanese insurance operations, which was 2.10% for the six months ended June 30, 2004 compared to 1.98% for the six months ended June 30, 2003. The increase in yield on the Japanese insurance portfolio between periods is primarily attributable to an increase in U.S. dollar investments and more favorable foreign exchange rates.

The net investment income yield attributable to the Closed Block Business was 6.47% for the six months ended June 30, 2004 compared to 6.39% for the six months ended June 30, 2003. The increase in yield for the six months ended June 30, 2004 reflects the impact of the Company's adoption of SFAS No. 149, "Amendment of Statement 133, Accounting for Derivative Instruments and Hedging Activities," which resulted in a reduction to

fixed maturities of approximately \$3.2 billion as of December 31, 2003. Also contributing to the increase in yield are more favorable results from limited partnerships within other investments, partially offset by reinvestment activities in a low interest rate environment and decrease in commercial loan prepayment premiums.

Fixed Maturity Securities

Our fixed maturity securities portfolio consists of publicly traded and private debt securities across an array of industry categories. Our international insurance portfolios are predominantly comprised of foreign government securities. Investments in fixed maturity securities attributable to the Financial Services Businesses were \$90.3 billion at amortized cost with an estimated fair value of \$93.1 billion as of June 30, 2004 versus \$83.0 billion at amortized cost with an estimated fair value of \$87.4 billion as of December 31, 2003. Investments in fixed maturity securities attributable to the Closed Block Business were \$45.3 billion at amortized cost with an estimated fair value of \$47.5 billion as of June 30, 2004 versus \$41.3 billion at amortized cost with an estimated fair value of \$44.6 billion as of December 31, 2003.

Fixed Maturity Securities and Unrealized Gains and Losses by Industry Category

The following table sets forth the composition of the portion of our fixed maturity securities portfolio by industry category attributable to the Financial Services Businesses as of the dates indicated and the associated gross unrealized gains and losses.

Industry(1)	As of June 30, 2004				As of December 31, 2003			
	Amortized Cost	Gross Unrealized Gains(2)	Gross Unrealized Losses(2)	Fair value	Amortized Cost	Gross Unrealized Gains(2)	Gross Unrealized Losses(2)	Fair Value
(in millions)								
Corporate Securities:								
Manufacturing	\$ 14,049	\$ 750	\$ 100	\$ 14,699	\$ 13,115	\$ 996	\$ 61	\$ 14,050
Finance	12,306	445	97	12,654	10,839	569	57	11,351
Utilities	7,411	483	65	7,829	6,467	630	28	7,069
Services	6,811	429	49	7,191	6,646	570	26	7,190
Energy	3,479	243	26	3,696	2,829	289	10	3,108
Retail and Wholesale	2,473	104	35	2,542	2,402	147	24	2,525
Transportation	2,267	124	30	2,361	1,800	166	4	1,962
Other	743	20	17	746	646	31	14	663
Total Corporate Securities	49,539	2,598	419	51,718	44,744	3,398	224	47,918
Foreign Government	23,200	542	287	23,455	23,075	892	91	23,876
Asset-Backed Securities	6,691	94	24	6,761	6,189	121	19	6,291
Mortgage Backed	6,687	73	63	6,697	4,966	94	28	5,032
U.S. Government	4,215	274	10	4,479	3,992	333	7	4,318
Total	\$ 90,332	\$ 3,581	\$ 803	\$ 93,110	\$ 82,966	\$ 4,838	\$ 369	\$ 87,435

(1) Investment data has been classified based on Lehman industry categorizations for domestic public holdings and similar classifications by industry for all other holdings.

(2) Includes \$31 million of gross unrealized gains and \$51 million of gross unrealized losses as of June 30, 2004 compared to \$42 million of gross unrealized gains and \$26 million of gross unrealized losses as of December 31, 2003 on securities classified as held to maturity, which are not reflected in other comprehensive income.

As a percentage of amortized cost, fixed maturity investments attributable to the Financial Services Businesses as of June 30, 2004, consist primarily of 26% foreign government sector, 16% manufacturing sector, 14% finance sector, 8% utilities sector, and 8% services sector compared to 28% foreign government sector, 16% manufacturing sector, 13% finance sector, 8% services sector, and 8% utilities sector as of December 31, 2003. As of June 30, 2004, 92% of the mortgage-backed securities in the Financial Services Businesses were publicly traded agency pass-through securities related to residential mortgage loans. Collateralized mortgage obligations represented the remaining 8% of mortgage-backed securities, and less than 1% of fixed maturities.

The gross unrealized losses related to our fixed maturity portfolio attributable to the Financial Services Businesses were \$0.8 billion as of June 30, 2004, compared to \$0.4 billion as of December 31, 2003. The gross unrealized losses as of June 30, 2004 were concentrated primarily in the foreign government, manufacturing, and finance sectors, and gross unrealized losses as of December 31, 2003 were primarily in these same sectors.

The following table sets forth the composition of the portion of our fixed maturity securities portfolio by industry category attributable to the Closed Block Business as of the dates indicated and the associated gross unrealized gains and losses.

Industry(1)	As of June 30, 2004				As of December 31, 2003			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(in millions)								
Corporate Securities:								
Manufacturing	\$ 10,200	\$ 697	\$ 60	\$ 10,837	\$ 9,412	\$ 770	\$ 33	\$ 10,149
Finance	7,476	320	42	7,754	5,587	368	5	5,950
Utilities	4,795	298	65	5,028	5,398	584	24	5,958
Services	4,640	396	24	5,012	5,088	554	10	5,632
Energy	1,673	141	9	1,805	2,280	267	3	2,544
Retail and Wholesale	1,419	105	5	1,519	1,990	200	1	2,189
Transportation	1,664	112	11	1,765	1,196	112	4	1,304
Other	14	1	—	15	29	5	—	34
Total Corporate Securities	31,881	2,070	216	33,735	30,980	2,860	80	33,760
U.S. Government	5,193	216	35	5,374	4,844	284	31	5,097
Asset-Backed Securities	3,510	35	4	3,541	2,842	45	8	2,879
Mortgage Backed	3,460	49	25	3,484	1,372	50	2	1,420
Foreign Government	1,283	116	18	1,381	1,255	182	3	1,434
Total	\$ 45,327	\$ 2,486	\$ 298	\$ 47,515	\$ 41,293	\$ 3,421	\$ 124	\$ 44,590

(1) Investment data has been classified based on Lehman industry categorizations for domestic public holdings and similar classifications by industry for all other holdings.

As a percentage of amortized cost, fixed maturity investments attributable to the Closed Block Business as of June 30, 2004, consist primarily of 23% manufacturing sector, 16% finance sector, 11% U.S. Government sector, 11% utilities sector, and 10% services sector compared to 23% manufacturing sector, 14% finance sector, 13% utilities sector, 12% services sector, and 12% U.S. Government as of December 31, 2003. As of June 30, 2004, 87% of the mortgage-backed securities in the Closed Block Business were publicly traded agency pass-through securities related to residential mortgage loans. Collateralized mortgage obligations represented the remaining 13% of mortgage-backed securities, and less than 1% of fixed maturities.

The gross unrealized losses related to our fixed maturity portfolio attributable to the Closed Block Business were \$0.3 billion as of June 30, 2004, compared to \$0.1 billion as of December 31, 2003. The gross unrealized losses as of June 30, 2004, were concentrated primarily in the utilities, manufacturing, and finance sectors, while gross unrealized losses as of December 31, 2003 were concentrated primarily in the manufacturing, U.S. Government and utilities sectors.

Fixed Maturity Securities Credit Quality

The Securities Valuation Office (“SVO”) of the NAIC evaluates the investments of insurers for regulatory reporting purposes and assigns fixed maturity securities to one of six categories called “NAIC Designations.” NAIC designations of “1” or “2” include fixed maturities considered investment grade, which include securities rated Baa3 or higher by Moody’s or BBB- or higher by Standard & Poor’s. NAIC Designations of “3” through “6” are referred to as below investment grade, which include securities rated Ba1 or lower by Moody’s and BB+ or lower by Standard & Poor’s. As a result of time lags between the funding of investments, the finalization of

legal documents and the completion of the SVO filing process, the fixed maturity portfolio generally includes securities that have not yet been rated by the SVO as of each balance sheet date. Pending receipt of SVO ratings, the categorization of these securities by NAIC designation is based on the expected ratings indicated by internal analysis.

Non-U.S. dollar denominated investments of our Japanese insurance companies are not subject to NAIC guidelines; however, they are regulated locally by the Financial Services Agency, an agency of the Japanese government. The Financial Services Agency has its own investment quality criteria and risk control standards. Our Japanese insurance companies comply with the Financial Services Agency's credit quality review and risk monitoring guidelines. The credit quality ratings of the non-U.S. dollar denominated investments of our Japanese insurance companies are based on ratings assigned by Moody's or rating equivalents based on Japanese government ratings.

The amortized cost of our public and private below-investment grade fixed maturities attributable to the Financial Services Businesses totaled \$5.3 billion, or 6%, of the total fixed maturities as of June 30, 2004, compared to \$5.7 billion, or 7%, of total fixed maturities as of December 31, 2003. Non-investment grade securities represented 6% of the gross unrealized losses attributable to the Financial Services Businesses as of June 30, 2004 versus 13% of gross unrealized losses as of December 31, 2003.

The amortized cost of our public and private below-investment grade fixed maturities attributable to the Closed Block Business totaled \$5.5 billion, or 12%, of the total fixed maturities as of June 30, 2004, compared to \$5.9 billion, or 14%, of total fixed maturities as of December 31, 2003. Non-investment grade securities represented 19% of the gross unrealized losses attributable to the Closed Block Business as of June 30, 2004, versus 40% of gross unrealized losses as of December 31, 2003.

Public Fixed Maturities—Credit Quality

The following table sets forth our public fixed maturity portfolios by NAIC rating attributable to the Financial Services Businesses as of the dates indicated.

(1)(2) NAIC Designation	Rating Agency Equivalent	As of June 30, 2004				As of December 31, 2003			
		Amortized Cost	Gross Unrealized Gains(3)	Gross Unrealized Losses(3)	Fair Value	Amortized Cost	Gross Unrealized Gains(3)	Gross Unrealized Losses(3)	Fair Value
(in millions)									
1	Aaa, Aa, A	\$ 55,454	\$ 1,588	\$ 535	\$ 56,507	\$ 50,133	\$ 2,247	\$ 210	\$ 52,170
2	Baa	16,315	678	160	16,833	13,767	900	91	14,576
	Subtotal Investment Grade	71,769	2,266	695	73,340	63,900	3,147	301	66,746
3	Ba	1,782	117	19	1,880	1,580	167	11	1,736
4	B	732	61	9	784	757	89	3	843
5	C and lower	79	17	1	95	67	30	2	95
6	In or near default	33	5	—	38	34	3	1	36
	Subtotal Below Investment Grade	2,626	200	29	2,797	2,438	289	17	2,710
	Total Public Fixed Maturities	\$ 74,395	\$ 2,466	\$ 724	\$ 76,137	\$ 66,338	\$ 3,436	\$ 318	\$ 69,456

(1) Reflects equivalent ratings for investments of the international insurance operations that are not rated by U.S. insurance regulatory authorities.

(2) Includes, as of June 30, 2004 and December 31, 2003, respectively, 7 securities with amortized cost of \$100 million (fair value, \$100 million) and 27 securities with amortized cost of \$149 million (fair value, \$151 million) that have been categorized based on expected NAIC designations pending receipt of SVO ratings.

(3) Includes \$30 million of gross unrealized gains and \$50 million of gross unrealized losses as of June 30, 2004 compared to \$41 million of gross unrealized gains and \$25 million of gross unrealized losses as of December 31, 2003 on securities classified as held to maturity that are not reflected in other comprehensive income.

The following table sets forth our public fixed maturity portfolios by NAIC rating attributable to the Closed Block Business as of the dates indicated.

(1) NAIC Designation	Rating Agency Equivalent	As of June 30, 2004				As of December 31, 2003			
		Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
		(in millions)							
1	Aaa, Aa, A	\$ 21,439	\$ 757	\$ 126	\$ 22,070	\$ 17,277	\$ 1,071	\$ 48	\$ 18,300
2	Baa	7,302	355	73	7,584	7,052	551	16	7,587
	Subtotal Investment Grade	28,741	1,112	199	29,654	24,329	1,622	64	25,887
3	Ba	1,890	116	24	1,982	1,954	190	2	2,142
4	B	1,148	52	17	1,183	1,283	109	5	1,387
5	C and lower	134	10	3	141	91	17	1	107
6	In or near default	18	6	—	24	12	3	—	15
	Subtotal Below Investment Grade	3,190	184	44	3,330	3,340	319	8	3,651
	Total Public Fixed Maturities	\$ 31,931	\$ 1,296	\$ 243	\$ 32,984	\$ 27,669	\$ 1,941	\$ 72	\$ 29,538

- (1) Includes, as of June 30, 2004 and December 31, 2003, respectively, 4 securities with amortized cost of \$0 million (fair value, \$0 million) and 65 securities with amortized cost of \$204 million (fair value, \$211 million) that have been categorized based on expected NAIC designations pending receipt of SVO ratings.

Private Fixed Maturities—Credit Quality

The following table sets forth our private fixed maturity portfolios by NAIC rating attributable to the Financial Services Businesses as of the dates indicated.

(1)(2) NAIC Designation	Rating Agency Equivalent	As of June, 2004				As of December 31, 2003			
		Amortized Cost	Gross Unrealized Gains(3)	Gross Unrealized Losses(3)	Fair Value	Amortized Cost	Gross Unrealized Gains(3)	Gross Unrealized Losses(3)	Fair Value
(in millions)									
1	Aaa, Aa, A	\$ 4,506	\$ 289	\$ 26	\$ 4,769	\$ 4,647	\$ 400	\$ 7	\$ 5,040
2	Baa	8,712	617	32	9,297	8,749	749	13	9,485
	Subtotal Investment Grade	13,218	906	58	14,066	13,396	1,149	20	14,525
3	Ba	1,755	112	8	1,859	2,004	146	13	2,137
4	B	468	29	7	490	508	38	3	543
5	C and lower	369	63	5	427	552	62	12	602
6	In or near default	127	5	1	131	168	7	3	172
	Subtotal Below Investment Grade	2,719	209	21	2,907	3,232	253	31	3,454
	Total Private Fixed Maturities	\$ 15,937	\$ 1,115	\$ 79	\$ 16,973	\$ 16,628	\$ 1,402	\$ 51	\$ 17,979

- (1) Reflects equivalent ratings for investments of the international insurance operations that are not rated by U.S. insurance regulatory authorities.
- (2) Includes, as June 30, 2004 and December 31, 2003, respectively, 116 securities with amortized cost of \$1,764 million (fair value, \$1,775 million) and 196 securities with amortized cost of \$2,803 million (fair value, \$2,876 million) that have been categorized based on expected NAIC designations pending receipt of SVO ratings.
- (3) Includes \$1 million of gross unrealized gains and \$1 million of gross unrealized losses as of June 30, 2004 compared to \$1 million of gross unrealized gains and \$1 million of gross unrealized losses as of December 31, 2003 on securities classified as held to maturity that are not reflected in other comprehensive income.

The following table sets forth our private fixed maturity portfolios by NAIC rating attributable to the Closed Block Business as of the dates indicated.

(1) NAIC Designation	Rating Agency Equivalent	As of June 30, 2004				As of December 31, 2003			
		Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
		(in millions)							
1	Aaa, Aa, A	\$ 2,817	\$ 259	\$ 9	\$ 3,067	\$ 2,862	\$ 336	\$ 2	\$ 3,196
2	Baa	8,258	766	33	8,991	8,205	950	9	9,146
	Subtotal Investment Grade	11,075	1,025	42	12,058	11,067	1,286	11	12,342
3	Ba	1,456	114	5	1,565	1,615	139	9	1,745
4	B	445	25	3	467	440	31	3	468
5	C and lower	300	21	2	319	362	20	6	376
6	In or near default	120	5	3	122	140	4	23	121
	Subtotal Below Investment Grade	2,321	165	13	2,473	2,557	194	41	2,710
	Total Private Fixed Maturities	\$ 13,396	\$ 1,190	\$ 55	\$ 14,531	\$ 13,624	\$ 1,480	\$ 52	\$ 15,052

(1) Includes, as of June 30, 2004 and December 31, 2003, respectively, 80 securities with amortized cost of \$1,136 million (fair value, \$1,130 million) and 110 securities with amortized cost of \$1,157 million (fair value, \$1,188 million) that have been categorized based on expected NAIC designations pending receipt of SVO ratings.

Unrealized Losses from Fixed Maturity Securities

The following table sets forth the amortized cost and gross unrealized losses of fixed maturity securities attributable to the Financial Services Businesses where the estimated fair value had declined and remained below amortized cost by 20% or more for the following timeframes:

	As of June 30, 2004		As of December 31, 2003	
	Amortized Cost	Gross Unrealized Losses	Amortized Cost	Gross Unrealized Losses
(in millions)				
Less than six months	\$ 60	\$ 14	\$ 51	\$ 13
Six months or greater but less than nine months	2	1	—	—
Nine months or greater but less than twelve months	4	1	7	2
Twelve months and greater	—	—	—	—
Total	\$ 66	\$ 16	\$ 58	\$ 15

The gross unrealized losses as of June 30, 2004 were primarily concentrated in the transportation, foreign government securities and finance sectors while the gross unrealized losses as of December 31, 2003 were concentrated in the manufacturing and asset-backed securities sectors, as well as other corporate securities.

The following table sets forth the amortized cost and gross unrealized losses of fixed maturity securities attributable to the Closed Block Business where the estimated fair value had declined and remained below amortized cost by 20% or more for the following timeframes:

	As of June 30, 2004		As of December 31, 2003	
	Amortized Cost	Gross Unrealized Losses	Amortized Cost	Gross Unrealized Losses
(in millions)				
Less than six months	\$ 3	\$ 1	\$ 74	\$ 24
Six months or greater but less than nine months	—	—	—	—
Nine months or greater but less than twelve months	—	—	—	—
Twelve months and greater	—	—	—	—
Total	\$ 3	\$ 1	\$ 74	\$ 24

The gross unrealized losses as of June 30, 2004 were primarily concentrated in the foreign government sector while the gross unrealized losses as of December 31, 2003 were concentrated in the manufacturing, utilities, and transportation sectors.

Impairments of Fixed Maturity Securities

We classify our fixed maturity securities as either held to maturity or available for sale. Securities classified as held to maturity are those securities where we have the intent and ability to hold the securities until maturity. These securities are reflected at amortized cost in our consolidated statement of financial position. Securities not classified as held to maturity are considered available for sale, and, as a result, we record unrealized gains and losses to the extent that amortized cost is different from estimated fair value. All held to maturity securities and all available for sale securities with unrealized losses are subject to our review to identify other-than-temporary impairments in value. In evaluating whether a decline in value is other-than-temporary, we consider several factors including, but not limited to, the following:

- whether the decline is substantial;
- the duration of the decline (generally greater than six months);
- the reasons for the decline in value (credit event or interest rate related);
- our ability and intent to hold our investment for a period of time to allow for a recovery of value; and
- the financial condition of and near-term prospects of the issuer.

When we determine that there is an other-than-temporary impairment, we record a writedown to estimated fair value, which reduces the cost basis. The new cost basis of an impaired security is not adjusted for subsequent increases in estimated fair value. Estimated fair values for fixed maturities, other than private placement securities, are based on quoted market prices or prices obtained from independent pricing services. Estimated fair values for private placement fixed maturities are determined primarily by using a discounted cash flow model which considers the current market spreads between the U.S. Treasury yield curve and corporate bond yield curve, adjusted for type of issue, its current credit quality and its remaining average life. The estimated fair value of certain non-performing private placement fixed maturities is based on management's estimates. For a further discussion of impairments, see "—Realized Investment Gains" above.

Trading account assets supporting insurance liabilities

"Trading account assets supporting insurance liabilities" is comprised of investments that support experience-rated contracts of our Retirement and International Insurance segments. These assets are classified as trading and are carried at fair value. All investment results, which include realized and unrealized gains and losses, as well as net investment income, for these investments are reported in "Commissions and other income." Investment results on these assets will ultimately inure to contractholders. The following table sets forth the composition of our "trading account assets supporting insurance liabilities" portfolio as of the dates indicated.

	As of June 30, 2004		As of December 31, 2003	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(in millions)			
Short Term Investments	\$ 627	\$ 627	\$ —	\$ —
Fixed Maturities:				
U.S. Government	204	199	3	3
Foreign Government	183	180	37	38
Corporate Securities	8,859	8,569	17	15
Asset-Backed Securities	632	623	—	—
Mortgage Backed	1,350	1,327	—	—
Total Fixed Maturities	11,228	10,898	57	56
Equity Securities	324	395	32	32
Total trading account assets supporting insurance liabilities	\$ 12,179	\$ 11,920	\$ 89	\$ 88

As of June 30, 2004, 62% of the portfolio was comprised of publicly traded securities, versus 100% of the portfolio as of December 31, 2003. As of June 30, 2004, 97% of the fixed maturity portion of the portfolio was investment grade investments, versus 100% of the fixed maturity portion of the portfolio as of December 31, 2003. The change in the net holding gain or loss on these securities during the six months ended June 30, 2004 was a loss of \$258 million.

Commercial Loans

As of June 30, 2004, we held approximately 12% of our general account investments in commercial loans versus 11% as of December 31, 2003. These percentages are gross of a \$0.5 billion allowance for losses as of both June 30, 2004 and December 31, 2003.

Our loan portfolio strategy emphasizes diversification by property type and geographic location. The following tables set forth the breakdown of the gross carrying values of our commercial loan portfolio by geographic region and property type as of the dates indicated. The commercial loans that support experience-rated contracts of our Retirement segment are shown separately in the tables below.

	As of June 30, 2004				As of December 31, 2003			
	Financial Services Businesses		Closed Block Business		Financial Services Businesses		Closed Block Business	
	Gross Carrying Value	% of Total	Gross Carrying Value	% of Total	Gross Carrying Value	% of Total	Gross Carrying Value	% of Total
(\$ in millions)								
Commercial loans by region:								
U.S. Regions:								
Pacific	\$ 2,820	16.7%	\$ 2,664	37.3%	\$ 2,694	22.1%	\$ 2,607	36.9%
South Atlantic	1,581	9.4	1,416	19.8	1,654	13.5	1,392	19.7
Middle Atlantic	1,649	9.8	1,232	17.2	1,780	14.6	1,161	16.4
East North Central	854	5.1	544	7.6	849	7.0	513	7.3
West South Central	540	3.2	382	5.3	558	4.6	308	4.4
Mountain	490	2.9	374	5.2	478	3.9	420	5.9
West North Central	416	2.5	230	3.2	410	3.4	254	3.6
New England	225	1.3	222	3.1	323	2.6	280	4.0
East South Central	197	1.2	89	1.3	202	1.6	124	1.8
Subtotal—U.S.	8,772	52.1	7,153	100.0	8,948	73.3	7,059	100.0
Asia	2,907	17.3	—	—	3,020	24.7	—	—
Other	236	1.4	—	—	242	2.0	—	—
Commercial loans supporting experience-rated contracts of the Retirement segment	4,923	29.2	—	—	—	—	—	—
Total Commercial Loans	\$ 16,838	100.0%	\$ 7,153	100.0%	\$ 12,210	100.0%	\$ 7,059	100.0%

	As of June 30, 2004				As of December 31, 2003			
	Financial Services Businesses		Closed Block Business		Financial Services Businesses		Closed Block Business	
	Gross Carrying Value	% of Total	Gross Carrying Value	% of Total	Gross Carrying Value	% of Total	Gross Carrying Value	% of Total
(\$ in millions)								
Commercial loans by property type:								
Apartment complexes	\$ 2,803	16.7%	\$ 1,855	25.9%	\$ 2,909	23.8%	\$ 1,733	24.5%
Industrial buildings	1,995	11.8	1,658	23.2	1,805	14.8	1,574	22.3
Office buildings	1,752	10.4	1,590	22.2	1,770	14.5	1,585	22.4
Residential properties	1,287	7.6	5	0.1	1,360	11.1	6	0.1
Agricultural properties	1,006	6.0	826	11.6	1,010	8.3	854	12.1
Retail stores	670	4.0	682	9.5	906	7.4	833	11.9
Other	296	1.8	537	7.5	290	2.4	474	6.7
Subtotal of collateralized loans	9,809	58.3	7,153	100.0	10,050	82.3	7,059	100.0
Uncollateralized loans	2,106	12.5	—	—	2,160	17.7	—	—
Commercial loans supporting experience-rated contracts of the Retirement segment	4,923	29.2	—	—	—	—	—	—
Total Commercial Loans	\$ 16,838	100.0%	\$ 7,153	100.0%	\$ 12,210	100.0%	\$ 7,059	100.0%

Commercial Loan Quality

We establish valuation allowances for loans that are determined to be non-performing as a result of our loan review process. We define a non-performing loan as a loan for which it is probable that amounts due according to the contractual terms of the loan agreement will not be collected. Valuation allowances for a non-performing loan are recorded based on the present value of expected future cash flows discounted at the loan's effective interest rate or based on the fair value of the collateral if the loan is collateral dependent. We record subsequent adjustments to our valuation allowances when appropriate.

The following tables set forth the gross carrying value for commercial loans by loan classification as of the dates indicated:

	As of June 30, 2004		As of December 31, 2003	
	Financial Services Businesses	Closed Block Business	Financial Services Businesses	Closed Block Business
	(in millions)			
Performing	\$ 11,479	\$ 7,146	\$ 11,709	\$ 7,029
Delinquent, not in foreclosure	348	6	391	1
Delinquent, in foreclosure	5	1	23	5
Restructured	83	—	87	24
Commercial loans supporting experience-rated contracts of the Retirement segment	4,923	—	—	—
Total Commercial Loans	\$ 16,838	\$ 7,153	\$ 12,210	\$ 7,059

The following table sets forth the change in valuation allowances for our commercial loan portfolio as of the dates indicated:

	As of June 30, 2004	
	Financial Services Businesses	Closed Block Business
	(in millions)	
Allowance, beginning of year	\$ 436	\$ 53
Release of allowance for losses	(6)	(17)
Charge-offs, net of recoveries	(1)	—
Change in foreign exchange	(3)	—
Allowance, end of period	\$ 426	\$ 36

Equity Securities

Our equity securities consist principally of investments in common stock of publicly traded companies, and to a lesser extent privately held companies.

The following table sets forth the composition of our equity securities portfolio attributable to the Financial Services Businesses and the associated gross unrealized gains and losses as of the dates indicated:

	As of June 30, 2004				As of December 31, 2003			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(in millions)							
Public equity	\$ 1,194	\$ 167	\$ 25	\$ 1,336	\$ 984	\$ 97	\$ 38	\$ 1,043
Private equity	59	9	1	67	44	15	1	58
Total Equity	\$ 1,253	\$ 176	\$ 26	\$ 1,403	\$ 1,028	\$ 112	\$ 39	\$ 1,101

The following table sets forth the composition of our equity securities portfolio attributable to the Closed Block Business and the associated gross unrealized gains and losses as of the dates indicated:

	As of June 30, 2004				As of December 31, 2003			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(in millions)							
Public equity	\$ 1,912	\$ 504	\$ 42	\$ 2,374	\$ 1,748	\$ 574	\$ 50	\$ 2,272
Private equity	16	—	—	16	6	4	—	10
Total Equity	\$ 1,928	\$ 504	\$ 42	\$ 2,390	\$ 1,754	\$ 578	\$ 50	\$ 2,282

Unrealized Losses from Equity Securities

The following table sets forth the cost and gross unrealized losses of our equity securities attributable to the Financial Services Businesses where the estimated fair value had declined and remained below cost by 20% or more for the following timeframes:

	As of June 30, 2004		As of December 31, 2003	
	Cost	Gross Unrealized Losses	Cost	Gross Unrealized Losses
	(in millions)			
Less than six months	\$ 4	\$ 1	\$ 11	\$ 3
Six months or greater but less than nine months	—	—	—	—
Nine months or greater but less than twelve months	—	—	—	—
Twelve months and greater	3	1	3	1
Total	\$ 7	\$ 2	\$ 14	\$ 4

The gross unrealized losses as of June 30, 2004 were primarily concentrated in the services, other corporate, and manufacturing sectors, while the gross unrealized losses as of December 31, 2003 were concentrated in the manufacturing and transportation sectors.

The following table sets forth the cost and gross unrealized losses of our equity securities attributable to the Closed Block Business where the estimated fair value had declined and remained below cost by 20% or more for the following timeframes:

	As of June 30, 2004		As of December 31, 2003	
	Cost	Gross Unrealized Losses	Cost	Gross Unrealized Losses
	(in millions)			
Less than six months	\$ 6	\$ 2	\$ 13	\$ 4
Six months or greater but less than nine months	—	—	—	—
Nine months or greater but less than twelve months	—	—	—	—
Twelve months and greater	—	—	—	—
Total	\$ 6	\$ 2	\$ 13	\$ 4

The gross unrealized losses as of June 30, 2004 were primarily concentrated in the public utilities, services, and retail and wholesale sectors, while the gross unrealized losses as of December 31, 2003 were concentrated in the retail and wholesale, manufacturing, and services sectors.

Impairments of Equity Securities

We classify all of our equity securities as available-for-sale, and, as a result, we record unrealized gains and losses to the extent cost is different from estimated fair value. All securities with unrealized losses are subject to our review to identify other-than-temporary impairments in value. In evaluating whether a decline in value is other-than-temporary, we consider several factors including, but not limited to, the following:

- whether the decline is substantial;
- the duration of the decline (generally greater than six months);
- the reasons for the decline in value (credit event or market fluctuation);
- our ability and intent to hold the investment for a period of time to allow for a recovery of value; and
- the financial condition of and near-term prospects of the issuer.

Where we have determined that there is an other-than-temporary impairment, we record a writedown to estimated fair value, which adjusts the cost basis. The new cost basis of an impaired security is not adjusted for subsequent increases in fair value. Estimated fair values for publicly traded equity securities are based on quoted market prices or prices obtained from independent pricing services. Fair values for privately traded equity securities are established using valuation and discounted cash flow models that call for a substantial level of judgment from management. For a further discussion of impairments, see “—Realized Investment Gains” above.

Other Long-Term Investments

“Other long-term investments” are comprised as follows:

	As of June 30, 2004		As of December 31, 2003	
	Financial Services Businesses	Closed Block Business	Financial Services Businesses	Closed Block Business
(in millions)				
Joint ventures and limited partnerships:				
Real estate related	\$ 240	\$ 294	\$ 84	\$ 284
Non real estate related	500	746	482	758
Real estate held through direct ownership	1,414	38	1,160	21
Separate accounts	1,220	—	1,273	—
Other	283	(14)	703	(22)
Total other long-term investments	\$ 3,657	\$ 1,064	\$ 3,702	\$ 1,041

Trading Account Assets Supporting Insurance Liabilities

In the second quarter, we modified our definition of adjusted operating income to address our acquisition of CIGNA’s retirement business. Certain products acquired in the acquisition, as well as certain Prudential legacy products included in the International Insurance segment, are experience-rated in that the investment results associated with these products will ultimately inure to contractholders. The investments supporting the experience-rated products are classified as trading. These trading investments are reflected on the balance sheet as “Trading account assets supporting insurance liabilities, at fair value” and all investment results are reported in “Commissions and other income.” Results for the three and six months ended June 30, 2004 include the recognition of investment losses on “Trading account assets supporting insurance liabilities, at fair value” of \$322 million and \$272 million, respectively. These losses primarily represent interest-rate related mark-to-market adjustments on fixed maturity securities. Consistent with our treatment of “Realized investment gains (losses), net,” these losses, which will ultimately inure to the contractholders, are excluded from adjusted

operating income. In addition, results for the three and six months ended June 30, 2004 include reductions in contractholder liabilities due to asset value changes in the pool of investments that support these experience-rated contracts, of \$183 million and \$133 million, respectively. These reductions, which are reflected in “Interest credited to policyholders’ account balances,” include the impact of a decline in value of mortgage loans of \$44 million for the three and six months ended June 30, 2004, as, under GAAP, the decline in the value of the mortgage loans is not recognized in income in the current period, while the impact of this decline is reflected as a reduction of the liability to contractholders in the current period. The remainder of the decline for the three and six months ended June 30, 2004 primarily reflects a decline in the value of fixed maturity securities, whose decline is immediately recognized as a reduction in the liability to contractholders.

Divested Businesses

Our income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change includes results from several businesses that have been or will be sold or exited that do not qualify for “discontinued operations” accounting treatment under GAAP. The results of divested business are reflected in our Corporate and Other operations. A summary of the income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change for these businesses is as follows for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
	(in millions)			
Property and casualty insurance	\$ 4	\$ (386)	\$ (10)	\$ (381)
Prudential Securities capital markets	(7)	(15)	(9)	(22)
Other divested businesses	(6)	(12)	(11)	(21)
Total loss from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change	(9)	(413)	(30)	(424)
Less: Realized investment gains (losses), net	—	(3)	—	(10)
Divested business excluding realized gain (losses), net	\$ (9)	\$ (410)	\$ (30)	\$ (414)

Results of the property and casualty insurance business for the three and six months ended June 30, 2003 include a charge of \$455 million related to the sale of these operations, which was completed in the fourth quarter of 2003.

Liquidity and Capital Resources

Prudential Financial Liquidity

The principal sources of funds available to Prudential Financial, the parent holding company, to meet its obligations, including the payment of shareholder dividends, debt service, capital contributions and obligations to subsidiaries and operating expenses, are cash and short-term investments, dividends, returns of capital and interest income from its subsidiaries. These sources of funds are complemented by Prudential Financial's capital markets access. We believe that cash flows from these sources are sufficient to satisfy the current liquidity requirements of Prudential Financial. As of June 30, 2004, Prudential Financial had cash and short-term investments of approximately \$1.5 billion, a decrease of \$262 million, or 15%, from December 31, 2003. Principal sources and uses of cash and short-term investments at Prudential Financial for the six months ended June 30, 2004 were as follows:

	Six Months Ended June 30, 2004
	(in millions)
Sources:	
Dividends and returns of capital from subsidiaries(1)	\$ 1,010
Proceeds from the issuance of long-term debt	498
Proceeds from the issuance of retail medium-term notes(2)	144
Other	86
Total sources	1,738
Uses:	
Capital contributions to subsidiaries(3)	(231)
Share repurchases	(743)
Repayments of short-term debt(4)	(44)
Demutualization consideration(5)	(542)
Loans to subsidiaries, net of maturities	(111)
Transfer of cash and liabilities to subsidiary	(78)
Shareholder dividends	(44)
Purchase of funding agreement notes from Prudential Insurance(2)	(144)
Other	(63)
Total uses	(2,000)
Net decrease in cash and short-term investments	\$ (262)

- (1) Includes dividends and returns of capital of \$376 million from Prudential Insurance, \$260 million from our international insurance and investments subsidiaries, \$210 million from our bank holding company, \$74 million from our asset management subsidiaries, \$67 million from American Skandia, and \$23 million from our other subsidiaries.
- (2) Proceeds from the issuance of retail medium-term notes under our retail note program are used to purchase funding agreements from Prudential Insurance. See "—Financing Activities" for a discussion of our retail note program.
- (3) Includes capital contributions of \$161 million to our international insurance and investments subsidiaries and \$70 million to our other subsidiaries.
- (4) For a discussion of this activity see "—Financing Activities."
- (5) Includes demutualization consideration paid to eligible policyholders and payments related to policy credit notes issued to Prudential Insurance. See "—Uses of Capital—Demutualization Consideration" for a discussion of this activity.

Prudential Financial Capital Adequacy—Financial Services Businesses

Prudential Financial seeks to capitalize its businesses consistent with risk, ratings objectives and regulatory requirements, all of which are considered when determining the capital requirements for the Company. Our ratings objectives are “AA/Aa/AA” for Standard & Poor’s Ratings Group (“S&P”), Moody’s Investors Service, Inc. (“Moody’s”) and Fitch Ratings Ltd. (“Fitch”), respectively, and “A+” for A.M. Best Company (“A.M. Best”) for our core domestic life insurance companies. Our debt rating objectives are “A” for S&P, Moody’s and Fitch and “a” for A.M. Best for Prudential Financial. For updates to our ratings since December 31, 2003, see “—Ratings.”

The primary components of capitalization for the Financial Services Businesses consist of the equity we attribute to the Financial Services Businesses, excluding unrealized gains and losses on investments, the contractual obligations of holders of our Equity Security Units to purchase Prudential Financial, Inc. Common Stock in November, 2004, and outstanding borrowings of the Financial Services Businesses that are ascribed to “general corporate purposes” as discussed below under “—Financing Activities.” Based on these components, the capital position of the Financial Services Businesses as of June 30, 2004, was as follows:

	June 30, 2004
	(in millions)
Attributed equity (excluding unrealized gains and losses on investments)	\$ 18,695
Equity Security Units	690
Debt used for general corporate purposes	2,608
Total capital	\$ 21,993

As shown in the table above, as of June 30, 2004, the Financial Services Businesses had approximately \$22 billion in capital, all of which was available to support the aggregate capital requirements in its three divisions and its Corporate and Other operations. Based on our assessments of these businesses and operations, we believe that the capital of the Financial Services Businesses exceeds the amount required to support its current business risks. We believe that this capital, combined with unused borrowing capacity as discussed below, totals \$2.5 billion to \$3.0 billion. Although some of these resources are in our regulated subsidiaries, and their availability is subject to prior regulatory notice, approval or non-disapproval, we believe these resources give us substantial financial flexibility.

The Risk Based Capital (“RBC”) ratio is the primary measure by which we evaluate the capital adequacy of Prudential Insurance, which encompasses businesses of both the Financial Services Businesses and the Closed Block Business. We manage Prudential Insurance’s RBC ratio to a level consistent with our ratings targets. RBC is determined by statutory formulas that consider risks related to the type and quality of the invested assets, insurance-related risks associated with Prudential Insurance’s products, interest rate risks and general business risks. The RBC ratio calculations are intended to assist insurance regulators in measuring the adequacy of Prudential Insurance’s statutory capitalization.

We are continuing the process of arranging reinsurance of the Closed Block. Entering into these arrangements allows the RBC formula treatment of the Closed Block to more closely reflect its economics.

On April 1, 2004, Prudential Insurance purchased CIGNA’s retirement business, which was subsequently renamed as Prudential Retirement Insurance and Annuity Company (“PRIAC”), for \$2.1 billion. After considering the effects of the acquisition of PRIAC, the Prudential Insurance distribution (see “—Restrictions on Dividends and Returns of Capital from Subsidiaries”) and Closed Block reinsurance, we expect that Prudential Insurance will continue to meet or exceed its RBC target level.

We also consider borrowing capacity in evaluating the capital position and financial flexibility of the Financial Services Businesses. We believe that a ratio of debt used for general corporate purposes to total capital equal to 20% or less is consistent with our ratings objectives for Prudential Financial. Our ratio as of June 30,

2004 of 12.5% implies that the Financial Services Businesses could incur up to \$2.1 billion in additional borrowing for general corporate purposes (including reallocating investment related borrowings at Prudential Financial) and remain consistent with our ratings objectives.

Uses of Capital and Liquidity

CIGNA Retirement Acquisition. As noted above, we used \$2.1 billion of capital to fund the purchase price for the acquisition of CIGNA's retirement business, which closed on April 1, 2004.

Share Repurchases. During the first half of 2004, the Company acquired 16.7 million shares of its Common Stock at a total cost of approximately \$749 million.

On February 10, 2004, Prudential Financial's Board of Directors authorized a new stock repurchase program under which Prudential Financial is authorized to purchase up to \$1.5 billion of its outstanding Common Stock in 2004. The timing and amount of any repurchases under the authorization will be determined by management based on market conditions and other considerations, and such repurchases may be effected in the open market or through negotiated transactions. As of June 30, 2004, \$751 million of the \$1.5 billion is available for share repurchases. This stock repurchase program supersedes all previous repurchase programs.

Demutualization Consideration. During the first six months of 2004, Prudential Financial paid out \$242 million in demutualization consideration to eligible policyholders whom we have located since the time of demutualization and to governmental authorities in respect of other eligible policyholders we continue to be unable to locate. We remain obligated to disburse additional payments of \$570 million to governmental authorities to the extent we are still unable to locate remaining eligible policyholders within a prescribed period of time specified by state escheat laws. These laws historically required remittance to the states in periods that typically ranged from three to seven years, but many states have enacted new legislation that reduces the escheatment time period and a number of other states are pursuing similar legislation. Liabilities relating to demutualization consideration payments were established at the time of demutualization in 2001. In addition, at the time of demutualization, Prudential Financial made a contribution of \$1.050 billion to Prudential Insurance to cover demutualization consideration for eligible policyholders who received policy credits as a part of our demutualization. The contribution was financed with proceeds from the purchase by Prudential Insurance of a series of notes issued by Prudential Financial with market rates of interest and maturities ranging from nineteen months to three years. During the first six months of 2004, \$300 million of notes matured. Of the remaining notes, \$300 million matures in 2004 and \$150 million matures in 2005.

Restrictions on Dividends and Returns of Capital from Subsidiaries

Our insurance and various other companies are subject to regulatory limitations on the payment of dividends and on other transfers of funds to affiliates. With respect to Prudential Insurance, New Jersey insurance law provides that, except in the case of extraordinary dividends or distributions, all dividends or distributions paid by Prudential Insurance may be declared or paid only from unassigned surplus, as determined pursuant to statutory accounting principles, less unrealized investment gains and revaluation of assets. Prudential Insurance also must notify the New Jersey insurance regulator of its intent to pay a dividend. If the dividend, together with other dividends or distributions made within the preceding twelve months, would exceed a specified statutory limit, Prudential Insurance must also obtain a non-disapproval from the New Jersey insurance regulator. The current statutory limitation applicable to New Jersey life insurers generally is the greater of 10% of the prior calendar year's statutory surplus or the prior calendar year's statutory net gain from operations (excluding realized investment gains and losses). In addition to these regulatory limitations, the terms of the IHC debt contain restrictions potentially limiting dividends by Prudential Insurance applicable to the Financial Services Businesses in the event the Closed Block Business is in financial distress and under other circumstances. On April 28, 2004, Prudential Insurance made a distribution of \$590 million to Prudential Holdings, LLC. Prudential Holdings, LLC in turn paid \$376 million of such distribution to Prudential Financial. The remainder of the distribution is held as collateral for the benefit of the IHC debt holders.

The laws regulating dividends of the other states and foreign jurisdictions where our other insurance companies are domiciled are similar, but not identical, to New Jersey's. Pursuant to Gibraltar Life's reorganization, in addition to regulatory restrictions, there are certain restrictions on Gibraltar Life's ability to pay dividends to Prudential Financial. There are also regulatory restrictions on the payment of dividends by Prudential Life Insurance Company Ltd ("Prudential of Japan"). We anticipate that it will be several years before these restrictions will allow Gibraltar Life and Prudential of Japan to pay dividends. The ability of our asset management subsidiaries, and the majority of our other operating subsidiaries, to pay dividends is unrestricted.

Liquidity of Subsidiaries

Domestic Insurance Subsidiaries

General Liquidity

Liquidity refers to a company's ability to generate sufficient cash flows to meet the needs of its operations. We manage the liquidity of our domestic insurance operations to ensure stable, reliable and cost-effective sources of cash flows to meet all of our obligations. Liquidity is provided by a variety of sources, as described more fully below, including portfolios of liquid assets. The investment portfolios of our domestic and foreign insurance operations are integral to the overall liquidity of those operations. We segment our investment portfolios and employ an asset/liability management approach specific to the requirements of our product lines. This enhances the discipline applied in managing the liquidity, as well as the interest and credit risk profiles, of each portfolio in a manner consistent with the unique characteristics of the product liabilities.

Liquidity is monitored through the use of internally developed benchmarks, which take into account the characteristics of the asset portfolio. The results are affected substantially by the overall quality of our investments.

Our domestic insurance companies' flexibility and liquidity are enhanced through access to a variety of instruments available for funding and/or to manage short-term cash flow mismatches, including securities lending and repurchase agreements, commercial paper (issued through Prudential Funding, LLC, discussed below), medium- and long-term debt and other capital securities. Although our domestic insurance companies generate adequate cash flow to meet the needs of their normal operations, they may incur indebtedness from time to time to fund expansion, investment opportunities, temporary cash flow timing mismatches and the retirement of debt.

Cash Flow from Operations

The principal sources of liquidity of Prudential Insurance and our other domestic insurance subsidiaries are premiums and annuity considerations, investment and fee income and investment maturities and sales associated with our insurance, annuities and guaranteed products operations. Principal uses of liquidity relate to benefits, claims, dividends paid to policyholders, and payments to policyholders and contractholders in connection with surrenders, withdrawals and net policy loan activity. Uses of liquidity also include commissions, general and administrative expenses, purchases of investments, and repayments in connection with financing activities.

In managing the liquidity of our domestic insurance operations, we consider the risk of policyholder and contractholder withdrawals of funds earlier than our assumptions in selecting assets to support these contractual obligations. We use surrender charges and other contract provisions to mitigate the extent, timing and profitability impact of withdrawals of funds by customers from annuity contracts and deposit liabilities. The following table sets forth withdrawal characteristics of our general account annuity reserves and deposit liabilities (based on statutory liability values) as of the dates indicated.

	June 30, 2004		December 31, 2003	
	Amount	% of Total	Amount	% of Total
(\$ in millions)				
Not subject to discretionary withdrawal provisions	\$ 20,956	35%	\$ 18,869	43%
Subject to discretionary withdrawal, with adjustment:				
With market value adjustment	18,232	30%	5,603	12%
At market value	1,056	2%	919	2%
At contract value, less surrender charge of 5% or more	2,664	4%	2,535	6%
Subtotal	42,908	71%	27,926	63%
Subject to discretionary withdrawal at contract value with no surrender charge or surrender charge of less than 5%	17,091	29%	16,202	37%
Total annuity reserves and deposit liabilities	\$ 59,999	100%	\$ 44,128	100%

Gross account withdrawals for our domestic insurance operations' products amounted to \$5.4 billion, including \$1.1 billion associated with the businesses of PRIAC, and \$3.4 billion for the first six months of 2004 and 2003, respectively. These withdrawals include contractually scheduled maturities of general account guaranteed investment contracts of \$727 million and \$703 million for the first six months of 2004 and 2003, respectively. Since these contractual withdrawals, as well as the level of surrenders experienced, were consistent with our assumptions in asset liability management, the associated cash outflows did not have an adverse impact on our overall liquidity.

Individual life insurance policies are less susceptible to withdrawal than our annuity reserves and deposit liabilities because policyholders may incur surrender charges and undergo a new underwriting process in order to obtain a new insurance policy. Annuity benefits under group annuity contracts are generally not subject to early withdrawal. Included in the table above are approximately 35% of annuity reserves and deposit fund liabilities that are not subject to early withdrawal as of June 30, 2004.

Total annuity reserves and deposit liabilities as of June 30, 2004, shown in the table above include \$14.8 billion related to the businesses of PRIAC. Approximately 86% of the reserves and deposit liabilities of PRIAC are subject to discretionary withdrawal with a market value adjustment.

The domestic insurance operations' cash flows from investment activities result from repayments of principal, proceeds from maturities and sales of invested assets and investment income, net of amounts reinvested. The primary liquidity risks with respect to these flows are the risk of default by debtors, our counterparties' willingness to extend repurchase and/or securities lending arrangements, and market volatility. We closely monitor and manage these risks through the credit risk management process and regular monitoring of our liquidity position.

We believe that cash flows from our insurance, annuity and guaranteed products operations are adequate to satisfy liquidity requirements of these operations based on our current liability structure and considering a variety of reasonably foreseeable stress scenarios. The continued adequacy of this liquidity will depend upon factors including future securities market conditions, changes in interest rate levels and policyholder perceptions of our financial strength, which could lead to reduced cash inflows or increased cash outflows.

Liquid Assets

Liquid assets include cash, cash-equivalents, short-term investments, fixed maturities and public equity securities. As of June 30, 2004 and December 31, 2003, the domestic insurance operations had \$127.9 billion and \$108.2 billion in liquid assets, respectively. As of June 30, 2004, \$105.5 billion, or 90% of the fixed maturity investments held in our domestic insurance company general account portfolios were rated investment grade. The remaining \$11.3 billion, or 10% of fixed maturity investments were rated non-investment grade. We consider attributes of the various categories of liquid assets (for example, type of asset and credit quality) in calculating internal liquidity benchmark results in order to evaluate the adequacy of our domestic insurance operations' liquidity under a variety of stress scenarios. We believe that the liquidity profile of our assets is sufficient to satisfy liquidity requirements under reasonably foreseeable stress scenarios.

Prudential Funding, LLC

Prudential Funding, LLC ("Prudential Funding"), a wholly owned subsidiary of Prudential Insurance, continues to serve as a source of financing for Prudential Insurance and its subsidiaries, as well as for other subsidiaries of Prudential Financial. Prudential Funding operates under a support agreement with Prudential Insurance whereby Prudential Insurance has agreed to maintain Prudential Funding's positive tangible net worth at all times. Prudential Funding borrows funds primarily through the direct issuance of commercial paper and private placement medium-term notes. Prudential Funding's outstanding loans to other subsidiaries of Prudential Financial are expected to decline over time as it transitions into a financing company primarily for Prudential Insurance and its remaining subsidiaries. We anticipate that our other subsidiaries will borrow directly from third parties and from Prudential Financial, as well as from Prudential Funding from time to time. The impact of Prudential Funding on liquidity is considered in the internal liquidity benchmarks of the domestic insurance operations.

As of June 30, 2004, Prudential Financial, Prudential Insurance and Prudential Funding had unsecured committed lines of credit totaling \$2.5 billion. Currently, Prudential Insurance and Prudential Funding have access to \$1.5 billion of these lines and there were no outstanding borrowings under these facilities as of June 30, 2004 or December 31, 2003. For a further discussion on lines of credit, see "—Financing Activity—Lines of Credit and Other Credit Facilities."

International Insurance Subsidiaries

In our international insurance operations, liquidity is provided through ongoing operations as well as portfolios of liquid assets. In managing the liquidity and the interest and credit risk profiles of our international insurance portfolios, we employ a discipline similar to the discipline employed for domestic insurance subsidiaries. Liquidity is monitored through the use of internal liquidity benchmarks taking into account the liquidity of the asset portfolios.

Similar to our domestic operations, in managing the liquidity of these operations we consider the risk of policyholder and contractholder withdrawals of funds earlier than our assumptions in selecting assets to support these contractual obligations. As of June 30, 2004, and December 31, 2003, our international insurance subsidiaries had total insurance related liabilities (other than dividends payable to policyholders) of \$38.9 billion and \$38.3 billion, respectively. Of those amounts, \$27.9 billion and \$28.8 billion are associated with Gibraltar Life, our largest international insurance subsidiary. Concurrent with our acquisition of Gibraltar Life in April 2001, substantially all of its insurance liabilities were restructured, under a reorganization, to include special surrender penalties on existing policies. These charges mitigate the extent, timing, and profitability impact of withdrawals of funds by customers and apply to \$24.7 billion and \$25.8 billion of Gibraltar Life's insurance related reserves as of June 30, 2004, and December 31, 2003, respectively. The following table sets forth the schedule (for each fiscal year ending March 31) of special surrender charges on policies that were in force at the time of the acquisition:

2002	2003	2004	2005	2006	2007	2008	2009
15%	14%	12%	10%	8%	6%	4%	2%

Policies issued by Gibraltar Life post-acquisition are not subject to the above restructured policy surrender charge schedule. Policies issued post-acquisition are subject to discretionary withdrawal at contract value, less applicable surrender charges, currently 5% or more.

Prudential of Japan, with \$9.0 billion and \$7.8 billion of general account insurance related liabilities (other than dividends to policyholders) as of June 30, 2004, and December 31, 2003, respectively, is our second largest international insurance subsidiary. Prudential of Japan did not have a material amount of general account annuity reserves and deposit liabilities subject to discretionary withdrawal as of June 30, 2004 or December 31, 2003. Additionally, we believe that the individual life insurance policies sold by Prudential of Japan do not have significant withdrawal risk because policyholders may incur surrender charges and must undergo a new underwriting process in order to obtain a new insurance policy.

As of June 30, 2004, and December 31, 2003, our international insurance subsidiaries had cash and short-term investments of approximately \$1.5 billion and \$1.6 billion, respectively, and fixed maturity investments with fair values of \$30.8 billion and \$30.2 billion, respectively. We believe that ongoing operations and the liquidity profile of our international insurance assets provide sufficient liquidity in reasonably foreseeable stress scenarios.

Prudential Securities Group Capital and Liquidity

Prudential Securities Group's assets totaled \$6.8 billion and \$7.5 billion as of June 30, 2004, and December 31, 2003, respectively. The businesses within Prudential Securities Group, including our investment in Wachovia Securities, continue to maintain sufficiently liquid balance sheets consisting mostly of cash and cash equivalents, segregated client assets, short-term collateralized receivables from clients and broker-dealers, and collateralized loans to clients. Prudential Securities Group's total capitalization, including equity, subordinated debt and long-term debt, was \$2.3 billion and \$2.4 billion as of June 30, 2004, and December 31, 2003, respectively.

In October 2000, we announced that we would terminate our institutional fixed income activities that constituted the major portion of the debt capital markets operations of Prudential Securities Group. As of June 30, 2004, Prudential Securities Group had remaining assets amounting to approximately \$416 million related to its institutional fixed income activities, compared to \$700 million as of December 31, 2003.

Financing Activities

As of June 30, 2004, and December 31, 2003, total short- and long-term debt of the Company was \$11.2 billion and \$10.3 billion, respectively, including debt associated with the Financial Services Businesses and the Closed Block Business. Outstanding short- and long-term debt of the parent company amounted to \$3.2 billion as of June 30, 2004 and \$2.6 billion as of December 31, 2003, which is included in the total consolidated outstanding short- and long-term debt of the Company.

Prudential Financial is authorized to borrow funds from various sources to meet its capital needs, as well as the capital needs of its subsidiaries. The following table sets forth the outstanding short- and long-term debt of Prudential Financial, including that related to the Equity Security Units, as of the dates indicated:

	<u>June 30, 2004</u>	<u>December 31, 2003</u>
	(in millions)	
Borrowings:		
General obligation short-term debt	\$ 368	\$ 412
General obligation long-term debt:		
Senior debt	1,981	1,492
Retail medium-term notes	143	—
Debt related to Equity Security Units(1)	702	711
	<u> </u>	<u> </u>
Total general obligations	<u>\$ 3,194</u>	<u>\$ 2,615</u>

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- (1) Long-term debt includes debt related to Prudential Financial's Equity Security Units. The \$702 million and \$711 million includes \$690 million corresponding to contractual obligations of Equity Security Unit investors to purchase Prudential Financial Common Stock in November 2004.

Prudential Financial's short-term debt includes commercial paper borrowings of \$368 million and \$412 million as of June 30, 2004 and December 31, 2003, respectively. The weighted average interest rate on the commercial paper borrowings under this program was 1.10% and 1.35% for the first six months of 2004 and 2003, respectively.

To enhance financial flexibility, Prudential Financial filed a \$5 billion shelf registration statement, effective April 25, 2003, with the Securities and Exchange Commission, which permits the issuance of public debt, equity and hybrid securities. The total principal amount of debt outstanding under this shelf program as of June 30, 2004 was \$2.1 billion.

The total principal amount of debt outstanding under Prudential Financial's domestic medium-term note program as of June 30, 2004 and December 31, 2003 was \$2.0 billion and \$1.5 billion, respectively. The weighted average interest rate on Prudential Financial's long-term debt, including the effect of interest rate hedging activity, was 4.14% for the first six months of 2004 compared to 2.00% for the first six months of 2003.

On March 25, 2004, Prudential Financial allocated \$1.0 billion of the \$5.0 billion shelf registration for the purpose of issuing retail medium-term notes. This retail note program represents a funding source for a spread product of the Retirement segment that is economically similar to funding agreement-backed Guaranteed Investment Contracts ("GICs") issued to institutional investors, except that the notes are senior obligations of Prudential Financial and are purchased by retail investors. The total principal amount of debt outstanding under this program as of June 30, 2004 was \$143 million. The weighted average interest rate on this debt, including the effect of interest rate hedging activity, was 2.78% for the first six months of 2004.

Effective June 2004, we formally allocated all of the \$1.0 billion of the unsecured committed line of credit expiring in May of 2009 to Prudential Financial. There were no outstanding borrowings under this facility as of June 30, 2004. For a discussion of our lines of credit, see "—Lines of Credit and Other Credit Facilities" below.

Current capital markets activities for the consolidated company principally consist of unsecured short-term and long-term debt borrowings issued at Prudential Funding and Prudential Financial, unsecured third party bank borrowing, and asset-based or secured forms of financing. The secured financing arrangements include transactions such as securities lending and repurchase agreements, which we generally use to finance liquid securities in our short-term spread portfolios, primarily within Prudential Insurance.

The following table sets forth total consolidated borrowings of the Company as of the dates indicated:

	June 30, 2004	December 31, 2003
	(in millions)	
Borrowings:		
General obligation short-term debt	\$ 5,022	\$ 4,738
General obligation long-term debt:		
Senior debt	2,987	2,400
Surplus notes	691	691
Debt related to Equity Security Units(1)	702	711
Total general obligation long-term debt	4,380	3,802
Total general obligations	9,402	8,540
Limited and non-recourse borrowing:		
Limited and non-recourse short-term debt	1	1
Limited and non-recourse long-term debt(2)	1,807	1,808
Total limited and non-recourse borrowing	1,808	1,809
Total borrowings(3)	11,210	10,349
Total asset-based financing	17,796	17,038
Total borrowings and asset-based financings	\$ 29,006	\$ 27,387

- (1) Long-term debt as of June 30, 2004 and December 31, 2003, includes debt related to Prudential Financial's Equity Security Units. The \$702 million and \$711 million include \$690 million corresponding to contractual obligations of Equity Security Unit investors to purchase Prudential Financial Common Stock in November 2004.
- (2) As of June 30, 2004 and December 31, 2003, \$1.75 billion of limited and non-recourse debt outstanding is attributable to the Closed Block Business.
- (3) Does not include \$1.8 billion of medium-term notes of consolidated trust entities secured by funding agreements purchased with the proceeds of such notes. These notes are included in "Policyholders' account balances."

Total general debt obligations increased by \$862 million, or 10%, from December 31, 2003, reflecting a \$578 million net increase in long-term debt and a \$284 million net increase in short-term debt. The increase in long-term debt was driven primarily by approximately \$500 million of long-term debt issuance at Prudential Financial as well as approximately \$140 million of retail medium-term notes issued under our retail note program at Prudential Financial. The net increase in short-term debt was driven by the increased aggregate needs of our businesses.

Asset-based financing increased by approximately \$760 million primarily due to our taking advantage of market opportunities in our spread and hedge portfolios.

Prudential Funding's commercial paper borrowings as of June 30, 2004 and December 31, 2003, were \$3.6 billion and \$2.8 billion, respectively. In the second quarter of 2002, Prudential Financial issued a subordinated guarantee covering Prudential Funding's domestic commercial paper program. The weighted average interest rates on the commercial paper borrowings under this program were 1.02% and 1.24% for the first six months of 2004 and 2003, respectively.

The total principal amount of debt outstanding under Prudential Funding's domestic medium-term note programs as of June 30, 2004 and December 31, 2003 was \$772 million and \$1.2 billion, respectively. The weighted average interest rates on Prudential Funding's long-term debt, including the effect of interest rate hedging activity, were 1.83% for the first six months of 2004 compared to 1.96% for the first six months of 2003.

We had outstanding surplus notes totaling \$691 million as of both June 30, 2004 and December 31, 2003. These debt securities, which are included as surplus of Prudential Insurance on a statutory accounting basis, are subordinate to other Prudential Insurance borrowings and to policyholder obligations and are subject to regulatory approvals for principal and interest payments.

Our total borrowings consist of amounts used for general corporate purposes, investment related debt, securities business related debt and debt related to specified other businesses. Borrowings used for general corporate purposes include those used for cash flow timing mismatches at Prudential Financial, Prudential Financial's investments in equity and debt securities of subsidiaries and amounts utilized for regulatory capital purposes. Investment related borrowings consist of debt issued to finance specific investment assets or portfolios of investment assets, including institutional spread lending investment portfolios, real estate and real estate related investments held in consolidated joint ventures, as well as institutional and insurance company portfolio cash flow timing differences. Securities business related debt consists of debt issued to finance primarily the liquidity of our broker-dealers and our capital markets and other securities business related operations. Debt related to specified other businesses consists of borrowings associated with our discontinued consumer banking business, the individual annuity business, real estate franchises and relocation services. Borrowings under which either the holder is entitled to collect only against the assets pledged to the debt as collateral, or has only very limited rights to collect against other assets, have been classified as limited and non-recourse debt. Consolidated borrowings as of June 30, 2004 and December 31, 2003 include \$1.75 billion of limited and non-recourse debt attributable to the Closed Block Business.

The following table summarizes our borrowings, categorized by use of proceeds, as of the dates indicated:

	June 30, 2004	December 31, 2003
	(in millions)	
General obligations:		
General corporate purposes	\$ 2,608	\$ 1,966
Investment related	2,822	1,542
Securities business related	2,507	2,909
Specified other businesses	763	1,412
Equity Security Units(1)	702	711
Total general obligations	9,402	8,540
Limited and non-recourse debt	1,808	1,809
Total borrowings	\$ 11,210	\$ 10,349
Long-term debt	\$ 6,187	\$ 5,610
Short-term debt	5,023	4,739
Total borrowings	\$ 11,210	\$ 10,349
Borrowings of Financial Services Businesses	\$ 8,869	\$ 8,599
Borrowings of Closed Block Business	2,341	1,750
Total borrowings	\$ 11,210	\$ 10,349

(1) Long-term debt as of June 30, 2004 and December 31, 2003, includes debt related to Prudential Financial's Equity Security Units. The \$702 million and \$711 million include \$690 million corresponding to contractual obligations of Equity Security Unit investors to purchase Prudential Financial Common Stock in November 2004.

Lines of Credit and Other Credit Facilities

As of June 30, 2004, Prudential Financial, Prudential Insurance and Prudential Funding had unsecured committed lines of credit totaling \$2.5 billion. Of this amount, \$1.0 billion is under a facility that was entered into during May 2004, which expires in May 2009, and \$1.5 billion is under a facility that expires in October 2006. Borrowings under the outstanding facilities will mature no later than the respective expiration dates of the

facilities. The facility expiring in May 2009 includes 19 financial institutions, many of which are also among the 27 financial institutions participating in the October 2006 facility. We use these facilities primarily as back-up liquidity lines for our commercial paper programs, and there were no outstanding borrowings under these facilities as of June 30, 2004 or December 31, 2003. Effective June 2004, we formally allocated the \$1.0 billion of the May 2009 facility to Prudential Financial. As a result, Prudential Insurance and Prudential Funding now have access to the remaining \$1.5 billion October 2006 facility.

Our ability to borrow under these facilities is conditioned on our continued satisfaction of customary conditions, including maintenance at all times by Prudential Insurance of total adjusted capital of at least \$5.5 billion based on statutory accounting principles prescribed under New Jersey law. Prudential Insurance's total adjusted capital as of March 31, 2004, was approximately \$11.4 billion and continues to be well above the \$5.5 billion threshold as of June 30, 2004. The ability of Prudential Financial to borrow under these facilities is conditioned on its maintenance of consolidated net worth of at least \$12.5 billion, based on generally accepted accounting principles. Prudential Financial's consolidated net worth totaled \$20.6 billion and \$21.3 billion as of June 30, 2004 and December 31, 2003, respectively. In addition, we have a credit facility expiring in December 2004 utilizing a third party-sponsored, asset-backed commercial paper conduit, under which we can borrow up to \$500 million. This facility is supported in its entirety by unsecured committed lines of credit from many of the financial institutions included in our other facilities. Our actual ability to borrow under this facility depends on market conditions, and with respect to the lines of credit, Prudential Financial is subject to the same net worth requirement as with our other facilities. We also use uncommitted lines of credit from banks and other financial institutions.

Contractual Obligations

As a result of the acquisition of CIGNA's retirement business, our contractual obligations as they relate to policyholders' account balances with contractual maturities increased by approximately \$1.1 billion. We anticipate that approximately \$250 million will be paid during the remainder of 2004, approximately \$500 million will be paid during 2005 and 2006, approximately \$250 million will be paid during 2007 and 2008, and approximately \$100 million will be paid during 2009 or thereafter.

Ratings

On February 19, 2004, A.M. Best upgraded the financial strength ratings of The Prudential Insurance Company of America, American Skandia Life Assurance Corporation, Pruco Life Insurance Company and Pruco Life Insurance Company of New Jersey to "A+" (Superior) from "A" (Excellent). Additionally, A.M. Best upgraded the long-term debt ratings of Prudential Holdings, LLC and Prudential Funding, LLC to "a+" from "a," and the surplus notes ratings of The Prudential Insurance Company of America to "a" from "a-."

On April 27, 2004, Moody's revised the outlook on Prudential Financial's senior debt rating from negative to stable and placed the insurance financial strength rating of The Prudential Insurance Company of America and its operating affiliates, including Gibraltar Life, under review for possible upgrade.

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

Market risk is the risk of change in the value of financial instruments as a result of absolute or relative changes in interest rates, foreign currency exchange rates or equity or commodity prices. To varying degrees, the investment and trading activities supporting all of our products and services generate market risks. There have been no material changes in our market risk exposures from December 31, 2003, a description of which may be found in our Annual Report on Form 10-K for the year ended December 31, 2003, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk," filed with the Securities Exchange Commission.

Item 4. Controls and Procedures

In order to ensure that the information we must disclose in our filings with the Securities and Exchange Commission is recorded, processed, summarized, and reported on a timely basis, the Company's management, including our Chief Executive Officer and Chief Financial Officer, have reviewed and evaluated the effectiveness of our disclosure controls and procedures, as defined in Exchange Act Rules 13a-15(e) and 15d-15(e), as of June 30, 2004. Based on such evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of June 30, 2004, our disclosure controls and procedures were effective in timely alerting them to material information relating to us (and our consolidated subsidiaries) required to be included in our periodic SEC filings. There has been no change in our internal control over financial reporting during the quarter ended June 30, 2004, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

We are subject to legal and regulatory actions in the ordinary course of our businesses, including class action lawsuits. Our pending legal and regulatory actions include proceedings specific to us and proceedings generally applicable to business practices in the industries in which we operate. We are also subject to litigation arising out of our general business activities, such as our investments, contracts, leases and labor and employment relationships, including claims of discrimination and harassment. In some of our pending legal and regulatory actions, parties are seeking large and/or indeterminate amounts, including punitive or exemplary damages.

As previously disclosed, we have received formal requests for information from regulators and governmental authorities relating to the purchase and sale of mutual fund shares and variable annuities. The regulators and authorities include, among others, the Securities and Exchange Commission, the New York Stock Exchange, the National Association of Securities Dealers, the New Jersey Bureau of Securities, the State of New York Attorney General's Office and the United States Attorney, District of Massachusetts. We believe that certain of the matters under investigation are likely to lead to proceedings. We are engaged in ongoing discussions with the above organizations and are fully cooperating with them.

Shane v. Humana, et. al is a nationwide class action lawsuit brought on behalf of provider physicians and physician groups alleging that Prudential and other health care companies engaged in an industry-wide conspiracy to defraud physicians by failing to pay under provider agreements and by unlawfully coercing physicians to enter into agreements with unfair and unreasonable terms. The case is pending in the United States District Court for the Southern District of Florida as part of a consolidated proceeding, *In re Managed Care Litigation*. In July 2004, the same plaintiffs filed an additional complaint, also captioned *Shane et. al v. Humana, et. al*, in the same court, the United States District Court for the Southern District of Florida. The new *Shane* complaint has been assigned to a different judge. The additional complaint alleges essentially the same claims as in the original *Shane* complaint. Plaintiffs have moved to consolidate this new action with their original action. Defendants have opposed the motion.

In April 2004, the parties entered into a settlement agreement in *Lakin et. al v. Prudential Securities, et. al* pending in the Circuit Court, Cole County, Missouri. The settlement is subject to review by the court and by approval of the four liquidation courts overseeing the administration of the six estates of the insolvent insurance companies.

Our litigation and regulatory matters are subject to many uncertainties, and given their complexity and scope, the outcomes cannot be predicted. It is possible that our results of operations or cash flow in a particular quarterly or annual period could be materially affected by an ultimate unfavorable resolution of pending litigation and regulatory matters depending, in part, upon the results of operations or cash flow for such period. Management believes, however, that the ultimate outcome of all pending litigation and regulatory matters, after consideration of applicable reserves, should not have a material adverse effect on our financial position.

See our Annual Report on Form 10-K for the year ended December 31, 2003, for a discussion of our litigation.

Item 2. Changes in Securities, Use of Proceeds and Issuer Purchases of Equity Securities

(e) The following table provides information about purchases by the Company during the quarter ended June 30, 2004, of its Common Stock.

Period	Total Number of Shares Purchased(1) (2)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program(1)	Approximate Dollar Value of Shares that May Yet be Purchased under the Program
(in millions, except per share amounts)				
January 1, 2004 through January 31, 2004	1,744,289	\$ 42.87	1,744,200	
February 1, 2004 through February 29, 2004	2,160,380	\$ 46.19	2,154,800	
March 1, 2004 through March 31, 2004	4,322,930	\$ 45.70	4,321,700	
Total	8,227,599	\$ 45.23	8,220,700	\$ 1,128,183,729
April 1, 2004 through April 30, 2004	2,738,185	\$ 44.88	2,735,000	
May 1, 2004 through May 31, 2004	2,706,037	\$ 42.85	2,703,900	
June 1, 2004 through June 30, 2004	3,071,926	\$ 45.28	3,068,000	
Total	8,516,148	\$ 44.38	8,506,900	\$ 750,690,012

- (1) In March 2003, Prudential Financial's Board of Directors authorized a stock repurchase program under which Prudential Financial was authorized to repurchase up to \$1.0 billion of its outstanding Common Stock through September 2004. In February 2004, the March 2003 program was terminated, and the Board of Directors authorized a new repurchase program for up to \$1.5 billion of Common Stock during the calendar year 2004.
- (2) Includes shares of Common Stock withheld from participants for income tax withholding purposes whose shares of restricted stock and restricted stock units vested during the period. Restricted stock and restricted stock units were issued to participants pursuant to the Prudential Financial Inc. Omnibus Incentive Plan that was adopted by the Company's Board of Directors in March 2003.

Item 4. Submission of Matters to a Vote of Security Holders

At the Prudential Financial annual meeting of shareholders on June 8, 2004 the following voting occurred:

- The shareholders elected four Class III directors, each to serve for three-year terms expiring at the 2007 Annual Meeting of Shareholders, and one Class I director to serve until the 2005 Annual Meeting of Shareholders, or in each case until their successors are elected and qualified. The voting results were as follows:

Name of Director	Votes For	Withheld
Arthur F. Ryan	281,759,083	8,363,181
Gaston Caperton	284,694,550	5,472,714
Gilbert F. Casellas	284,718,295	5,403,969
Karl J. Krapek	284,706,236	5,416,028
Ida F.S. Schmertz	282,297,920	7,824,344

- The shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for 2004. The voting results were as follows:

Votes For	Votes Against	Abstentions
281,391,716	5,368,318	3,362,231

- The shareholders rejected a shareholder proposal recommending that the Company cease charitable contributions. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
10,593,133	226,090,515	27,858,414	25,580,142

- The shareholders approved a shareholder proposal recommending the annual election of all directors. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
182,791,877	74,686,862	7,063,035	25,580,542

The Corporate Governance Committee of the Board of Directors will discuss the voting results for the shareholder proposal recommending the annual election of all directors and will make a recommendation to the Board with respect to this proposal.

Item 5. Other Information

On April 20, 2004, we entered into a trademark and servicemark agreement with Prudential Plc of the United Kingdom, with whom we have no affiliation, concerning the parties' respective rights worldwide to use the names "Prudential" and "Pru." The agreement is intended to avoid customer confusion in areas where both companies compete. Under the agreement, there are restrictions on our use of the "Prudential" name and mark in a number of countries outside the Americas, including Europe and parts of Asia.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

- 3.1 Certificate filed with the Amended and Restated Certificate of Incorporation of Prudential Financial, Inc.
- 3.2 Amended and Restated Certificate of Incorporation of Prudential Financial, Inc. (incorporating the amendment referred to in the Certificate included as Exhibit 3.1).
- 10.1 Sweep Feature Agreement dated as of July 30, 2004 among Wachovia Corporation, Prudential Financial, Inc. and Prudential Investment Management, Inc.
- 12.1 Statement of Ratio of Earnings to Fixed Charges.
- 31.1 Section 302 Certification of the Chief Executive Officer.
- 31.2 Section 302 Certification of the Chief Financial Officer.
- 32.1 Section 906 Certification of the Chief Executive Officer.
- 32.2 Section 906 Certification of the Chief Financial Officer.

Prudential Financial, Inc. will furnish upon request a copy of any exhibit listed above upon the payment of a reasonable fee covering the expense of furnishing the copy. Requests should be directed to:

Shareholder Services
Prudential Financial, Inc.
751 Broad Street, 22nd Floor
Newark, NJ 07102

(b) Reports on Form 8-K

During the three months ended June 30, 2004, the following Current Reports on Form 8-K were filed by the Company:

None.

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.

PRUDENTIAL FINANCIAL, INC.

By: /s/ RICHARD J. CARBONE

Richard J. Carbone
Senior Vice President and Chief Financial Officer
(Authorized signatory and principal financial officer)

Date: August 5, 2004

Exhibit Index

Exhibit Number and Description

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**CERTIFICATE TO BE FILED WITH
THE AMENDED AND RESTATED CERTIFICATE OF
INCORPORATION
OF
PRUDENTIAL FINANCIAL, INC.**

Pursuant to the provisions of Section 14A: 9-5 of the New Jersey Business Corporation Act, Prudential Financial, Inc. hereby files this certificate and its Amended and Restated Certificate of Incorporation with the Department of Treasury of the State of New Jersey:

1. The name of the corporation is Prudential Financial, Inc. (the "Corporation").
2. The Board of Directors adopted an Amendment to the Amended and Restated Certificate of Incorporation on June 8, 2004. At the time of the adoption of the amendment, the address of the principal and registered office of the Corporation in the State of New Jersey was 751 Broad Street, in the city of Newark, County of Essex, 07102. The registered agent of the corporation at that address was Susan L. Blount.
3. The Amended and Restated Certificate of Incorporation is further amended to substitute Kathleen M. Gibson for Susan L. Blount as the registered agent of the corporation. The principal and registered office of the Corporation shall remain the same.
4. The effective date of the Corporation's Amended and Restated Certificate of Incorporation shall be July 15, 2004.

IN WITNESS WHEREOF, the undersigned has signed this certificate on behalf of the Corporation on this 14th day of July, 2004.

PRUDENTIAL FINANCIAL, INC.

/s/ KATHLEEN M. GIBSON

By: _____

Name: Kathleen M. Gibson

Title: Vice President and Secretary

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PRUDENTIAL FINANCIAL, INC.

FIRST: The name of the Corporation is Prudential Financial, Inc. (hereinafter the "Corporation").

SECOND: The address of the current registered office of the Corporation in the State of New Jersey is 751 Broad Street, in the City of Newark, County of Essex, 07102. The name of its current registered agent at that address is Kathleen M. Gibson.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity within the purposes for which corporations may be organized under the New Jersey Business Corporation Act (the "BCA").

FOURTH: The total number of shares of all classes which the Corporation has authority to issue is 1,520,000,000 of which 1,510,000,000 shall be designated as "common stock", having a par value of one cent (\$.01), and 10,000,000 shall be designated as "Preferred Stock", having a par value of one cent (\$.01). The Corporation shall have the authority to issue shares of common stock in two classes (references herein to "common stock" refer to the shares of both classes to the extent issued). One class of common stock shall be designated as "Common Stock" and shall initially consist of 1,500,000,000 authorized shares, each having a par value of one cent (\$.01). The second class of common stock shall be designated as "Class B Stock" and shall initially consist of 10,000,000 authorized shares, each having a par value of one cent (\$.01). The designations and the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of the shares of each class of stock are as follows:

(a) Preferred Stock. The board of directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issuance of all or any shares of the Preferred Stock in one or more classes or series, and to fix for each such class or series such voting powers, full or limited, or no voting powers, and such distinctive designations, preferences and relative, participating, optional

or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such class or series and as may be permitted by the BCA, including, without limitation, the authority to provide that any such class or series may be (i) subject to redemption or purchase at such time or times and at such price or prices; (ii) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (iii) entitled to such rights upon the liquidation of, or upon any distribution of the assets of, the Corporation; (iv) entitled to the benefit of a sinking or retirement fund to be applied to the purchase or redemption of shares of the class or series and, if so entitled, the amount of such fund and the manner of its application, including the price or prices at which the shares may be redeemed or purchased through the application of such fund; (v) subject to terms dependent upon facts ascertainable outside the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors, provided that the manner in which such facts shall operate upon the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of such class or series is clearly and expressly set forth in the resolution(s) providing for the issuance of such class or series by the Board of Directors; or (vi) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, of the Corporation at such price or prices or at such rates of exchange and with such adjustments; all as may be stated in such resolution or resolutions; provided, however, unless holders of a majority of the outstanding shares of Class B Stock approve, the Board of Directors shall not have the authority to issue any shares of Preferred Stock that are convertible into or exchangeable for shares of Class B Stock or that have dividend, liquidation or other preferences with respect to the Class B Stock but not the Common Stock or disproportionately with respect to the Class B Stock as compared to the Common Stock. The Board of Directors shall have the authority to change the designation or number of shares, or the relative rights, preferences and limitations of the shares, of any theretofore established class or series no shares of which have been issued.

(b) common stock. Subject to Section (c) of this Article FOURTH, the common stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by law, including, but not limited to, the following rights and privileges:

1. Reclassification; Definitions.

When the filing of this Amended and Restated Certificate of Incorporation becomes effective, each share of "Common Stock" outstanding

immediately prior thereto shall thereupon automatically be reclassified as one share of Common Stock (and outstanding certificates that had theretofore represented shares of "Common Stock" shall thereupon represent an equivalent number of shares of Common Stock despite the absence of any indication thereon to that effect). Capitalized terms used below in this Section (b) of Article FOURTH have the meanings set forth adjacent to such terms or in Sections (b)6 and (b)8 below.

2. Dividends.

(i) Dividends. Subject to all of the rights of the Preferred Stock as expressly provided herein, by law or by the Board of Directors pursuant to this Article FOURTH, the holders of the Common Stock shall be entitled to receive dividends on their shares of Common Stock if, as and when declared by the Board of Directors with respect to such class out of legally available funds for the payment of dividends under the BCA, provided the aggregate amounts declared as dividends on Common Stock on any day may not exceed the Available Dividend Amount for the Financial Services Businesses on that day. Subject to all of the rights of the Preferred Stock as expressly provided herein, by law or by the Board of Directors pursuant to this Article FOURTH, the holders of the Class B Stock shall be entitled to receive dividends on their shares of Class B Stock if, as and when declared by the Board of Directors with respect to such class out of legally available funds for the payment of dividends under the BCA that, in aggregate amount per annum, are at least equal to the lesser of (a) the product of (x) the number of outstanding shares of Class B Stock on the applicable record date and (y) subject to any adjustment required by Section (b)8 or (b)9(i) of this Article FOURTH, \$9.625 per share per annum (the "Target Dividend Amount") or (b) the amount of the CB Distributable Cash Flow, in each case of (a) or (b), for the period as to which the dividend is declared or payable, provided, in any event, the aggregate amount declared as dividends on Class B Stock on any day may not exceed the Available Dividend Amount for the Closed Block Business on that day. For the avoidance of doubt notwithstanding the foregoing formulation, the Board of Directors is not required to declare or pay dividends on the Class B Stock in circumstances where dividends could be paid pursuant to the foregoing sentence and the right of holders of Class B Stock to dividends is non-cumulative; provided, however, that in the event dividends are not declared and paid on the Class B Stock with respect to an annual or quarterly period in the amount of at least the lower of the CB Distributable Cash Flow or the Target Dividend Amount, cash dividends shall not be declared and paid, or set apart for payment, on the Common Stock with respect to such annual or quarterly period.

(ii) Discrimination Between or Among Classes of common stock. Subject to Section (b)2(i) of this Article FOURTH and subject to all of the rights of the Preferred Stock as expressly provided herein, by law or by the Board of Directors pursuant to this Article FOURTH, the Corporation shall have the authority to declare and pay dividends on both, one or neither class of common stock in equal or unequal amounts, notwithstanding the performance of either Business, the amount of assets available for dividends on either class of common stock, the amount of prior dividends paid on either class of common stock or any other factor, without any prior claim of the shareholders of either class to such declaration or payment.

3. Exchange of Class B Stock.

(i) Exchange of Class B Stock for Common Stock.

(a) The Corporation may, at any time (including, without limitation, in anticipation of a merger, consolidation or other business combination of the Corporation with another corporation or person or other transaction referred to in Section (b)8 of this Article FOURTH), issue, in exchange for all of the outstanding shares of Class B Stock, a number of shares of Common Stock (rounded, if necessary, to the next greatest whole number of shares) having an aggregate value equal to 120% of the aggregate Fair Market Value of the outstanding shares of Class B Stock.

(b) In the event (1) a Disposition of the Closed Block Business (other than an Exempt Disposition) has occurred, or (2) a Change of Control of the Corporation has occurred, the Corporation shall issue, in exchange for all of the outstanding shares of Class B Stock, a number of shares of Common Stock (rounded up, if necessary, to the next greatest whole number) having an aggregate value equal to 120% of the aggregate Fair Market Value of the Class B Stock.

(c) In the event a Cash/Private Transaction has occurred (whether or not it constitutes a Change of Control of the Corporation), the Corporation shall exchange all the outstanding shares of Class B Stock in accordance with Section (b)8(iii) of this Article FOURTH.

(ii) General Exchange Provisions.

(a) If the Corporation has determined to, or is required to, complete an exchange described in Section (b)3(i) of this Article FOURTH:

- (1) the Corporation shall issue a public announcement by press release of its intention or requirement to effect such exchange; with respect to exchanges pursuant to Sections (b)3(i)(b) and (b)3(i)(c) of this Article FOURTH, such announcement shall be made (regardless of any prior announcement relating to the Disposition, Change of Control or Cash/Private Transaction) no later than the date of occurrence of the Disposition, Change of Control or Cash/Private Transaction, respectively;
- (2) the Corporation shall send a notice to the holders of Class B Stock as soon as practicable after the foregoing public announcement, indicating the Corporation's determination to effect such exchange and specifying the Board of Directors' proposed appraiser to determine the Fair Market Value of the Class B Stock in accordance with Section (b)4(iii) of this Article FOURTH, and such proposed appraiser (or a second or third proposed appraiser) shall be chosen pursuant to said Section (b)4(iii) of this Article FOURTH;
- (3) with respect to:
 - (i) Section (b)3(i)(a) of this Article FOURTH, the Fair Market Value of the Class B Stock shall be determined as of the completion date of the appraisal of the Fair Market Value of the Class B Stock, and the value of the Common Stock shall be the average Market Value of the Common Stock during the 20 consecutive Trading Day period ending on the 5th Trading Day prior to the exchange date;
 - (ii) Section (b)3(i)(b)(1) of this Article FOURTH, the Fair Market Value of the Class B Stock shall be determined as of the Business Day immediately preceding the date of the consummation of such Disposition, and the value of the Common Stock shall be the average Market Value of the Common Stock during the 20 consecutive Trading Day period ending on the 5th Trading Day prior to the exchange date;

(iii) Section (b)3(i)(b)(2) of this Article FOURTH, the Fair Market Value of the Class B Stock shall be determined as of the date of occurrence of the Change of Control, and the value of the Common Stock shall be the average Market Value of the Common Stock during the 20 consecutive Trading Day period ending on the 5th Trading Day prior to the exchange date; and

(iv) Section (b)3(i)(c) of this Article FOURTH, the Fair Market Value of the Class B Stock shall be determined as of the date a majority of the outstanding shares of Common Stock are converted, exchanged or purchased in a Cash/Private Transaction, and the value of the Common Stock for purposes of determining the number of shares of Common Stock to be exchanged for cash and/or securities obtainable upon exchange of the Class B Stock shall be the average Market Value of the Common Stock during the 20 consecutive Trading Day period ending on the 5th Trading Day prior to the date a majority of the outstanding shares of Common Stock are so converted, exchanged or purchased;

- (4) the exchange date shall be no later than 10 Business Days after the completion date of the appraisal of the Fair Market Value of the Class B Stock;
- (5) upon determination of the identity of the appraiser pursuant to Section (b)4(iii) of this Article FOURTH, the Corporation shall issue a second public announcement by press release specifying the intended exchange date and intended period for determination of the average Market Value of the Common Stock;
- (6) upon completion of the appraisal of the Fair Market Value of the Class B Stock and determination of the Market Value of the Common Stock, the Corporation shall issue a second notice to the holders of the Class B Stock, which will contain: (x) the date of exchange, (y) the number of shares of Common Stock

to be issued in exchange for each outstanding share of Class B Stock (accompanied by a statement setting forth the calculation thereof), and (z) the place or places where certificates for such shares of Class B Stock, properly endorsed or assigned for transfer (unless the Corporation waives such requirement), should be surrendered for delivery of the Common Stock to be issued or delivered by the Corporation in such exchange;

- (7) the exchange shall be completed within 90 days of the public announcement referred to in clause (1) above; and
- (8) notwithstanding that a Cash/Private Transaction pursuant to Section (b)8(iii) of this Article FOURTH is also a Change of Control, it shall be treated as a Cash/Private Transaction pursuant to the foregoing.

(b) Neither the failure to mail any notice required by this Section (b)3(ii) of Article FOURTH to any particular holder of Class B Stock nor any defect therein would affect the sufficiency thereof with respect to any other holder of Class B Stock or the validity of any exchange contemplated hereby.

(c) No holder of shares of Class B Stock being exchanged shall be entitled to receive any shares of Common Stock in such exchange until such holder surrenders certificates for its shares of Class B Stock, properly endorsed or assigned for transfer, at such place as the Corporation shall specify (unless the Corporation waives such requirement). As soon as practicable after the Corporation's receipt of certificates for such shares of Class B Stock, the Corporation shall deliver to the person for whose account such shares were so surrendered, or to the nominee or nominees of such person, any shares of Common Stock issued to such holder in the exchange.

(d) From and after the date of any exchange of Class B Stock for Common Stock completed pursuant to Section (b)3(i) of this Article FOURTH, all rights of a holder of shares of Class B Stock being exchanged shall cease except for the right, upon surrender of the certificates theretofore representing such shares, to receive any shares of Common Stock (and, if such holder was a holder of record as of the close of business on the record date for a dividend not yet paid, the right to receive such dividend). A holder of shares of Class B Stock being exchanged shall not be entitled to receive any dividend or other distribution with respect to shares of

Common Stock until after certificates theretofore representing the shares being exchanged are surrendered as contemplated above. Upon such surrender, the Corporation shall pay to the holder the amount of any dividends or other distributions (without interest) which theretofore became payable with respect to a record date occurring after the exchange, but which were not paid by reason of the foregoing, with respect to the number of whole shares of Common Stock represented by the certificate or certificates issued upon such surrender. From and after the date set for any exchange, the Corporation shall, however, be entitled to treat the certificates for shares of Class B Stock being exchanged that were not yet surrendered for exchange as evidencing the ownership of the number of whole shares of Common Stock for which the shares of such Class B Stock should have been exchanged, notwithstanding the failure to surrender such certificates.

(e) The Corporation may, subject to applicable law, establish such other rules, requirements and procedures to facilitate any exchange contemplated by Section (b)3(ii) of this Article FOURTH (including longer time periods and alternative procedures for determining the Fair Market Value of the Class B Stock or the Market Value of Common Stock) as the Board of Directors may determine to be appropriate under the circumstances.

(f) The issuance of certificates for shares of Common Stock upon exchange of the Class B Stock shall be made without charge to the holders thereof for any issuance tax in respect thereof, provided that the Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of any certificate in a name other than that of the holder of the Class B Stock which is being exchanged.

(g) The Corporation shall take all action required to have available sufficient authorized shares of Common Stock to permit exchange of all outstanding shares of Class B Stock.

(h) Notwithstanding the time requirement of Section (b)3(ii)(a)(7), no exchange will be completed prior to the expiration of all required waiting periods under applicable law, the receipt of all required regulatory approvals and the making of all notifications to governmental entities required for such exchange. Prior to any exchange, the Corporation and the holder(s) of shares of Class B Stock involved in the exchange shall make reasonable

efforts to cause the expiration of all required waiting periods and to obtain all regulatory approvals and make all notifications required to be obtained or made by the Corporation and such holder(s), respectively, for purposes of such exchange. The waiting periods, approvals and notifications that are subject to this clause (h) shall be limited to those required solely for such exchange.

4. Voting Rights.

(i) At every meeting of shareholders, the holders of Common Stock and the holders of Class B Stock shall vote together as a single class on all matters as to which common shareholders generally are entitled to vote, unless a separate vote is required by applicable law or as specified in Section (b)4(ii) of this Article FOURTH. On all such matters for which no separate vote is required, holders of Common Stock and holders of Class B Stock shall be entitled to, subject to any adjustment required by Section (b)8 of this Article FOURTH, one vote per share of common stock held.

(ii) Notwithstanding Section (b)4(i) of this Article FOURTH, the Class B Stock shall be entitled to vote as a class with respect to: (x) any proposal by the Board of Directors of the Corporation to issue (1) shares of Class B Stock in excess of an aggregate of 2 million outstanding shares (other than issuances pursuant to a stock split or stock dividend paid ratably to all holders of Class B Stock), (2) any shares of Preferred Stock which are exchangeable for or convertible into Class B Stock, or (3) any debt securities, rights, warrants or other securities which are convertible into, exchangeable for or provide a right to acquire shares of Class B Stock; or (y) the approval of the actuarial or other competent firm for purposes of determining "Fair Market Value" as defined in Section (b)6 of this Article FOURTH.

(iii) With respect to the approval of the actuarial or other competent firm selected by the Board of Directors for purposes of determining "Fair Market Value" as defined in Section (b)6 of this Article FOURTH, the following procedures shall apply: (1) the Board of Directors shall provide written notice of its designee to holders of Class B Stock whose shares are to be exchanged or converted pursuant to Section (b)3, (b)8(iii) or (b)9 of this Article FOURTH, requesting approval at a meeting or by written consent on a date not less than 10 nor more than 15 days following the date of such notice; (2) in the event such holders of shares of Class B Stock disapprove such first designee, the Board of Directors shall select and provide written notice of a second designee and, if necessary, a third designee in such manner; (3) in the

event such holders of the Class B Stock disapprove each of the first, second and third designee, the Board of Directors may elect to proceed to complete the exchange or conversion for which such determination of “Fair Market Value” is required using the third designee for such purpose irrespective of disapproval by such holders of the Class B Stock. Following completion of such conversion or exchange on the basis of the third designee’s determination of “Fair Market Value”, the amount of the “Fair Market Value” shall, at the request of holders of a majority of the Class B Common Stock being exchanged or converted, be subject to arbitration under the rules and auspices of the American Arbitration Association, with any upward or downward adjustment to the determined “Fair Market Value” to be settled by cash payment.

(iv) For purposes of any class vote of the Class B Stock (including any required by law), approval of holders of a majority of the outstanding shares of Class B Stock shall be required; provided, however, Section (b)7 of Article FOURTH shall not be amended without the consent of holders of 80% of the outstanding shares of Class B Stock.

5. Liquidation Rights.

In the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, holders of Common Stock and holders of Class B Stock shall be entitled to receive in respect of shares of Common Stock and shares of Class B Stock their proportionate interests in the net assets of the Corporation, if any, remaining for distribution to shareholders after payment of or provision for all liabilities, including contingent liabilities, of the Corporation and payment of the liquidation preference payable to any holders of the Corporation’s Preferred Stock, if any such Preferred Stock are outstanding. Each share of each class of common stock will be entitled to a share of net liquidation proceeds in proportion to the respective liquidation units assigned to such share as provided in the following sentence. Each share of Common Stock shall have one liquidation unit and each share of Class B Stock shall have a number of liquidation units (including a fraction of one liquidation unit) equal to the quotient (rounded to the nearest five decimal places) of (i) the issuance price per share of the Class B Stock divided by (ii) the average Market Value of one share of Common Stock during the 20 consecutive Trading Day period ending on (and including) the Trading Day immediately preceding the 60th day after the Effective Date. Neither the merger nor consolidation of the Corporation with any other entity, nor a sale, transfer or lease of all or any part of the assets of the Corporation, would, alone, be deemed a liquidation, dissolution or winding-up for purposes of this Section (b)5 of Article FOURTH.

6. Additional Definitions.

As used in this Article FOURTH, the following terms shall have the following meanings (with terms defined in singular having comparable meaning when used in the plural and vice versa), unless the context otherwise requires:

“Available Dividend Amount for the Financial Services Businesses”, on any day on which dividends are declared on shares of Common Stock, is the amount determined under generally accepted accounting principles, consistently applied, or any greater amount determined in a manner permitted under the BCA, that would, immediately prior to the payment of such dividends, be legally available for the payment of dividends on shares of Common Stock in respect of the Financial Services Businesses under the BCA if the Financial Services Businesses and the Closed Block Business were each a separate New Jersey corporation organized under the BCA.

“Available Dividend Amount for the Closed Block Business”, on any day on which dividends are declared on shares of Class B Stock, is the amount determined under generally accepted accounting principles, consistently applied, or any greater amount determined in a manner permitted under the BCA, that would, immediately prior to the payment of such dividends, be legally available for the payment of dividends on shares of Class B Stock in respect of the Closed Block Business under the BCA if the Financial Services Businesses and Closed Block Business were each a separate New Jersey corporation organized under the BCA.

“Business” means the Financial Services Businesses or the Closed Block Business.

“Business Day” means each Monday, Tuesday, Wednesday, Thursday and Friday that is not a day on which banking institutions in The City of New York generally are authorized or obligated by law or executive order to close.

“CB Distributable Cash Flow” means for any quarterly or annual period, the sum (measured as of the last day of the applicable period) of (i) to the extent that Prudential Insurance is able to distribute as a dividend such amount to Prudential Holdings under New Jersey law (for the avoidance of doubt, including the BCA and the New Jersey Life and Health Insurance Code) but without

giving effect, directly or indirectly, to the “earned surplus” requirement of Section 17:27A-4c.(3) (or any successor provision thereto), the excess of (a) the Surplus and Related Assets of Prudential Insurance applicable to the Closed Block Business over (b) the “Required Surplus” of Prudential Insurance applicable to the Closed Block Business and (ii) if a positive amount, the excess of (c) the amount held in the Debt Service Coverage Account – Subaccount for Closed Block Business established pursuant to the terms of the IHC Debt Securities over (d) the aggregate amount of remaining payments of principal and interest required to repay the IHC Debt Securities pursuant to their terms (without any prepayment prior to maturity). For purposes of the foregoing, “Required Surplus” means the amount of surplus applicable to the Closed Block Business within Prudential Insurance that would be required to maintain the quotient (expressed as percentage) of (e) the “Total Adjusted Capital” applicable to the Closed Block Business within Prudential Insurance (including any applicable dividend reserves) divided by (f) the “Company Action Level RBC” applicable to the Closed Block Business within Prudential Insurance, equal to 100%, where “Total Adjusted Capital” and “Company Action Level RBC” are as defined in the regulations promulgated under the New Jersey Dynamic Capital and Surplus Act of 1993 as such are in effect on the Effective Date and without taking in to account any subsequent amendments to such act and regulations.

“Change of Control” means the occurrence of any of the following events (except as expressly provided in clause (ii), whether or not approved by the Board of Directors):

(i) (a) any Person (for purpose of this definition of “Change of Control”, as such term is used in Sections 13(d) and 14(d) of the Securities Exchange Act of 1934, including any group acting for the purpose of acquiring, holding or disposing of securities within the meaning of Rule 13d-5(b)(1) under the Securities Exchange Act of 1934, but excluding the Corporation, any subsidiary of the Corporation, any employee benefit plan or employee stock plan of the Corporation or any subsidiary or any person organized, appointed, established or holding capital stock of the Corporation or a subsidiary pursuant to such a plan, or any person organized by or on behalf of the Corporation to effect a reorganization or recapitalization of the Corporation that does not contemplate a change in the ultimate beneficial ownership of 50% or more of the voting power of the then outstanding equity interests

of the Corporation) is or becomes the “beneficial owner” (as defined in Rules 13d-3 and 13d-5 under the Securities Exchange Act of 1934), directly or indirectly, of more than 50% of the total voting power of the then outstanding equity interests of the Corporation; or

(b) the Corporation merges with, or consolidates with, another Person or the Corporation sells, assigns, conveys, transfers, leases or otherwise disposes of all or substantially all of the assets of the Corporation to any Person;

other than, in the case of either clause (i)(a) or (i)(b), any such transaction where immediately after such transaction the Person or Persons that “beneficially owned” (as defined in Rules 13d-3 and 13d-5 under the Securities Exchange Act of 1934) immediately prior to such transaction, directly or indirectly, the then outstanding voting equity interests of the Corporation “beneficially own” (as so determined), directly or indirectly, more than 50% of the total voting power of the then outstanding equity interests of the surviving or transferee Person; or

(ii) During any year or any period of two consecutive years, individuals who at the beginning of such period constituted the Board of Directors (together with any new directors whose election by such Board of Directors or whose nomination for election by the shareholders of the Corporation was approved by a vote of a majority of the directors of the Corporation then still in office who were either directors at the beginning of such period or whose election or nomination for election was previously so approved) cease for any reason, other than pursuant to a proposal or request that the Board of Directors be changed as to which the holder of the Class B Stock seeking the conversion has participated or assisted or is participating or assisting, to constitute a majority of the Board of Directors then in office; provided, however, for purposes of the foregoing determination, an individual who retires from the Board of Directors and whose resignation is approved by the individuals who at the beginning of such period constituted the Board of Directors (together with any directors referred to in the preceding parenthetical phrase) shall not be considered an individual who was a member of the Board of Directors at the beginning of such period or who ceased to be a director during such period if the number of directors is reduced following such resignation.

“Closed Block Business” means (a) the Regulatory Closed Block established pursuant to Article IX of the Plan of Reorganization, together with such Surplus and Related Assets and indebtedness and other liabilities of the Corporation and its subsidiaries, and together with corresponding adjustments in accordance with generally accepted accounting principles, that the Board of Directors has, as of the Effective Date, allocated to the Closed Block Business, (b) any assets or liabilities acquired or incurred by the Corporation or any of its subsidiaries after the Effective Date in the ordinary course of business and attributable to the Closed Block Business, (c) any assets or liabilities allocated to the Closed Block Business in accordance with policies established from time to time by the Board of Directors, and (d) the rights and obligations of the Closed Block Business under any inter-Business debt or other transaction deemed to be owed to or by the Closed Block Business (as such rights and obligations are defined in accordance with policies established from time to time by the Board of Directors); provided, however, that the Corporation or any of its subsidiaries may re-allocate assets from one Business to the other Business in return for other assets or services rendered by that other Business in accordance with policies established by the Board of Directors from time to time. The Closed Block Business excludes any expenses and liabilities from litigation affecting Closed Block policies, which expenses and liabilities shall be part of, and borne by, the Financial Services Businesses. In the event that interest expense on the IHC Debt Securities is not deductible for federal income tax purposes, the additional tax expense will be borne by the Financial Services Businesses and shall be excluded from the Closed Block Business.

“Disposition” means a sale, transfer, assignment, reinsurance transaction or other disposition (whether by merger, consolidation, sale or otherwise) of all or substantially all of the Closed Block Business to one or more persons or entities, in one transaction or a series of related transactions, other than an Exempt Disposition. A “Disposition” of the Closed Block Business shall not include a sale, transfer, assignment, reinsurance transaction or other disposition (whether by merger, consolidation, sale or otherwise) which results in the reduction of no more than 50% of the Surplus and Related Assets held outside the Regulatory Closed Block immediately prior to such transaction, provided the proceeds of such transaction are for the benefit of the Closed Block Business.

“Effective Date” means the date as of which this Amended and Restated Certificate of Incorporation becomes effective under New Jersey law, which shall be the same date as the “Effective Date” as defined under the Plan of Reorganization.

“Exempt Disposition” means any of the following:

- (a) a Disposition in connection with the liquidation, dissolution or winding up of the Corporation and the distribution of assets to shareholders; or
- (b) a cash dividend, out of the Closed Block Business’ assets, to holders of Class B Stock.

“Fair Market Value” means the fair market value of all of the outstanding shares of Class B Stock as determined by appraisal by a nationally recognized actuarial or other competent firm independent of and selected by the Board of Directors and approved by holders of the outstanding shares of Class B Stock in the manner specified in Section (b)4(iii) of this Article FOURTH. Fair Market Value shall be the present value of expected future cash flows to holders of the Class B Stock, reduced by any payables to the Financial Services Businesses. Future cash flows shall be projected consistent with the policy, as described in the Plan of Reorganization, for Prudential Insurance’s Board of Directors to declare policyholder dividends based on actual experience in the Regulatory Closed Block. Following the repayment in full of the IHC Debt Securities, these cash flows shall be the excess of statutory surplus applicable to the Closed Block Business over Required Surplus (as defined in the definition of “CB Distributable Cash Flow”) for each period that would be distributable as a dividend under New Jersey law if the Closed Block Business were a separate insurer. These cash flows will be discounted at an equity rate of return, to be estimated as a risk-free rate plus an equity risk premium. The risk-free rate shall be an appropriate ten-year U.S. Treasury rate reported by the Federal Reserve Bank of New York. The equity risk premium will be eight and one quarter percent initially, declining evenly to four percent over the following 21 years and remaining constant thereafter.

“Financial Services Businesses” means (a) all of the businesses, assets and liabilities of the Corporation and its subsidiaries, other than the businesses, assets and liabilities that are part of the Closed Block Business, and (b) the rights and obligations of the Financial Services Businesses under any inter-Business debt or other transaction deemed to be owed to or by the Financial Services Businesses (as such rights and obligations are defined in accordance with policies established from time to time by the Board of Directors); provided, however, that the Corporation or any of its subsidiaries may re-allocate assets from one Business to the other Business in return for other assets or services rendered by that other Business in accordance with policies established by the Board of Directors from time to time.

“IHC Debt Securities” means debt securities issued by Prudential Holdings as described in the Plan of Reorganization.

“Market Value” of a share of Common Stock (or any other security) on any Trading Day means the average of the high and low reported sales prices regular way of a share of such security on such Trading Day or, in case no such reported sale takes place on such Trading Day, the average of the reported closing bid and asked prices regular way of the security on such Trading Day, in either case as reported on the New York Stock Exchange (“NYSE”) Composite Tape or, if the security is not listed or admitted to trading on the NYSE on such Trading Day, on the principal national securities exchange on which the security is listed or admitted to trading or, if not listed or admitted to trading on any national securities exchange on such Trading Day, on The Nasdaq National Market System of the Nasdaq Stock Market (“Nasdaq NMS”) or, if the security is not listed or admitted to trading on any national securities exchange or quoted on the Nasdaq NMS on such Trading Day, the average of the closing bid and asked prices of a share of such security in the over-the-counter market on such Trading Day as furnished by any NYSE member firm selected from time to time by the Corporation or, if such closing bid and asked prices are not made available by any such NYSE member firm on such Trading Day, the fair market value of a share of such security as the Board of Directors shall determine in good faith (which determination shall be conclusive and binding on all shareholders); provided, that, for purposes of determining the average Market Value of a share of Common Stock (or any other security) for any period, (a) the “Market Value” on any day prior to any “ex-dividend” date or any similar date occurring

during such period for any dividend or distribution (other than any dividend or distribution contemplated by clause (b)(ii) of this sentence) paid or to be paid with respect to the Common Stock (or any other security) shall be reduced by the fair value of the per security amount of such dividend or distribution as determined by the Board of Directors and (b) the "Market Value" of a share of Common Stock (or any other security) on any day prior to (i) the effective date of any subdivision (by stock split or otherwise) or combination (by reverse stock split or otherwise) of outstanding shares of Common Stock (or any other security) occurring during such period or (ii) any "ex-dividend" date or any similar date occurring during such period for any dividend or distribution with respect to the Common Stock (or any other security) to be made in shares of Common Stock (or such other security) shall be appropriately adjusted, as determined by the Board of Directors, to reflect such subdivision, combination, dividend or distribution.

"Plan of Reorganization" refers to the Plan of Reorganization of Prudential Insurance under Chapter 17C of Title 17 of the New Jersey Revised Statutes, dated as of December 15, 2000, as amended and restated and as it may be further amended through the date of this Amended and Restated Certificate of Incorporation and hereafter.

"Prudential Holdings" means Prudential Holdings, LLC, a limited liability company formed under the New Jersey Limited Liability Company Act and a wholly owned direct subsidiary of the Corporation and the direct parent of Prudential Insurance, or a successor entity.

"Prudential Insurance" means The Prudential Insurance Company of America, a New Jersey mutual life insurance company that will become, upon consummation of the Plan of Reorganization, a New Jersey stock life insurance company, or a successor company.

"Regulatory Closed Block" means the "closed block" established pursuant to Article IX of the Plan of Reorganization.

"SEC" means the United States Securities and Exchange Commission, or any successor agency.

"Surplus and Related Assets" means those assets segregated outside the Regulatory Closed Block held to meet capital requirements related to the Closed Block Business within

Prudential Insurance as well as those assets that represent the difference between assets of the Regulatory Closed Block and the sum of the liabilities of the Regulatory Closed Block and the applicable statutory interest maintenance reserve, as designated by the Corporation.

“Trading Day” means, with respect to the Common Stock or any other security, each weekday on which the Common Stock or such other security is traded on the principal national securities exchange on which it is listed or admitted to trading or on the Nasdaq NMS or, if such security is not listed or admitted to trading on a national securities exchange or quoted on the Nasdaq NMS, traded in the principal over-the-counter market in which it trades.

7. Amendment of Class B Stock.

The Board of Directors is expressly authorized to amend (including any amendment effectuated by merger) the voting powers, designations, preferences and relative, participating, optional or other special rights and qualifications of the Class B Stock specified herein without (except as otherwise required by law) the vote of (i) the holders of Common Stock, irrespective of the effect that any such amendment may have on the relative rights and preferences of the Common Stock, or (ii) except to the extent the rights of the holders of Class B Stock would be adversely affected thereby, the holders of Class B Stock.

8. Stock Splits, Reclassification, Business Combinations, etc.

(i) In the event of any stock split or reverse stock split of the outstanding shares of Common Stock or any dividend paid with respect to the Common Stock in additional shares of Common Stock, any outstanding shares of Class B Stock shall be proportionately subdivided or combined, or a dividend in additional shares of Class B Stock shall be paid, and the Target Dividend Amount shall be proportionately adjusted; provided, however, that unless the Corporation has available sufficient authorized shares of Class B Stock to comply with this Section (b)8 of this Article FOURTH, the Corporation shall not authorize or effect any stock split of Common Stock or a dividend of Common Stock. In the event the number of votes per share of Common Stock is modified (other than in a manner that is dependent on the identity of the holder of shares of Common Stock), the number of votes per share of Class B Stock shall be proportionately modified.

(ii) In the event of any reclassification, recapitalization or exchange of, or any tender offer or exchange offer for, the outstanding shares of Common Stock, including by merger, consolidation or other business combination, as a result of which shares of Common Stock are exchanged for or converted into another security which is both (i) registered under Section 12 of the Securities Exchange Act of 1934 and (ii) either (1) listed for trading on the New York Stock Exchange or any national securities exchange registered under Section 6 of the Securities Exchange Act of 1934 that is the successor to such exchange or (2) quoted in the National Association of Securities Dealers Automation Quotation System, or any successor system (such security that satisfies both (i) and (ii) being referred to as a “Public Security”), then the Class B Stock shall remain outstanding (unless otherwise exchanged or converted pursuant to Section (b)3 or (b)9 of this Article FOURTH) and, in the event 50% or more of the outstanding shares of Common Stock are so converted or exchanged, holders of outstanding Class B Stock shall be entitled to receive, in the event of any subsequent exchange or conversion pursuant to Section (b)3 or (b)9 of this Article FOURTH, the securities into which the Common Stock has been exchanged or converted by virtue of such reclassification, recapitalization, merger, consolidation, tender offer, exchange offer, or other business combination (the “Successor Public Securities”). Following any such conversion or exchange of 50% or more of the outstanding shares of Common Stock, references to Common Stock shall be deemed to refer to Successor Public Securities in the following Sections of paragraph (b) of this Article FOURTH: 3(i)(a); 3(i)(b); 3(ii)(a)(3)(i), (ii) and (iii); 3(ii)(a)(5) and (6); 3(ii)(c), (d), (e) and (f); 8(i); 9(ii)(c), (e) and (f); and 9(iv), (v), (vi), (vii) and (viii).

(iii) If, in the event of any reclassification, recapitalization or exchange of, or any tender or exchange offer for, the outstanding shares of Common Stock, including by merger, consolidation or other business combination, and whether in one transaction or a series of transactions, as a result of which a majority of the outstanding shares of Common Stock are so converted into or exchanged or purchased for either (i) cash or (ii) securities which are not Public Securities, or a combination thereof (a “Cash/Private Transaction”), the Class B Stock shall be entitled to receive cash and/or securities of the type and in the proportion (the “Successor Cash/non-Public Securities”) that such holders of Class B Stock would have received if an exchange of Class B Stock for Common Stock had occurred pursuant to Section (b)3 of this Article FOURTH providing a number of shares of Common Stock (rounded up, if necessary, to the next greatest whole number) having an aggregate value equal to 120% of the aggregate Fair Market Value of the Class B Stock immediately prior to the

conversion, exchange or purchase of a majority of the outstanding shares of Common Stock and the holders of Class B Stock had participated as holders of Common Stock in such conversion, exchange or purchase. Following any such conversion, exchange or purchase of a majority of the outstanding shares of Common Stock, references to Common Stock shall be deemed to refer to Successor Cash/non-Public Securities in the following Sections of paragraph (b) of this Article FOURTH: 3(i)(b); 3(ii)(c); and 3(ii)(d), (e) and (f).

9. Conversion of Class B Stock at Holder's Election.

(i) Any holder of shares of Class B Stock may, by prior written notice to the Corporation, request to convert all of such holder's shares of Class B Stock into such number of shares of Common Stock (rounded, if necessary, to the next greatest whole number of shares) having an aggregate value equal to 100% of the Fair Market Value of the outstanding shares of Class B Stock

(1) commencing on January 1 of the fifteenth calendar year following the year in which the Effective Date occurs or at any time thereafter,

(2) at any time in the event the Class B Stock will no longer be treated as equity of the Corporation for federal income tax purposes, or

(3) at any time if the New Jersey Department of Banking and Insurance amends, alters, changes or modifies the regulation of the Regulatory Closed Block, the Closed Block Business, the Class B Stock or the IHC Debt Securities in a manner that materially adversely affects the CB Distributable Cash Flow;

provided, however, that in no event may a holder of Class B Stock convert any shares of Class B Stock pursuant to this Section (b)9 of Article FOURTH if such holder immediately upon such conversion, together with its affiliates, would be the "beneficial owner" (as defined in Rules 13d-3 and 13d-5 under the Securities Exchange Act of 1934) of in excess of 9.9% of the total outstanding voting power of the Corporation's voting securities; provided, further, however, with respect to clauses (2) and (3) preceding, if the Corporation delivers a notice to the holders of the Class B Stock that the holders are entitled to convert pursuant to such clause (2) or (3), the holder must exercise the right of conversion within six months of such date of notification; provided, further, that the six-month period described in the preceding proviso shall be tolled and extended with

respect to any holder for so long as such holder is restricted from converting any shares of Class B Stock due to the first proviso of this sentence. In no event will the preceding sentence limit the right of a holder of Class B Stock, in the absence of six month's prior notice from the Corporation, to notify the Corporation that the conditions specified in clauses (2) or (3) of this Section (b)9(i) of this Article FOURTH have occurred and thereby exercise its conversion right. In the event a holder of shares of Class B Stock requests to convert shares pursuant to clause (2) in this Section (b)9(i) of this Article FOURTH, the Corporation may irrevocably elect, instead of effecting such conversion, to compensate such holder by increasing the Target Dividend Amount to \$12.6875 per share per annum retroactively from the time of issuance of the Class B Stock, such compensation being payable upon the Corporation's election by one or more special dividends declared and paid with respect to the Class B Stock in amount(s) sufficient to give effect to such retroactive increase.

(ii) Upon the Corporation's receiving notice from a holder of Class B Stock requesting to convert its shares as described in Section (b)9(i) of this Article FOURTH:

(a) the Corporation shall issue a public announcement by press release as soon as practicable after its receipt of such notice that it has received such request;

(b) the Corporation shall send a notice to the holders of Class B Stock as soon as practicable after the foregoing public announcement, indicating the Corporation's determination to effect such conversion and specifying the Board of Directors' proposed appraiser to determine the Fair Market Value of the Class B Stock in accordance with Section (b)4(iii) of this Article FOURTH, and such proposed appraiser (or a second or third proposed appraiser) shall be chosen pursuant to said Section (b)4(iii) of this Article FOURTH;

(c) the Fair Market Value of the Class B Stock shall be determined as of the completion date of the appraisal of the Fair Market Value of the Class B Stock, and the value of the Common Stock shall be the average Market Value of the Common Stock during the 20 consecutive Trading Day period ending on the 5th Trading Day prior to the conversion date;

(d) the conversion date shall be no later than 10 Business Days after the completion date of the appraisal of the Fair Market Value of the Class B Stock;

(e) upon determination of the identity of the appraiser pursuant to Section (b)4(iii) of this Article FOURTH, the Corporation shall issue a second public announcement by press release specifying the intended conversion date and the intended period for determination of the average Market Value of the Common Stock;

(f) upon completion of the appraisal of the Fair Market Value of the Class B Stock and determination of the Market Value of the Common Stock, the Corporation shall issue a second notice to the holders of Class B Stock who had given notice of their decision to convert their shares pursuant to Section (b)9(i) of this Article FOURTH, which shall contain: (x) the date of conversion, (y) the number of shares of Common Stock into which each outstanding share of Class B Stock will be converted (accompanied by a statement setting forth the calculation thereof), and (z) the place or places where certificates for such shares of Class B Stock, properly endorsed or assigned for transfer (unless the Corporation waives such requirement), should be surrendered for delivery of the Common Stock to be issued or delivered by the Corporation upon such conversion;

(g) the conversion shall be completed within 90 days of the public announcement referred to in clause (a) above.

(iii) Neither the failure to mail any notice required by Section (b)9(ii) of Article FOURTH to any particular holder of Class B Stock nor any defect therein would affect the sufficiency thereof with respect to any other holder of Class B Stock or the validity of any such conversion.

(iv) No holder of shares of Class B Stock converting its shares shall be entitled to receive any shares of Common Stock in such conversion until such holder surrenders certificates for its shares of Class B Stock, properly endorsed or assigned for transfer, at such place as the Corporation shall specify (unless the Corporation waives such requirement). As soon as practicable after the Corporation's receipt of certificates for such shares of Class B Stock, the Corporation shall deliver to the person for whose account such shares were so surrendered, or to the nominee or nominees of such person, any shares of Common Stock issued to such holder in the conversion.

(v) From and after the date set for any conversion completed pursuant to this Section (b)9 of this Article FOURTH, all rights of a holder

of shares of Class B Stock converting its shares shall cease except for the right, upon surrender of the certificates theretofore representing such shares, to receive any shares of Common Stock (and, if such holder was a holder of record as of the close of business on the record date for a dividend not yet paid, the right to receive such dividend). A holder of shares of Class B Stock converting its shares shall not be entitled to receive any dividend or other distribution with respect to shares of Common Stock until after certificates theretofore representing the shares being converted are surrendered as contemplated above. Upon such surrender, the Corporation shall pay to the holder the amount of any dividends or other distributions (without interest) which theretofore became payable with respect to a record date occurring after the conversion, but which were not paid by reason of the foregoing, with respect to the number of whole shares of Common Stock represented by the certificate or certificates issued upon such surrender. From and after the date set for any conversion, the Corporation shall, however, be entitled to treat the certificates for shares of Class B Stock being converted that were not yet surrendered for conversion as evidencing the ownership of the number of whole shares of Common Stock for which the shares of such Class B Stock should have been converted, notwithstanding the failure to surrender such certificates.

(vi) The Corporation may, subject to applicable law, establish such other rules, requirements and procedures to facilitate any conversion contemplated by this Section (b)9 of this Article FOURTH (including longer time periods and alternative procedures for determining the Fair Market Value of the Class B Stock or the Market Value of the Common Stock) as the Board of Directors may determine to be appropriate under the circumstances.

(vii) The issuance of certificates for shares of Common Stock upon conversion of the Class B Stock shall be made without charge to the holders thereof for any issuance tax in respect thereof, provided that the Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of any certificate in a name other than that of the holder of the Class B Stock which is being converted.

(viii) The Corporation shall take all action required to have available sufficient authorized shares of Common Stock to permit conversion of all outstanding shares of Class B Stock.

(ix) Notwithstanding the time requirement of Section (b)9(ii)(g), no conversion will be completed prior to the expiration

of all required waiting periods under applicable law, the receipt of all required regulatory approvals and the making of all notifications to governmental entities required for such conversion. Prior to any conversion, the Corporation and the holder(s) of shares of Class B Stock involved in the conversion shall make reasonable efforts to cause the expiration of all required waiting periods and to obtain all regulatory approvals and make all notifications required to be obtained or made by the Corporation and such holder(s), respectively, for purposes of such conversion. The waiting periods, approvals and notifications that are subject to this clause (ix) shall be limited to those required solely for such conversion.

(c) Following Issuance and Retirement of all Outstanding Shares of Class B Stock.

(i) The terms of Section (b) of this Article FOURTH shall apply only when there are shares of both classes of common stock outstanding.

(ii) Following issuance and retirement of all outstanding shares of Class B Stock, subject to all of the rights of the Preferred Stock as expressly provided herein, by law or by the Board of Directors pursuant to this Article FOURTH, the Common Stock of the Corporation shall then possess all such rights and privileges as are afforded to capital stock by law, including, but not limited to, the following rights and privileges:

(a) Holders of Common Stock shall be entitled to dividends declared by the Corporation's Board of Directors out of funds legally available to pay dividends, subject to any preferential dividend rights granted to the holders of any Preferred Stock.

(b) Each share of Common Stock shall give the owner of record one vote on all matters submitted to a shareholder vote.

(c) In the event of a liquidation, dissolution or winding-up of the Corporation, holders of Common Stock shall be entitled to an equal share of any assets of the Corporation that remain after paying all of the Corporation's liabilities and the liquidation preference, if any, of any outstanding Preferred Stock.

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and shareholders:

(a) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, except as otherwise provided in the BCA or this Amended and Restated Certificate of Incorporation.

(b) The number of directors constituting the current Board of Directors of the Corporation, which directors shall serve until their successors are elected and qualified, is 12 and the names and addresses of persons serving as such directors are as set forth below:

<u>Name</u>	<u>Address</u>
Arthur F. Ryan	c/o Prudential Financial, Inc. 751 Broad Street Newark, New Jersey 07102
Frederic K. Becker	"
Gaston Caperton	"
Gilbert F. Casellas	"
James G. Cullen	"
William H. Gray, III	"
Jon F. Hanson	"
Glen H. Hiner	"
Constance J. Horner	"
Karl J. Krapek	"
Ida F.S. Schmertz	"
James A. Unruh	"

The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation.

(c) The election of directors need not be by written ballot unless the By-Laws so provide. The directors shall be classified, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as possible, as determined by the Board of Directors, one class to hold office initially for a term expiring at the annual meeting of shareholders to be held in 2001, another class to hold office initially for a term expiring at the annual meeting of shareholders to be held in 2002, and another class to hold office initially for a term expiring at the annual meeting of shareholders to be held in 2003, with the members of each class to hold office until their successors are elected and qualified. At each annual meeting of the shareholders of the Corporation, the successors to the class of directors whose term expires at that meeting shall be elected to the office for a term expiring at the annual meeting of shareholders held in the third year of their election and until their successors shall have been elected and qualified.

(d) Newly created directorships resulting from any increase in the number of directors and any vacancies on the Board of Directors, however resulting, shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors, or by a sole remaining director, unless otherwise required by law. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any director elected in accordance with the preceding sentence shall hold office until the next succeeding annual meeting of shareholders and until his or her successor shall have been elected and qualified, provided that such successor shall be placed in the class in which the new directorship was created or from which the vacancy occurred. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

(e) In the event that the holders of any class or series of Preferred Stock of the Corporation shall be entitled, voting separately as a class or series, to elect any directors of the Corporation, then the number of directors that may be elected by such holders shall be in addition to the number fixed pursuant to the By-Laws and, except as otherwise expressly provided in the terms of such class or series, the terms of the directors elected by such holders shall expire at the annual meeting of shareholders next succeeding their election without regard to the classification of the remaining directors.

(f) No director shall be personally liable to the Corporation or any of its shareholders for damages for breach of duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve a knowing violation of law, or (iii) for any transaction from which the director derived or received an improper personal benefit. Any repeal or modification of this Article FIFTH by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(g) In addition to the powers and authority herein prescribed or by statute expressly conferred upon them, the Board of Directors is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, except as otherwise provided in the BCA or this Amended and Restated Certificate of Incorporation.

SIXTH: (a) Meetings of shareholders may be held within or without the State of New Jersey, as the By-Laws may provide or as may be fixed by the Board of Directors pursuant to the authority granted in the By-Laws. The books of the Corporation may be kept (subject to any provision contained in the BCA) within or outside the State of New Jersey.

(b) Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called annual or special meeting of shareholders entitled to vote thereon and may not be effected by any consent in writing by the shareholders, other than (i) a consent in writing adopted by all shareholders entitled to vote thereon pursuant to Section 14A:5-6(1) of the BCA, (ii) a consent in writing adopted by a majority of the holders of the Class B Stock being exchanged or converted with respect to an approval sought by the Board of Directors which is the subject of Section (b)(4)(iii) of Article FOURTH pursuant to Section 14A:5-6(2) of the BCA or (iii) if authorized by the Board of Directors when fixing the voting powers of a class or series of Preferred Stock pursuant to Section (a) of Article FOURTH, a consent in writing adopted by a majority (or such higher provision as may be authorized by the Board of Directors) of the holders of such class or series with respect to a matter (if any) for which such class or series has a separate class vote pursuant to Sections 14A:5-6(1) or (2) of the BCA.

SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation. Notwithstanding anything in the preceding sentence to the contrary, Sections (b), (c), (d) and (f) of Article FIFTH, Section (b) of Article SIXTH, this Article SEVENTH, Article EIGHTH and Article NINTH of this Amended and Restated Certificate of Incorporation shall not be altered, amended, changed or repealed and no provision inconsistent therewith shall be adopted without the affirmative vote of at least 80% of the votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon; provided, however, that the number of votes cast at such meeting of shareholders is at least 50% of the total number of issued and outstanding shares entitled to vote thereon.

EIGHTH: (a) With respect to shares of common stock and any shares of Preferred Stock voting together with the common stock as a class, the holders of 25% of the shares entitled to cast votes at a meeting of shareholders shall constitute a quorum (the “Quorum”) at all meetings of the shareholders for the transaction of business; provided, however that in the event that the holders of at least the percentage of shares of Common Stock entitled to cast votes at a meeting of shareholders set forth in Column A below are present or represented at a meeting of shareholders, the Quorum shall be increased to the percentage listed in Column B below, effective for the next succeeding annual or special meeting of shareholders:

Column A Shares Present	Column B Quorum at subsequent meetings of shareholders
25%	25%
35%	30%
45%	40%
55%	50%

In no event will the Quorum diminish as a result of the percentage of shareholders present or represented at a meeting of shareholders.

(b) With respect to shares of any class or series of Preferred Stock not voting together as a class with the common stock, the holders of the number of shares specified by the resolution or resolutions adopted by the Board of Directors providing for the issuance of such class or series of Preferred Stock shall constitute a quorum. With respect to shares of Class B Stock voting separately (i.e., without the Common Stock) as a class, the holders of a majority of the outstanding shares of Class B Stock shall constitute a quorum.

NINTH: The Board of Directors of the Corporation shall have the power to make, alter, amend and repeal the By-Laws (except so far as the By-Laws adopted by the shareholders shall otherwise provide). To the extent not inconsistent with this Amended and Restated Certificate of Incorporation, any By-Laws made by the Board of Directors under the powers conferred hereby may be altered, amended or repealed by the Board of Directors or by the shareholders. Notwithstanding the foregoing and anything contained in this Amended and Restated Certificate of Incorporation to the contrary, Sections 3, 4 and 7 of Article II, Sections 1, 2, 3 and 6 of Article III, Article VIII and Article IX of the By-Laws shall not be altered, amended or repealed by the shareholders and no provision inconsistent therewith shall be adopted without either (a) the approval of the Board of Directors, or (b) the affirmative vote of at least 80% of the votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon; provided, however, that the number of votes cast at such meeting of shareholders is at least 50% of the total number of issued and outstanding shares entitled to vote thereon.

The effective date of this Amended and Restated Certificate of Incorporation shall be July 15, 2004.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Incorporation this 14th day of July, 2004.

PRUDENTIAL FINANCIAL, INC.

/s/ KATHLEEN M. GIBSON

By: _____

Name: Kathleen M. Gibson

Title: Vice President and Secretary

**Sweep Feature Agreement
(Prudential Advisor)**

This Sweep Feature Agreement (“Agreement”) is entered into as of July 30, 2004 among Wachovia Corporation (“Wachovia”), Prudential Financial, Inc. (“Prudential”), and Prudential Investment Management, Inc. (“Prudential Advisor”).

Recitals

- A. Wachovia and Prudential entered into a Retail Brokerage Company Formation Agreement, dated as of February 19, 2003, as amended by Amendment No. 1 thereto dated as of July 1, 2003 and Amendment No. 2 thereto dated as of August 27, 2003, providing for the creation and governance of Wachovia Securities Financial Holdings, LLC (formerly Wachovia/Prudential Financial Advisors LLC) (“WSFH”) and other matters incident thereto (“Formation Agreement”).
- B. On July 1, 2003, as required by the Formation Agreement, WSFH, Wachovia and Prudential entered into a Product Agreement (“Product Agreement”).
- C. In furtherance of the Product Agreement, (i) Wachovia, WSFH, Wachovia Securities, LLC (including Wachovia Securities Financial Network, LLC, hereinafter collectively referred to as “WSLLC”), Evergreen Investment Management Company, LLC (“Evergreen Advisor”), Prudential and Prudential Advisor entered into a Bank Deposit Account Sweep Feature Agreement effective as of October 1, 2003 (the “WSLLC Bank Deposit Agreement”), (ii) Wachovia, WSFH, Evergreen Advisor, First Clearing, LLC (“First Clearing”), Wexford Clearing Services, LLC (“Wexford”), Prudential and Prudential Advisor entered into a Bank Deposit Account Sweep Feature Agreement (First Clearing/Wexford) effective as of November 25, 2003 (the “Clearing Firms Bank Deposit Agreement”) and (iii) Wachovia, WSFH, WSLLC, Prudential, Prudential Advisor and Pruco Securities, LLC (“Pruco”) entered into a Bank Deposit Account Sweep Feature Agreement (Pruco Securities Brokerage Accounts) effective as of October 30, 2003 (the “Pruco Bank Deposit Agreement” and, together with the WSLLC Bank Deposit Agreement and the Clearing Firms Bank Deposit Agreement, the “Bank Deposit Sweep Feature Agreements”).
- D. WSFH, WSLLC, First Clearing and Wexford have proposed to replace or reduce the use of some of the COMMAND/Dryden Funds (as defined below) as vehicles for the automatic investment (sometimes referred to as “sweep”) of available cash balances in (i) brokerage accounts of clients of WSLLC (“WSLLC Brokerage Accounts”), (ii) brokerage accounts of clients of firms other than WSLLC and Pruco (“Introducing Firms”) for which First Clearing or Wexford provides clearing services (“Introducing Firm Brokerage Accounts”) and (iii) brokerage accounts of clients of Pruco (“Pruco Brokerage Accounts”), and to cause the conversion and/or

transfer in bulk or otherwise of funds in the COMMAND/Dryden Funds to bank deposit accounts at Wachovia Bank N.A. ("Bank Deposit Accounts") or Evergreen Funds (as defined below).

Agreements

Wachovia, Prudential and Prudential Advisor in consideration of the Recitals and the covenants and agreements set out herein, covenant and agree as follows:

1. Commencing on the Effective Date (as defined below) and continuing until the Termination Date (as defined below), Wachovia will pay each month (or portion thereof) in arrears on or before the 15th calendar day of the next month to Prudential Advisor the sum of:
 - (a) an amount equal to:
 - number of actual days in the month, or portion thereof, divided by 365, times
 - 0.25% (25 basis points), times: (A) the Prudential Securities Firm Sweep Vehicles Base Amount, plus (B) 38% of the result (positive or negative) of subtracting the Closing Date Aggregate Securities Firm Sweep Vehicles Amount from the Current Aggregate Securities Firm Sweep Vehicles Amount, less
 - the Current Prudential Securities Firm Advisory Fee Amount; plus
 - (b) an amount equal to:
 - number of actual days in the month, or portion thereof, divided by 365, times
 - 0.16% (16 basis points), times: (A) the Prudential Introducing Firm Sweep Vehicles Base Amount, plus (B) 38% of the result (positive or negative) of subtracting the Closing Date Aggregate Introducing Firm Sweep Vehicles Amount from the Current Aggregate Introducing Firm Sweep Vehicles Amount, less
 - the Current Prudential Introducing Firm Advisory Fee Amount.
2. Prior to the 15th calendar day of each month, Wachovia shall provide to Prudential a report with the following information:
 - (A) the average balance during the immediately preceding month and the ending balance at the end of the immediately preceding month (calculated as provided in Paragraph 5 below) of all Bank Deposit Accounts in the aggregate and separately for each of the WSLLC Brokerage Accounts, the Introducing Firm Brokerage Accounts of First Clearing, the Introducing Firm Brokerage Accounts of Wexford and the Pruco Brokerage Accounts;

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- (B) the average balance during the immediately preceding month (calculated as provided in Paragraph 5 below) and the ending balance at the end of the immediately preceding month of all Evergreen Funds in the aggregate and separately for each of the WSLLC Brokerage Accounts, the Introducing Firm Brokerage Accounts of First Clearing, the Introducing Firm Brokerage Accounts of Wexford and the Pruco Brokerage Accounts; and
- (C) the average balance during the immediately preceding month (calculated as provided in Paragraph 5 below) and the ending balance at the end of the immediately preceding month of all COMMAND/Dryden Funds in the aggregate and separately for each of the WSLLC Brokerage Accounts, the Introducing Firm Brokerage Accounts of First Clearing, the Introducing Firm Brokerage Accounts of Wexford and the Pruco Brokerage Accounts.
3. The payments required by Paragraph 1 above are in lieu of any and all payments to Prudential Advisor called for by any of the Bank Deposit Account Sweep Feature Agreements in respect of any period on or after the Effective Date.
4. As used herein, the following terms shall have the following respective meanings:
- (A) "Closing Date" means July 1, 2003, the Closing Date under the Formation Agreement.
- (B) "Closing Date Aggregate Introducing Firm Sweep Vehicles Amount" means \$3,385.3 million, being the agreed aggregate balance of all Introducing Firm Brokerage Accounts invested in the COMMAND/Dryden Funds and the Evergreen Funds as of the close of business on the day immediately preceding the Closing Date as a result of the automatic investment or sweep feature of such accounts;
- (C) "Closing Date Aggregate Securities Firm Sweep Vehicles Amount" means \$46,067.2 million, being the agreed aggregate balance of all WSLLC Brokerage Accounts and Pruco Brokerage Accounts invested in the COMMAND/Dryden Funds and the Evergreen Funds as of the close of business on the day immediately preceding the Closing Date as a result of the automatic investment or sweep feature of such accounts;
- (D) "COMMAND/Dryden Funds" means the money market mutual funds listed in Attachment 1;
- (E) "Current Aggregate Introducing Firm Sweep Vehicles Amount" for any month means the average aggregate balance during such month (calculated as provided in Paragraph 5 below) of all the Sweep Vehicles attributable to the automatic investment or sweep feature of all Introducing Firm Brokerage Accounts (other than Non-Legacy Introducing Firm Brokerage Accounts);

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- (F) “Current Aggregate Securities Firm Sweep Vehicles Amount” means the average aggregate balance during such month (calculated as provided in Paragraph 5 below) of all the Sweep Vehicles attributable to the automatic investment or sweep feature of all WSLLC Brokerage Accounts and Pruco Brokerage Accounts;
- (G) “Current Prudential Introducing Firm Advisory Fee Amount” for any month means the portion of the amount of investment advisory fees earned by Prudential Advisor during that month in its capacity as advisor or subadvisor to any of the Sweep Vehicles that is attributable to Sweep Vehicle balances arising from the automatic investment or sweep of available cash balances in Introducing Firms Brokerage Accounts.
- (H) “Current Prudential Securities Firm Advisory Fee Amount” for any month means the portion of the amount of investment advisory fees earned by Prudential Advisor during that month in its capacity as advisor or subadvisor to any of the Sweep Vehicles that is attributable to Sweep Vehicle balances arising from the automatic investment or sweep of available cash balances in WSLLC Brokerage Accounts or Pruco Brokerage Accounts.
- (I) “Effective Date” means September 4, 2004, being the date of the planned conversion of the Prudential Securities Incorporated legacy data processing system to WSLLC platforms;
- (J) “Evergreen Funds” means the money market mutual funds listed in Attachment 2;
- (K) “Legacy First Clearing Introducing Firm” means an Introducing Firm of First Clearing (i) for which First Clearing was providing clearing services as of January 1, 2004 and (ii) for which the majority of available cash balances in the Introducing Firm Brokerage Accounts of such Introducing Firm were invested in one or more Evergreen Funds as of January 1, 2004.
- (L) “Legacy Wexford Introducing Firm” means an Introducing Firm of Wexford (i) for which Wexford was providing clearing services as of January 1, 2004 and (ii) for which the majority of available cash balances in the Introducing Firm Brokerage Accounts of such Introducing Firm were invested in one or more Command/Dryden Funds as of January 1, 2004.
- (M) “Non-Legacy First Clearing Introducing Firm” means an Introducing Firm of First Clearing that either (i) fails to meet the definition of Legacy First Clearing Introducing Firm or (ii) became or becomes an Introducing Firm of First Clearing on or after January 1, 2004.

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- (N) "Non-Legacy Introducing Firm Brokerage Accounts" means Introducing Firm Brokerage Accounts of all Non-Legacy First Clearing Introducing Firms and Non-Legacy Wexford Introducing Firms.
- (O) "Non-Legacy Wexford Introducing Firm" means an Introducing firm of Wexford that either (i) fails to meet the definition of Legacy Wexford Introducing Firm or (ii) became or becomes an Introducing Firm of Wexford on or after January 1, 2004.
- (P) "Prudential Introducing Firm Sweep Vehicles Base Amount" means \$350 million, being the agreed aggregate balance of all Introducing Firm Brokerage Accounts invested in the Prudential Funds as of the close of business on the day immediately preceding the Closing Date as a result of the automatic investment or sweep feature of such accounts;
- (Q) "Prudential Securities Firm Sweep Vehicles Base Amount" means \$24,489.2 million, being the agreed aggregate balance of all WSLLC Brokerage Accounts and Pruco Brokerage Accounts invested in the Prudential Funds as of the close of business on the day immediately preceding the Closing Date as a result of the automatic investment or sweep feature of such accounts;
- (R) "Sweep Vehicles" means the Bank Deposit Accounts, the COMMAND/Dryden Funds and the Evergreen Funds; and
- (S) "Termination Date" means the tenth anniversary of the date upon which Prudential ceases to own, directly or indirectly, any equity interest in WSFH.
5. For purposes of Paragraphs 1 and 4, the average balance during any month of any Sweep Vehicle shall be determined by dividing (i) the sum of the balances of such Sweep Vehicle at the close of business of each calendar day during the month by (ii) the number of calendar days in the month.
6. This Agreement may be modified or amended only by a writing which expressly refers to this Agreement and is executed by all parties to this Agreement.
7. This Agreement is for the sole benefit of the parties hereto and their respective successors and assigns and nothing herein, express or implied, is intended to or shall confer upon any other person or entity. If any term or other provision of this Agreement is invalid, illegal or incapable of being enforced by any rule of law or public policy, all other conditions and provisions of this Agreement shall nevertheless remain in full force and effect so long as the substance of the transactions contemplated hereby is not affected in any manner materially adverse to any party. Upon such determination that any term or other provision is invalid, illegal or incapable of being enforced, the parties hereto shall negotiate in good

faith to modify this Agreement so as to effect the original intent of the parties as closely as possible in an acceptable manner in order that the transactions contemplated hereby are consummated as originally contemplated to the greatest extent possible.

8. Except as expressly provided herein, the Product Agreement remains in full force and effect.
9. This Agreement shall be governed by and construed in accordance with the laws of the United States and the State of New York without regard to conflicts of laws principles.
10. This Agreement may be executed in any number of counterparts, delivered by fax or otherwise, each of which shall be deemed to be one and the same instrument.

Entered into and effective as of the date first above written.

WACHOVIA CORPORATION

By: /s/ David A. Hebner
Name: David A. Hebner
Title: Senior Vice President

PRUDENTIAL FINANCIAL, INC.

By: /s/ Kenneth Y. Tanji
Name: Kenneth Y. Tanji
Title: Vice President

PRUDENTIAL INVESTMENT MANAGEMENT, INC.

By: /s/ Steven B. Saperstein
Name: Steven B. Saperstein
Title: Vice President

Attachment 1

COMMAND/Dryden Funds

- COMMAND Money Fund
- MoneyMart Assets, Inc.
- COMMAND Government Fund
- Dryden Government Securities Trust/Money Market Series
- Dryden Government Securities Trust/U.S. Treasury Money Market Series
- COMMAND Tax Free Fund
- Dryden Tax-Free Money Fund, Inc.
- Dryden California Municipal Fund/California Money Market Series
- Dryden Municipal Series Fund/New Jersey Money Market Series
- Dryden Municipal Series Fund/New York Money Market Series
- Reserve Portfolio; U.S. Dollar Liquid Reserve Fund
- Prumerica International Money Fund
- Cash Accumulation Trust/National Money Market Fund

Attachment 2

Evergreen Funds

Evergreen Money Market Fund
Evergreen U.S. Government Money Market Fund
Evergreen Municipal Money Market Fund
Evergreen California Municipal Money Market Fund
Evergreen New Jersey Municipal Money Market Fund
Evergreen New York Municipal Money Market Fund
Evergreen Worldwide U.S. Dollar Fund, Ltd.
Evergreen Florida Municipal Money Market Fund
Evergreen Pennsylvania Municipal Money Market Fund
Evergreen Treasury Money Market Fund

PRUDENTIAL FINANCIAL, INC.
RATIO OF EARNINGS TO FIXED CHARGES

	For the Six Months Ended June 30, 2004	For the Three Months Ended June 30, 2004	For the Year Ended December 31				
			2003	2002	2001	2000	1999
Earnings:							
Income (loss) from continuing operations before income taxes	\$ 1,379	\$ 678	\$ 1,958	\$ 80	\$ (121)	\$ 693	\$ 2,222
Undistributed income (loss) of investees accounted for under the equity method	81	45	119	(37)	29	25	(14)
Interest capitalized	—	—	—	8	6	—	—
Adjusted earnings	1,298	633	1,839	109	(156)	668	2,236
Add fixed charges:							
Interest credited to policyholders' account balances	923	411	1,830	1,846	1,804	1,751	1,811
Gross interest expense (1)	212	111	403	435	653	1,056	863
One-third of rental expense	34	18	103	150	173	166	167
Total fixed charges	1,169	540	2,336	2,431	2,630	2,973	2,841
Total earnings plus fixed charges	\$ 2,467	\$ 1,173	\$ 4,175	\$ 2,540	\$ 2,474	\$ 3,641	\$ 5,077
Ratio of earnings to fixed charges (2)	2.11	2.17	1.79	1.04	0.94	1.22	1.79

- (1) Includes Securities business related interest expense which is included in "Net investment income" in the Consolidate Statements of Operations, interest which has been capitalized and amortization of debt discounts and premiums.
- (2) Due to the Company's loss in 2001, the ratio coverage was less than 1:1. Additional earnings of \$156 million would have been required in 2001 to achieve a ratio of 1:1.

CERTIFICATIONS

I, Arthur F. Ryan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Prudential Financial, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2004

/s/ ARTHUR F. RYAN

Arthur F. Ryan
Chief Executive Officer

CERTIFICATIONS

I, Richard J. Carbone, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Prudential Financial, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2004

/s/ RICHARD J. CARBONE

Richard J. Carbone
Chief Financial Officer

Certification

Pursuant to 18 U.S.C. § 1350, I, Arthur F. Ryan, Chief Executive Officer of Prudential Financial, Inc. (the “Company”), hereby certify that the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 5, 2004

/s/ ARTHUR F. RYAN

Name: Arthur F. Ryan
Title: Chief Executive Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.

Certification

Pursuant to 18 U.S.C. § 1350, I, Richard J. Carbone, Chief Financial Officer of Prudential Financial, Inc. (the “Company”), hereby certify that the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 5, 2004

/s/ RICHARD J. CARBONE

Name: Richard J. Carbone
Title: Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.