
**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 September 30, 2007

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 a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x

Accelerated filer ..

Non-accelerated filer ..

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

As of October 31, 2007, 452 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.

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FORWARD-LOOKING STATEMENTS

Certain of the statements included in this Quarterly Report on Form 10-Q, including but not limited to those in 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," "should," "will," "shall" 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, among others: (1) general economic, market and political conditions, including the performance and fluctuations of stock, real estate and other financial markets; (2) interest rate fluctuations; (3) reestimates of our reserves for future policy benefits and claims; (4) differences between actual experience regarding mortality, morbidity, persistency, surrender experience, interest rates or market returns and the assumptions we use in pricing our products, establishing liabilities and reserves or for other purposes; (5) changes in our assumptions related to deferred policy acquisition costs, valuation of business acquired or goodwill; (6) changes in our claims-paying or credit ratings; (7) investment losses and defaults; (8) competition in our product lines and for personnel; (9) changes in tax law; (10) economic, political, currency and other risks relating to our international operations; (11) fluctuations in foreign currency exchange rates and foreign securities markets; (12) regulatory or legislative changes; (13) adverse determinations in litigation or regulatory matters and our exposure to contingent liabilities, including in connection with our divestiture or winding down of businesses; (14) domestic or international military actions, natural or man-made disasters including terrorist activities or pandemic disease, or other events resulting in catastrophic loss of life; (15) ineffectiveness of risk management policies and procedures in identifying, monitoring and managing risks; (16) effects of acquisitions, divestitures and restructurings, including possible difficulties in integrating and realizing the projected results of acquisitions; (17) changes in statutory or U.S. GAAP accounting principles, practices or policies; (18) changes in assumptions for retirement expense; (19) Prudential Financial, Inc.'s primary reliance, as a holding company, on dividends or distributions from its subsidiaries to meet debt payment obligations and continue share repurchases, and the applicable regulatory restrictions on the ability of the subsidiaries to pay such dividends or distributions; and (20) risks due to the lack of legal separation between our Financial Services Businesses and our Closed Block Business. Prudential Financial, Inc. does not intend, and is under no obligation, to update any particular forward-looking statement included in this document. See "Risk Factors" included in the Annual Report on Form 10-K for the year ended December 31, 2006 and in this Quarterly Report on Form 10-Q for discussion of certain risks relating to our businesses and investment in our securities.

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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. “Prudential,” the “Company,” “we” and “our” refer to our consolidated operations before and after demutualization.

PART I— FINANCIAL INFORMATION

ITEM 1. Financial Statements

PRUDENTIAL FINANCIAL, INC.

Unaudited Interim Consolidated Statements of Financial Position September 30, 2007 and December 31, 2006 (in millions, except share amounts)

	September 30, 2007	December 31, 2006
ASSETS		
Fixed maturities:		
Available for sale, at fair value (amortized cost: 2007—\$161,831; 2006—\$158,828)	\$ 163,772	\$ 162,816
Held to maturity, at amortized cost (fair value: 2007—\$3,411; 2006—\$3,441)	3,473	3,469
Trading account assets supporting insurance liabilities, at fair value	14,612	14,262
Other trading account assets, at fair value	3,260	2,209
Equity securities, available for sale, at fair value (cost: 2007—\$7,742; 2006—\$6,824)	8,763	8,103
Commercial loans	28,336	25,739
Policy loans	9,214	8,887
Securities purchased under agreements to resell	111	153
Other long-term investments	5,483	4,745
Short-term investments	4,124	5,034
Total investments	241,148	235,417
Cash and cash equivalents	9,905	8,589
Accrued investment income	2,251	2,142
Reinsurance recoverables	2,149	1,958
Deferred policy acquisition costs	12,001	10,863
Other assets	17,636	17,834
Separate account assets	195,324	177,463
TOTAL ASSETS	\$ 480,414	\$ 454,266
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Future policy benefits	\$ 109,081	\$ 106,951
Policyholders' account balances	82,658	80,652
Policyholders' dividends	3,690	3,982
Reinsurance payables	1,593	1,458
Securities sold under agreements to repurchase	12,502	11,481
Cash collateral for loaned securities	8,642	7,365
Income taxes	2,968	3,108
Securities sold but not yet purchased	204	277
Short-term debt	13,484	12,536
Long-term debt	11,521	11,423
Other liabilities	15,770	14,678
Separate account liabilities	195,324	177,463
Total liabilities	457,437	431,374
COMMITMENTS AND CONTINGENT LIABILITIES (See Note 9)		
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; 604,901,326 and 604,900,423 shares issued as of September 30, 2007 and December 31, 2006, respectively)	6	6
Class B Stock (\$.01 par value; 10,000,000 shares authorized; 2,000,000 shares issued and outstanding as of September 30, 2007 and December 31, 2006, respectively)	—	—
Additional paid-in capital	20,788	20,666
Common Stock held in treasury, at cost (150,823,793 and 133,795,373 shares as of September 30, 2007 and December 31, 2006, respectively)	(9,004)	(7,143)
Accumulated other comprehensive income (loss)	(324)	519
Retained earnings	11,511	8,844
Total stockholders' equity	22,977	22,892
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 480,414	\$ 454,266

See Notes to Unaudited Interim Consolidated Financial Statements

PRUDENTIAL FINANCIAL, INC.

Unaudited Interim Consolidated Statements of Operations

Three and Nine Months Ended September 30, 2007 and 2006 (in millions, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
REVENUES				
Premiums	\$ 3,472	\$ 3,364	\$10,660	\$10,331
Policy charges and fee income	729	583	2,299	1,921
Net investment income	3,076	2,881	9,090	8,410
Realized investment gains (losses), net	(84)	389	453	246
Asset management fees and other income	1,200	1,144	3,091	2,553
Total revenues	<u>8,393</u>	<u>8,361</u>	<u>25,593</u>	<u>23,461</u>
BENEFITS AND EXPENSES				
Policyholders' benefits	3,543	3,516	10,961	10,631
Interest credited to policyholders' account balances	820	918	2,388	2,123
Dividends to policyholders	765	729	2,081	1,877
General and administrative expenses	2,145	1,725	6,473	5,813
Total benefits and expenses	<u>7,273</u>	<u>6,888</u>	<u>21,903</u>	<u>20,444</u>
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES AND EQUITY IN EARNINGS OF OPERATING JOINT VENTURES	<u>1,120</u>	<u>1,473</u>	<u>3,690</u>	<u>3,017</u>
Income tax expense	<u>316</u>	<u>384</u>	<u>1,063</u>	<u>826</u>
INCOME FROM CONTINUING OPERATIONS BEFORE EQUITY IN EARNINGS OF OPERATING JOINT VENTURES	804	1,089	2,627	2,191
Equity in earnings of operating joint ventures, net of taxes	<u>67</u>	<u>50</u>	<u>200</u>	<u>146</u>
INCOME FROM CONTINUING OPERATIONS	871	1,139	2,827	2,337
Income (loss) from discontinued operations, net of taxes	<u>(4)</u>	<u>66</u>	<u>6</u>	<u>54</u>
NET INCOME	<u>\$ 867</u>	<u>\$ 1,205</u>	<u>\$ 2,833</u>	<u>\$ 2,391</u>
EARNINGS PER SHARE (See Note 6)				
Financial Services Businesses				
Basic:				
Income from continuing operations per share of Common Stock	\$ 1.92	\$ 2.29	\$ 5.96	\$ 4.61
Income (loss) from discontinued operations, net of taxes	<u>(0.01)</u>	<u>0.14</u>	<u>0.01</u>	<u>0.11</u>
Net income per share of Common Stock	<u>\$ 1.91</u>	<u>\$ 2.43</u>	<u>\$ 5.97</u>	<u>\$ 4.72</u>
Diluted:				
Income from continuing operations per share of Common Stock	\$ 1.89	\$ 2.25	\$ 5.85	\$ 4.51
Income (loss) from discontinued operations, net of taxes	<u>(0.01)</u>	<u>0.13</u>	<u>0.01</u>	<u>0.11</u>
Net income per share of Common Stock	<u>\$ 1.88</u>	<u>\$ 2.38</u>	<u>\$ 5.86</u>	<u>\$ 4.62</u>
Closed Block Business				
Basic and Diluted:				
Income (loss) from continuing operations per share of Class B Stock	\$ (3.00)	\$ 18.50	\$ 34.50	\$ 44.50
Income from discontinued operations, net of taxes	<u>—</u>	<u>—</u>	<u>1.00</u>	<u>—</u>
Net income (loss) per share of Class B Stock	<u>\$ (3.00)</u>	<u>\$ 18.50</u>	<u>\$ 35.50</u>	<u>\$ 44.50</u>

See Notes to Unaudited Interim Consolidated Financial Statements

PRUDENTIAL FINANCIAL, INC.
Unaudited Interim Consolidated Statement of Stockholders' Equity
Nine Months Ended September 30, 2007 (in millions)

	Common Stock	Class B Stock	Additional Paid-in Capital	Retained Earnings	Common Stock Held In Treasury	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance, December 31, 2006	<u>\$ 6</u>	<u>\$ —</u>	<u>\$ 20,666</u>	<u>\$ 8,844</u>	<u>\$ (7,143)</u>	<u>\$ 519</u>	<u>\$ 22,892</u>
Common Stock acquired	—	—	—	—	(2,250)	—	(2,250)
Stock-based compensation programs	—	—	123	(33)	254	—	344
Conversion of Senior Notes	—	—	(1)	(90)	135	—	44
Cumulative effect of changes in accounting principles, net of taxes	—	—	—	(43)	—	—	(43)
Comprehensive income:							
Net income	—	—	—	2,833	—	—	2,833
Other comprehensive loss, net of taxes	—	—	—	—	—	(843)	(843)
Total comprehensive income	—	—	—	—	—	—	1,990
Balance, September 30, 2007	<u>\$ 6</u>	<u>\$ —</u>	<u>\$ 20,788</u>	<u>\$ 11,511</u>	<u>\$ (9,004)</u>	<u>\$ (324)</u>	<u>\$ 22,977</u>

See Notes to Unaudited Interim Consolidated Financial Statements

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PRUDENTIAL FINANCIAL, INC.
Unaudited Interim Consolidated Statements of Cash Flows
Nine Months Ended September 30, 2007 and 2006 (in millions)

	2007	2006
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 2,833	\$ 2,391
Adjustments to reconcile net income to net cash provided by operating activities:		
Realized investment (gains) losses, net	(453)	(246)
Policy charges and fee income	(664)	(511)
Interest credited to policyholders' account balances	2,388	2,123
Depreciation and amortization	159	272
Change in:		
Deferred policy acquisition costs	(955)	(1,011)
Future policy benefits and other insurance liabilities	1,942	1,917
Trading account assets supporting insurance liabilities and other trading account assets	(1,572)	(1,059)
Income taxes	(82)	698
Securities sold but not yet purchased	(73)	(58)
Other, net	578	(2,495)
Cash flows from operating activities	4,101	2,021
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from the sale/maturity/prepayment of:		
Fixed maturities, available for sale	68,107	72,303
Fixed maturities, held to maturity	203	228
Equity securities, available for sale	4,091	3,039
Commercial loans	3,805	3,580
Policy loans	951	888
Other long-term investments	863	1,371
Short-term investments	12,729	8,924
Payments for the purchase/origination of:		
Fixed maturities, available for sale	(69,999)	(75,765)
Fixed maturities, held to maturity	(165)	(461)
Equity securities, available for sale	(4,271)	(3,242)
Commercial loans	(6,014)	(4,461)
Policy loans	(957)	(1,014)
Other long-term investments	(1,351)	(925)
Short-term investments	(11,650)	(9,264)
Acquisition of businesses, net of cash acquired	—	724
Other, net	152	111
Cash flows used in investing activities	(3,506)	(3,964)
CASH FLOWS FROM FINANCING ACTIVITIES		
Policyholders' account deposits	15,358	17,505
Policyholders' account withdrawals	(15,324)	(15,392)
Net change in securities sold under agreements to repurchase and cash collateral for loaned securities	1,431	2,584
Cash dividends paid on Common Stock	(83)	(53)
Net change in financing arrangements (maturities 90 days or less)	918	(796)
Common Stock acquired	(2,250)	(1,855)
Common Stock reissued for exercise of stock options	175	117
Proceeds from the issuance of debt (maturities longer than 90 days)	3,803	2,357
Repayments of debt (maturities longer than 90 days)	(3,728)	(1,058)
Cash payments to or in respect of eligible policyholders	(2)	(93)
Excess tax benefits from share-based payment arrangements	88	51
Other, net	362	337
Cash flows from financing activities	748	3,704
Effect of foreign exchange rate changes on cash balances	(27)	7
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,316	1,768
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	8,589	7,799
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 9,905	\$ 9,567

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 individual 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 services and administration, and investment management. In addition, the Company provides retail 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. The Company’s real estate and relocation services business as well as 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 4), 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 policyholders’ 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, entities over which the Company exercises control, including majority-owned subsidiaries and minority-owned entities such as limited partnerships in which the Company is the general partner, and variable interest entities in which the Company is considered the primary beneficiary. The Unaudited Interim Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. 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 (“SEC”). Intercompany balances and transactions have been eliminated.

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 for the year ended December 31, 2006 included in the Company’s Current Report on Form 8-K dated October 4, 2007.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The most significant estimates include those used in determining deferred policy acquisition costs, goodwill, valuation of business acquired, valuation of investments including derivatives, future policy benefits including guarantees, pension and other postretirement benefits, provision for income taxes, reserves for contingent liabilities and reserves for losses in connection with unresolved legal matters.

PRUDENTIAL FINANCIAL, INC.
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

Reclassifications

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

2. ACCOUNTING POLICIES AND PRONOUNCEMENTS

Share-Based Payments

The Company issues employee share-based compensation awards, under a plan authorized by the Board of Directors, that are subject to specific vesting conditions; generally the awards vest ratably over a three-year period, “the nominal vesting period,” or at the date the employee retires (as defined by the plan), if earlier. For awards granted between January 1, 2003 and January 1, 2006 that specify an employee vests in the award upon retirement, the Company accounts for those awards using the nominal vesting period approach. Under this approach, the Company records compensation expense over the nominal vesting period. If the employee retires before the end of the nominal vesting period, any remaining unrecognized compensation cost is recognized at the date of retirement.

Upon the adoption of Statement of Financial Accounting Standards (“SFAS”) No. 123(R), “Share-Based Payment” on January 1, 2006, the Company revised its approach to the recognition of compensation costs for awards granted to retirement-eligible employees and awards that vest when an employee becomes retirement-eligible to apply the non-substantive vesting period approach to all new share-based compensation awards granted on or after January 1, 2006. Under this approach, all compensation cost is recognized on the date of grant for awards issued to retirement-eligible employees, or over the period from the grant date to the date retirement eligibility is achieved, if that is expected to occur during the nominal vesting period.

If the Company had accounted for all share-based compensation awards granted after January 1, 2003 under the non-substantive vesting period approach, net income of the Financial Services Businesses for the three months ended September 30, 2007 would have been increased by \$3 million, or \$0.01 per share of Common Stock, on both a basic and diluted basis. Net income of the Financial Services Businesses for the nine months ended September 30, 2007 would have been increased by \$7 million, or \$0.02 per share of Common Stock, on both a basic and diluted basis. Net income of the Financial Services Businesses for the three and nine months ended September 30, 2006 would have been increased by \$3 million and \$9 million, or \$0.01 and \$0.02 per share of Common Stock, respectively, on both a basic and diluted basis.

Accounting Pronouncements Adopted

In June 2006, the Financial Accounting Standards Board (“FASB”) issued FASB Interpretation (“FIN”) No. 48, “Accounting for Uncertainty in Income Taxes,” an Interpretation of FASB Statement No. 109. This interpretation prescribes a comprehensive model for how a company should recognize, measure, present, and disclose in its financial statements uncertain tax positions that a company has taken or expects to take on a tax return. The Company adopted FIN No. 48 on January 1, 2007, which resulted in a decrease to its income tax liability and an increase to retained earnings of \$61 million as of January 1, 2007.

PRUDENTIAL FINANCIAL, INC.
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

The Company had the following amounts of unrecognized tax benefits as of the date of adoption of FIN No. 48:

	Unrecognized tax benefits	(in millions)	Unrecognized tax benefits that, if recognized, would favorably impact the effective tax rate
Amounts related to tax years prior to 2002	\$ 389		\$ 389
Amounts related to tax years 2002 and forward	175		94
Total Unrecognized Tax Benefits all years	\$ 564		\$ 483

The Company classifies all interest and penalties related to tax uncertainties as income tax expense. As of the date of adoption of FIN No. 48, the Company had recorded \$23 million in liabilities for tax-related interest and penalties.

The Company's liability for income taxes includes the liability for unrecognized tax benefits, interest and penalties which relate to tax years still subject to review by the Internal Revenue Service ("Service") or other taxing jurisdictions. Audit periods remain open for review until the statute of limitations has passed. Generally, for tax years which produce net operating losses, capital losses or tax credit carryforwards ("tax attributes"), the statute of limitations does not close, to the extent of these tax attributes, until the tax year in which they are fully utilized. The completion of review or the expiration of the statute of limitations for a given audit period could result in an adjustment to our liability for income taxes. Any such adjustment could be material to our results of operations for any given quarterly or annual period based, in part, upon the results of operations for the given period. The Company does not anticipate any significant changes to its total unrecognized tax benefits within the next 12 months.

On January 26, 2006, the Service officially closed the audit of the Company's consolidated federal income tax returns for the 1997 to 2001 periods. As a result of certain favorable resolutions, the Company's consolidated statement of operations for the year ended December 31, 2005 included an income tax benefit of \$720 million, reflecting a reduction in the Company's liability for income taxes. The statute of limitations has closed for these tax years; however, there were tax attributes which were utilized in subsequent tax years for which the statute of limitations remains open.

In December 2006, the Service completed all fieldwork with regards to its examination of the consolidated federal income tax returns for tax years 2002-2003. The final report was submitted to the Joint Committee on Taxation for their review in April 2007. In July 2007, the Joint Committee returned the report to the Service for additional review of an industry issue regarding the methodology for calculating the dividends received deduction related to variable life insurance and annuity contracts. The Company is responding to the Service's request for additional information. In August 2007, the Service subsequently issued Revenue Ruling 2007-54. Revenue Ruling 2007-54 included among other items, guidance on the methodology to be followed in calculating the dividends received deduction related to variable life insurance and annuity contracts. In September 2007, the Service released Revenue Ruling 2007-61. Revenue Ruling 2007-61 suspended Revenue Ruling 2007-54 and informed taxpayers that the U.S. Treasury Department and the Service intend to address through new regulations the issues considered in Revenue Ruling 2007-54, including the methodology to be followed in determining the dividends received deduction related to variable life insurance and annuity contracts. These activities had no impact on the Company's 2007 results.

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

The Company's affiliates in Japan file separate tax returns and are subject to audits by the local taxing authority. For tax years after April 1, 2004 the general statute of limitations is 5 years from when the return is filed. For tax years prior to April 1, 2004 the general statute of limitations is 3 years from when the return is filed.

In July 2006, the FASB issued FASB Staff Position ("FSP") SFAS 13-2, "Accounting for a Change or Projected Change in the Timing of Cash Flows Relating to Income Taxes Generated by a Leveraged Lease Transaction," an amendment of FASB Statement No. 13. FSP SFAS 13-2 indicates that a change or projected change in the timing of cash flows relating to income taxes generated by a leveraged lease would require a recalculation of cumulative and prospective income recognition associated with the transaction. FSP SFAS 13-2 is effective for fiscal years beginning after December 15, 2006. The Company adopted FSP SFAS 13-2 on January 1, 2007 and the adoption resulted in a net after-tax reduction to retained earnings of \$84 million, as of January 1, 2007.

In September 2005, the Accounting Standards Executive Committee ("AcSEC") of the American Institute of Certified Public Accountants issued Statement of Position ("SOP") 05-1, "Accounting by Insurance Enterprises for Deferred Acquisition Costs in Connection With Modifications or Exchanges of Insurance Contracts." SOP 05-1 provides guidance on accounting by insurance enterprises for deferred acquisition costs on internal replacements of insurance and investment contracts other than those specifically described in SFAS No. 97. SOP 05-1 defines an internal replacement as a modification in product benefits, features, rights, or coverages that occurs by the exchange of a contract for a new contract, or by amendment, endorsement, or rider to a contract, or by the election of a feature or coverage within a contract, and is effective for internal replacements occurring in fiscal years beginning after December 15, 2006. The Company adopted SOP 05-1 on January 1, 2007 and the adoption resulted in a net after-tax reduction to retained earnings of \$20 million, as of January 1, 2007.

In March 2006, the FASB issued SFAS No. 156, "Accounting for Servicing of Financial Assets." This statement requires that servicing assets or liabilities be initially measured at fair value, with subsequent changes in value reported based on either a fair value or amortized cost approach for each class of servicing assets or liabilities. Under previous guidance, such servicing assets or liabilities were initially measured at historical cost and the amortized cost method was required for subsequent reporting. The Company adopted this guidance effective January 1, 2007, and elected to continue reporting subsequent changes in value using the amortized cost approach. Adoption of this guidance had no material effect on the Company's consolidated financial position or results of operations.

In February 2006, the FASB issued SFAS No. 155, "Accounting for Certain Hybrid Instruments." This statement eliminates an exception from the requirement to bifurcate an embedded derivative feature from beneficial interests in securitized financial assets. The Company has used this exception for investments the Company has made in securitized financial assets in the normal course of operations, and thus has not previously had to consider whether such investments contain an embedded derivative. The new requirement to identify embedded derivatives in beneficial interests will be applied on a prospective basis only to beneficial interests acquired, issued, or subject to certain remeasurement conditions after the adoption of the guidance. This statement also provides an election, on an instrument by instrument basis, to measure at fair value an entire hybrid financial instrument that contains an embedded derivative requiring bifurcation, rather than measuring only the embedded derivative on a fair value basis. If the fair value election is chosen, changes in unrealized gains and losses are reflected in the Consolidated Statements of Operations. The Company adopted this guidance effective January 1, 2007. The Company's adoption of this guidance did not have a material effect on the Company's consolidated financial position or results of operations.

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

Recent Accounting Pronouncements

In September 2006, the FASB issued SFAS No. 157, “Fair Value Measurements.” This statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. This statement does not change which assets and liabilities are required to be recorded at fair value, but the application of this statement could change current practices in determining fair value. This statement is effective for fiscal years beginning after November 15, 2007 with early adoption permitted. The Company plans to adopt this guidance effective January 1, 2008. The Company is currently assessing the impact of SFAS No. 157 on the Company’s consolidated financial position and results of operations.

In February 2007, the FASB issued SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities.” This statement provides companies with an option to report selected financial assets and liabilities at fair value, with the associated changes in fair value reflected in the Consolidated Statements of Operations. This statement is effective for fiscal years beginning after November 15, 2007 with early adoption permitted. The Company plans to adopt this guidance effective January 1, 2008. The Company is currently assessing the impact of SFAS No. 159 on its consolidated financial position and results of operations.

In September 2006, the FASB issued SFAS No. 158, “Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans” an amendment of FASB Statements No. 87, 88, 106 and 132(R). This statement requires an employer on a prospective basis to recognize the overfunded or underfunded status of its defined benefit pension and postretirement plans as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur through other comprehensive income. The Company adopted this requirement, along with the required disclosures, on December 31, 2006. SFAS No. 158 also requires an employer on a prospective basis to measure the funded status of its plans as of its fiscal year-end. This requirement is effective for fiscal years ending after December 15, 2008. The Company expects to adopt this guidance on December 31, 2008 and is currently assessing the impact that changing from a September 30 measurement date to a December 31 measurement date will have on the Company’s consolidated financial position and results of operations.

In June 2007, the AcSEC issued SOP 07-1, “Clarification of the Scope of the Audit and Accounting Guide *Investment Companies* and Accounting by Parent Companies and Equity Method Investors for Investments in Investment Companies.” This SOP provides guidance for determining whether an entity should apply the specialized industry accounting for investment companies (referred to as investment company accounting) in the preparation of its stand-alone financial reporting. SOP 07-1 also provides guidance for determining whether investment company accounting should be retained in the consolidated financial statements of the investment company’s parent, or in the application of the equity method to an equity interest in the investment company. The SOP is effective for fiscal years beginning after December 15, 2007, with early adoption permitted. In October 2007, the FASB proposed an indefinite delay of the effective dates of SOP 07-1 and, for entities that meet the definition of an investment company in SOP 07-1, of FSP FIN 46(R)-7, “Application of FASB Interpretation No. 46(R) to Investment Companies.” The Company continues to assess the impact of this SOP on its consolidated financial position and results of operations.

3. ACQUISITIONS AND DISPOSITIONS

Sale of Oppenheim Joint Ventures

On July 12, 2007, the Company sold its 50% interest in its operating joint ventures Oppenheim Pramerica Fonds Trust GmbH and Oppenheim Pramerica Asset Management S.a.r.l., which the Company accounted for

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

under the equity method, to its partner Oppenheim S.C.A. for \$121 million. These businesses establish, package and distribute mutual fund products to German and other European retail investors. The Company recorded a pre-tax gain on sale of \$37 million and related taxes of \$22 million, of which \$9 million was recorded in the second quarter of 2007 related to a change in the repatriation assumptions for this investment.

Acquisition of The Allstate Corporation's Variable Annuity Business

On June 1, 2006 (the "date of acquisition"), the Company acquired the variable annuity business of The Allstate Corporation ("Allstate") through a reinsurance transaction for \$635 million of total consideration, consisting primarily of a \$628 million ceding commission. The reinsurance arrangements with Allstate include a coinsurance arrangement associated with the general account liabilities assumed and a modified coinsurance arrangement associated with the separate account liabilities assumed. The assets acquired and liabilities assumed have been included in the Company's Consolidated Financial Statements as of the date of acquisition. The Company's results of operations include the results of the acquired variable annuity business beginning from the date of acquisition. Pro forma information for this acquisition is omitted as the impact is not material.

Acquisition of CIGNA Corporation's ("CIGNA") Retirement Business

The Company acquired the retirement business of CIGNA for cash consideration of \$2.1 billion on April 1, 2004 and the results of this business have been included in the Company's consolidated results since the date of acquisition. As an element of the acquisition, the Company had the right, beginning two years after the acquisition, to commute the modified-coinsurance-with-assumption arrangement related to the acquired defined benefit guaranteed-cost contracts in exchange for cash consideration from CIGNA. Effective April 1, 2006, the Company reached an agreement with CIGNA to convert the modified-coinsurance-with-assumption arrangement to an indemnity coinsurance arrangement, effectively retaining the economics of the defined benefit guaranteed-cost contracts for the life of the block of business. Upon conversion, the Company extinguished its reinsurance receivable and payable with CIGNA related to the modified-coinsurance-with-assumption arrangement. Concurrently, the Company assumed \$1.7 billion of liabilities from CIGNA under the indemnity coinsurance arrangement and received the related assets.

Discontinued Operations

Income (loss) from discontinued businesses, including charges upon disposition, are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Equity sales, trading and research operations	\$ (1)	\$ (3)	\$ (104)	\$ 13
Real estate investments sold or held for sale	—	96	62	96
Philippine insurance operations	—	2	—	(13)
Canadian intermediate weekly premium and individual health operations	(1)	(5)	(1)	(11)
Other	(2)	7	4	(2)
Income (loss) from discontinued operations before income taxes	(4)	97	(39)	83
Income tax expense (benefit)	—	31	(45)	29
Income (loss) from discontinued operations, net of taxes	<u>\$ (4)</u>	<u>\$ 66</u>	<u>\$ 6</u>	<u>\$ 54</u>

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

The nine months ended September 30, 2007 includes a \$26 million tax benefit associated with a discontinued international business.

The Company's Unaudited Interim Consolidated Statements of Financial Position include total assets and total liabilities related to discontinued businesses of \$439 million and \$215 million, respectively, as of September 30, 2007 and \$450 million and \$215 million, respectively, as of December 31, 2006. Charges recorded in connection with the disposals of businesses include estimates that are subject to subsequent adjustment. It is possible that such adjustments might be material to future net results of operations of a particular quarterly or annual period.

On June 6, 2007, the Company announced its decision to exit the equity sales, trading and research operations of the Prudential Equity Group ("PEG"). PEG's operations were substantially wound down by June 30, 2007. Included within the table above for the three and nine months ended September 30, 2007 are \$1 million and \$107 million, respectively, of pre-tax losses incurred in connection with this decision, primarily related to employee severance costs. The results of PEG, which were previously included in the Financial Advisory segment, are reflected in discontinued operations for all periods presented. The Company does not anticipate significant additional costs will be incurred in connection with this decision.

Real estate investments sold or held for sale reflects the income from discontinued real estate investments.

4. 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 U.S. 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 policies included in the Closed Block are specified individual life insurance policies and individual annuity contracts that were in force on the effective date of the Plan of Reorganization and for which Prudential Insurance is currently paying or expects to pay experience-based policy dividends. Assets have been allocated to the Closed Block in an amount that has been determined to produce cash flows which, together with revenues from policies included in the Closed Block, are expected to be sufficient to support obligations and liabilities relating to these policies, including provision for payment of benefits, certain expenses, and taxes and to provide for continuation of the policyholder dividend scales in effect in 2000, assuming experience underlying such scales continues. To the extent that, over time, cash flows from the assets allocated to the Closed Block and claims and other experience related to the Closed Block are, in the aggregate, more or less favorable than what was assumed when the Closed Block was established, total dividends paid to Closed Block policyholders in the future may be greater than or less than the total dividends that would have been paid to these policyholders if the policyholder dividend scales in effect in 2000 had been continued. Any cash flows in excess of amounts assumed will be available for distribution over time to Closed Block policyholders and will not be available to stockholders. If the Closed Block has insufficient funds to make guaranteed policy benefit payments, such payments will be made from assets outside of the Closed Block. The Closed Block will continue in effect as long as any policy in the Closed Block remains in force unless, with the consent of the New Jersey insurance regulator, it is terminated earlier.

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

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

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. The Company recognized a policyholder dividend obligation of \$680 million and \$483 million as of September 30, 2007 and December 31, 2006, respectively, to Closed Block policyholders for the excess of actual cumulative earnings over the expected cumulative earnings. Additionally, net unrealized investment gains that have arisen subsequent to the establishment of the Closed Block were reflected as a policyholder dividend obligation of \$1.218 billion and \$1.865 billion as of September 30, 2007 and December 31, 2006, respectively, to be paid to Closed Block policyholders unless otherwise offset by future experience, with an offsetting amount reported in "Accumulated other comprehensive income (loss)." See the table below for changes in the components of the policyholder dividend obligation for the nine months ended September 30, 2007.

Closed Block Liabilities and Assets designated to the Closed Block, as well as maximum future earnings to be recognized from Closed Block Liabilities and Closed Block Assets, are as follows:

	September 30, 2007	December 31, 2006
	(in millions)	
Closed Block Liabilities		
Future policy benefits	\$ 50,963	\$ 50,705
Policyholders' dividends payable	1,190	1,108
Policyholder dividend obligation	1,898	2,348
Policyholders' account balances	5,553	5,562
Other Closed Block liabilities	12,063	10,800
Total Closed Block Liabilities	<u>71,667</u>	<u>70,523</u>
Closed Block Assets		
Fixed maturities, available for sale, at fair value	46,869	46,707
Other trading account assets, at fair value	142	—
Equity securities, available for sale, at fair value	3,998	3,684
Commercial loans	7,004	6,794
Policy loans	5,399	5,415
Other long-term investments	1,067	922
Short-term investments	902	1,765
Total investments	65,381	65,287
Cash and cash equivalents	1,991	1,275
Accrued investment income	677	662
Other Closed Block assets	577	277
Total Closed Block Assets	<u>68,626</u>	<u>67,501</u>

PRUDENTIAL FINANCIAL, INC.
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

	September 30, 2007	(in millions)	December 31, 2006
Excess of reported Closed Block Liabilities over Closed Block Assets	3,041		3,022
Portion of above representing accumulated other comprehensive income:			
Net unrealized investment gains	1,165		1,844
Allocated to policyholder dividend obligation	(1,218)		(1,865)
Future earnings to be recognized from Closed Block Assets and Closed Block Liabilities	<u>\$ 2,988</u>		<u>\$ 3,001</u>

Information regarding the policyholder dividend obligation is as follows:

	Nine months ended September 30, 2007 (in millions)
Balance, January 1, 2007	\$ 2,348
Impact on income before gains allocable to policyholder dividend obligation	197
Change in unrealized investment gains	(647)
Balance, September 30, 2007	<u>\$ 1,898</u>

Closed Block revenues and benefits and expenses for the three and nine months ended September 30, 2007 and 2006 were as follows:

	Three Months Ended September 30, 2007	2006	Nine Months Ended September 30, 2007	2006
	(in millions)			
Revenues				
Premiums	\$ 797	\$ 814	\$ 2,580	\$ 2,617
Net investment income	891	844	2,616	2,544
Realized investment gains (losses), net	117	160	310	196
Other income	15	11	39	38
Total Closed Block revenues	<u>1,820</u>	<u>1,829</u>	<u>5,545</u>	<u>5,395</u>
Benefits and Expenses				
Policyholders' benefits	910	894	2,933	2,898
Interest credited to policyholders' account balances	34	34	105	105
Dividends to policyholders	726	697	1,985	1,803
General and administrative expenses	190	176	538	545
Total Closed Block benefits and expenses	<u>1,860</u>	<u>1,801</u>	<u>5,561</u>	<u>5,351</u>
Closed Block revenues, net of Closed Block benefits and expenses, before income taxes and discontinued operations	(40)	28	(16)	44
Income tax expense (benefit)	(32)	28	(27)	(5)
Closed Block revenues, net of Closed Block benefits and expenses and income taxes, before discontinued operations	(8)	—	11	49
Income from discontinued operations, net of taxes	—	—	2	—
Closed Block revenues, net of Closed Block benefits and expenses, income taxes and discontinued operations	<u>\$ (8)</u>	<u>\$ —</u>	<u>\$ 13</u>	<u>\$ 49</u>

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

5. STOCKHOLDERS' EQUITY

The Company has outstanding two classes of common stock: the Common Stock and the Class B Stock. The changes in the number of shares issued, held in treasury and outstanding are as follows for the periods indicated:

	Common Stock			Class B Stock
	Issued	Held In Treasury	Outstanding	Issued and Outstanding
			(in millions)	
Balance, December 31, 2006	604.9	133.8	471.1	2.0
Common Stock acquired	—	24.3	(24.3)	—
Stock-based compensation programs(1)	—	(4.9)	4.9	—
Convertible senior notes(2)	—	(2.4)	2.4	—
Balance, September 30, 2007	<u>604.9</u>	<u>150.8</u>	<u>454.1</u>	<u>2.0</u>

(1) Represents net shares issued from treasury pursuant to the Company's stock-based compensation program.

(2) Represents shares issued in conjunction with the conversion of the November 2005 convertible senior notes, as discussed in Note 6 to the Unaudited Interim Consolidated Financial Statements.

Common Stock Held in Treasury

In November 2006, Prudential Financial's Board of Directors authorized the Company to repurchase up to \$3.0 billion of its outstanding Common Stock in calendar year 2007. The timing and amount of any repurchases under this authorization will be determined by management based upon market conditions and other considerations, and the repurchases may be effected in the open market, through derivative, accelerated repurchase and other negotiated transactions and through prearranged trading plans complying with Rule 10b5-1(c) of the Securities Exchange Act of 1934, as amended ("the Exchange Act"). The 2007 stock repurchase program supersedes all previous repurchase programs. During the nine months ended September 30, 2007, the Company acquired 24.3 million shares of its Common Stock at a total cost of \$2.3 billion.

Comprehensive Income

The components of comprehensive income are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
			(in millions)	
Net income	\$ 867	\$ 1,205	\$ 2,833	\$ 2,391
Other comprehensive income (loss), net of taxes:				
Change in foreign currency translation adjustments	236	(59)	85	139
Change in net unrealized investments gains (losses)(1)	(415)	1,101	(955)	(472)
Change in pension and postretirement unrecognized net periodic benefit	3	—	27	—
Additional minimum pension liability adjustment	—	(3)	—	(7)
Other comprehensive income (loss)(2)	<u>(176)</u>	<u>1,039</u>	<u>(843)</u>	<u>(340)</u>
Comprehensive income	<u>\$ 691</u>	<u>\$ 2,244</u>	<u>\$ 1,990</u>	<u>\$ 2,051</u>

PRUDENTIAL FINANCIAL, INC.
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

- (1) Includes cash flow hedges of \$(49) million and \$7 million for the three months ended September 30, 2007 and 2006, respectively, and \$(51) million and \$(34) million for the nine months ended September 30, 2007 and 2006, respectively.
- (2) Amounts are net of taxes of \$(229) million and \$517 million for the three months ended September 30, 2007 and 2006, respectively, and \$(443) million and \$(280) million for the nine months ended September 30, 2007 and 2006, respectively.

The balance of and changes in each component of “Accumulated other comprehensive income (loss)” for the nine months ended September 30, 2007 are as follows (net of taxes):

	Accumulated Other Comprehensive Income (Loss)			
	Foreign Currency Translation Adjustments	Net Unrealized Investment Gains (Losses)(1)	Pension and Postretirement Unrecognized Net Periodic Benefit (Cost)	Total Accumulated Other Comprehensive Income (Loss)
		(in millions)		
Balance, December 31, 2006	\$ 122	\$ 1,171	\$ (774)	\$ 519
Change in component during period	85	(955)	27	(843)
Balance, September 30, 2007	<u>\$ 207</u>	<u>\$ 216</u>	<u>\$ (747)</u>	<u>\$ (324)</u>

- (1) Includes cash flow hedges of \$(175) million and \$(124) million as of September 30, 2007 and December 31, 2006, respectively.

6. 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 U.S. 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.

PRUDENTIAL FINANCIAL, INC.
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

Common Stock

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

	Three Months Ended September 30,					
	Income	2007 Weighted Average Shares	Per Share Amount	Income	2006 Weighted Average Shares	Per Share Amount
	(in millions, except per share amounts)					
Basic earnings per share						
Income from continuing operations attributable to the Financial Services Businesses	\$ 864			\$ 1,086		
Direct equity adjustment	13			16		
Income from continuing operations attributable to the Financial Services Businesses available to holders of Common Stock after direct equity adjustment	<u>\$ 877</u>	<u>457.0</u>	<u>\$ 1.92</u>	<u>\$ 1,102</u>	<u>480.8</u>	<u>\$ 2.29</u>
Effect of dilutive securities and compensation programs						
Stock options		5.0			6.5	
Deferred and long-term compensation programs		2.9			3.2	
Convertible senior notes		—			—	
Diluted earnings per share						
Income from continuing operations attributable to the Financial Services Businesses available to holders of Common Stock after direct equity adjustment	<u>\$ 877</u>	<u>464.9</u>	<u>\$ 1.89</u>	<u>\$ 1,102</u>	<u>490.5</u>	<u>\$ 2.25</u>
	Nine Months Ended September 30,					
	Income	2007 Weighted Average Shares	Per Share Amount	Income	2006 Weighted Average Shares	Per Share Amount
	(in millions, except per share amounts)					
Basic earnings per share						
Income from continuing operations attributable to the Financial Services Businesses	\$ 2,716			\$ 2,197		
Direct equity adjustment	42			51		
Income from continuing operations attributable to the Financial Services Businesses available to holders of Common Stock after direct equity adjustment	<u>\$ 2,758</u>	<u>463.0</u>	<u>\$ 5.96</u>	<u>\$ 2,248</u>	<u>487.8</u>	<u>\$ 4.61</u>
Effect of dilutive securities and compensation programs						
Stock options		5.5			6.9	
Deferred and long-term compensation programs		2.8			3.1	
Convertible senior notes		0.3			—	
Diluted earnings per share						
Income from continuing operations attributable to the Financial Services Businesses available to holders of Common Stock after direct equity adjustment	<u>\$ 2,758</u>	<u>471.6</u>	<u>\$ 5.85</u>	<u>\$ 2,248</u>	<u>497.8</u>	<u>\$ 4.51</u>

PRUDENTIAL FINANCIAL, INC.**Notes to Unaudited Interim Consolidated Financial Statements—(Continued)**

For the three months ended September 30, 2007 and 2006, 2.3 million and 2.9 million options, respectively, weighted for the portion of the period they were outstanding, with a weighted average exercise price of \$91.70 and \$76.13 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 nine months ended September 30, 2007 and 2006, 1.7 million and 2.2 million options, respectively, weighted for the portion of the period they were outstanding, with a weighted average exercise price of \$91.54 and \$76.10 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.

Convertible Senior Notes

The Company's convertible senior notes provide for the Company to issue shares of its Common Stock as a component of the conversion of the notes. The \$2 billion November 2005 issuance was called for redemption in May 2007, as discussed below. These notes were dilutive to earnings per share for the nine months ended September 30, 2007 by 0.3 million shares, weighted for the period prior to the conversion date, as the average market price of the Common Stock was above \$90.00, the initial conversion price. The \$2 billion December 2006 issuance will be dilutive to earnings per share if the average market price of the Common Stock for a particular period is above \$104.21.

On May 21, 2007, the Company called for redemption the \$2 billion of outstanding floating rate convertible senior notes issued in 2005. Prior to redemption by the Company, substantially all holders elected to convert their senior notes as provided under their terms. The senior notes required net settlement in shares; therefore, upon conversion, the holders received cash equal to the par amount of the senior notes surrendered for conversion plus accrued interest and shares of Prudential Financial Common Stock for the portion of the settlement amount in excess of the par amount. The settlement amount in excess of the par amount was based upon the excess of the closing market price of Prudential Financial Common Stock for a 10-day period defined under the terms of the senior notes, or \$100.80 per share, over the initial conversion price of \$90 per share. Accordingly, at conversion the Company issued 2,367,887 shares of Common Stock from treasury. The conversion had no impact on our results of operations and resulted in a net increase to shareholders' equity of \$44 million, reflecting the tax benefit associated with the conversion of the senior notes.

Class B Stock

Income (loss) from continuing operations per share of Class B Stock was \$(3.00) and \$18.50 for the three months ended September 30, 2007 and 2006, respectively, and \$34.50 and \$44.50 for the nine months ended September 30, 2007 and 2006, respectively.

The income (loss) from continuing operations attributable to the Closed Block Business available to holders of Class B Stock after direct equity adjustment for the three months ended September 30, 2007 and 2006 amounted to \$(6) million and \$37 million, respectively. The direct equity adjustment resulted in a decrease in the income from continuing operations attributable to the Closed Block Business applicable to holders of Class B Stock for earnings per share purposes of \$13 million and \$16 million for the three months ended September 30, 2007 and 2006, respectively. The income from continuing operations attributable to the Closed Block Business available to holders of Class B Stock after direct equity adjustment for the nine months ended September 30, 2007 and 2006 amounted to \$69 million and \$89 million, respectively. The direct equity adjustment resulted in a decrease in the income from continuing operations attributable to the Closed Block Business applicable to holders of Class B Stock for earnings per share purposes of \$42 million and \$51 million for the nine months ended September 30, 2007 and 2006, respectively. For the three and nine months ended September 30, 2007 and 2006, the weighted average number of shares of Class B Stock used in the calculation of earnings per share amounted to two million. There are no potentially dilutive shares associated with the Class B Stock.

PRUDENTIAL FINANCIAL, INC.
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)
7. EMPLOYEE BENEFIT PLANS

The Company has funded and non-funded contributory and non-contributory defined benefit pension plans, which cover substantially all of its employees. For some employees, benefits are based on final average earnings and length of service, while benefits for other employees are based on an account balance that takes into consideration age, service and earnings during their career.

The Company provides certain health care and life insurance benefits for its retired employees, their beneficiaries and covered dependents (“other postretirement benefits”). The health care plan is contributory; the life insurance plan is non-contributory. Substantially all of the Company’s U.S. employees may become eligible to receive other postretirement benefits if they retire after age 55 with at least 10 years of service or under certain circumstances after age 50 with at least 20 years of continuous service.

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

	Three Months Ended September 30,			
	Pension Benefits		Other Postretirement Benefits	
	2007	2006	2007	2006
	(in millions)			
Components of net periodic (benefit) cost				
Service cost	\$ 42	\$ 40	\$ 3	\$ 3
Interest cost	108	104	34	32
Expected return on plan assets	(192)	(185)	(23)	(22)
Amortization of prior service cost	7	6	(1)	(2)
Amortization of actuarial (gain) loss, net	7	12	4	4
Special termination benefits	1	1	—	—
Net periodic (benefit) cost	<u>\$ (27)</u>	<u>\$ (22)</u>	<u>\$ 17</u>	<u>\$ 15</u>
	Nine Months Ended September 30,			
	Pension Benefits		Other Postretirement Benefits	
	2007	2006	2007	2006
	(in millions)			
Components of net periodic (benefit) cost				
Service cost	\$ 126	\$ 120	\$ 9	\$ 9
Interest cost	324	312	102	96
Expected return on plan assets	(576)	(555)	(69)	(66)
Amortization of prior service cost	21	18	(3)	(6)
Amortization of actuarial (gain) loss, net	21	36	11	13
Special termination benefits	3	4	—	—
Net periodic (benefit) cost	<u>\$ (81)</u>	<u>\$ (65)</u>	<u>\$ 50</u>	<u>\$ 46</u>

On April 30, 2007, the Company transferred \$1 billion of assets within the qualified pension plan under Section 420 of the Internal Revenue Code from assets supporting pension benefits to assets supporting retiree medical benefits. The transfer resulted in a reduction to the prepaid benefit for the qualified pension plan and an offsetting decrease in the accrued benefit liability for the postretirement plan with no net effect on stockholders’ equity on the Company’s consolidated financial position. The transfer had no impact on the Company’s consolidated results of operations, but will reduce the future cash contributions required to be made to the postretirement plan.

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

The Company made cash contributions during the nine months ended September 30, 2007 of \$55 million to its postretirement plans and anticipates that it will make cash contributions for the remainder of 2007 of approximately \$5 million. The Company does not anticipate making any contributions to the qualified pension plan in 2007 and continues to anticipate contributing approximately \$80 million in 2007 to the non-qualified pension plans.

In July 2007, the Company established an irrevocable trust, commonly referred to as a “rabbi trust,” for the purpose of holding assets of the Company to be used to satisfy its obligations with respect to certain non-qualified retirement plans. Assets held in a rabbi trust are available to the general creditors of the Company in the event of insolvency or bankruptcy. The Company may from time to time in its discretion make contributions to the trust to fund accrued benefits payable to participants in one or more of the plans, and, in the case of a change in control of the Company, as defined in the trust agreement, the Company will be required to make contributions to the plans to fund the accrued benefits, vested and unvested, payable on a pretax basis to participants in the plans. The Company made a discretionary payment to the trust fund in July 2007 in the amount of \$95 million.

8. 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 eight reportable segments. The Company’s real estate and relocation services business as well as 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. Collectively, the businesses that comprise the three operating divisions and Corporate and Other are referred to as the Financial Services Businesses.

Adjusted Operating Income

In managing the Financial Services Businesses, the Company analyzes the operating performance of each segment using “adjusted operating income.” Adjusted operating income does not equate to “income from continuing operations before income taxes and equity in earnings of operating joint ventures” or “net income” as determined in accordance with U.S. GAAP but is the measure of segment profit or loss used by the Company to evaluate segment performance and allocate resources, and, consistent with SFAS No. 131, “Disclosures about Segments of an Enterprise and Related Information,” is the measure of segment performance presented below.

Adjusted operating income is calculated by adjusting each segment’s “income from continuing operations before income taxes and equity in earnings of operating joint ventures” for the following items, which are described in greater detail below:

- realized investment gains (losses), net, 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;
- 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 U.S. GAAP; and
- equity in earnings of operating joint ventures.

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

These items are important to an understanding of overall results of operations. Adjusted operating income is not a substitute for income determined in accordance with U.S. 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.

Realized investment gains (losses), net, and related charges and adjustments. Adjusted operating income excludes realized investment gains (losses), net, except as indicated below. A significant element of realized investment gains and losses are impairments and credit-related and interest rate-related gains and losses. Impairments and losses from sales of credit-impaired securities, the timing of which depends largely on market credit cycles, can vary considerably across periods. The timing of other sales that would result in gains or losses, such as interest rate-related gains or losses, is largely subject to the Company's discretion and influenced by market opportunities, as well as the Company's tax profile. Trends in the underlying profitability of the Company's businesses can be more clearly identified without the fluctuating effects of these transactions.

Charges that relate to realized investment gains (losses), net, are also excluded from adjusted operating income. The related charges relate to: policyholder dividends; amortization of deferred policy acquisition costs, valuation of business acquired ("VOBA"), unearned revenue reserves and deferred sales inducements; interest credited to policyholders' account balances; reserves for future policy benefits; payments associated with the market value adjustment features related to certain of the annuity products we sell; and minority interest in consolidated operating subsidiaries. The related charges associated with policyholder dividends include a percentage of the net increase in the fair value of specified Gibraltar Life assets that is required to be paid as dividends to Gibraltar Life policyholders. Deferred policy acquisition costs, VOBA, unearned revenue reserves and deferred sales inducements for certain 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 these items represent the portion of this amortization associated with net realized investment gains and losses. The related charges for interest credited to policyholders' account balances relate to certain group life policies that pass back certain realized investment gains and losses to the policyholder. 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 or based on an index rate at the time of purchase compared to an index rate at time of surrender, as applicable. These payments mitigate the net 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. Minority interest expense is recorded for the earnings of consolidated subsidiaries owed to minority investors. The related charge for minority interest in consolidated operating subsidiaries represents the portion of these earnings associated with net realized investment gains and losses.

Adjustments to "Realized investment gains (losses), net," for purposes of calculating adjusted operating income, include the following:

Gains and losses pertaining to derivative contracts that do not qualify for hedge accounting treatment, other than derivatives used in the Company's capacity as a broker or dealer, 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.

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

Adjusted operating income of the International Insurance segment and International Investments segment, excluding the global commodities group, reflect the impact of an intercompany arrangement with Corporate and Other operations pursuant to which the segments' non-U.S. dollar denominated earnings in all 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 segments' U.S. dollar equivalent earnings. Pursuant to this program, the Company's Corporate and Other operations execute forward currency contracts with third parties to sell 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 identified non-U.S. dollar denominated earnings are expected to be generated. These contracts do not qualify for hedge accounting under U.S. 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 (gains of \$19 million and \$12 million for the three months ended September 30, 2007 and 2006, respectively, and gains of \$65 million and \$26 million for the nine months ended September 30, 2007 and 2006, respectively). As of September 30, 2007 and December 31, 2006, the fair value of open contracts used for this purpose was a net asset of \$34 million and \$105 million, respectively.

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 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 gains of \$18 million and \$17 million for the three months ended September 30, 2007 and 2006, respectively, and gains of \$61 million and \$37 million for the nine months ended September 30, 2007 and 2006, respectively, due to periodic settlements and yield adjustments of such contracts.

Certain products the Company sells are accounted for as freestanding derivatives or contain embedded derivatives. Changes in the fair value of these derivatives, along with any fees received or payments made relating to the derivative, are recorded in "Realized investment gains (losses), net." These "Realized investment gains (losses), net" are included in adjusted operating income in the period in which the gain or loss is recorded. In addition, the changes in fair value of any associated derivative portfolio that is part of an economic hedging program related to the risk of these products (but which do not qualify for hedge accounting treatment under U.S. GAAP) are also included in adjusted operating income in the period in which the gains or losses on the derivative portfolio are recorded. Adjusted operating income includes gains of \$16 million and \$14 million for the three months ended September 30, 2007 and 2006, respectively, and gains of \$44 million and \$4 million for the nine months ended September 30, 2007 and 2006, respectively related to these products and any associated derivative portfolio.

The Company invests in fixed maturities that, in addition to a stated coupon, provide a return based upon the results of an underlying portfolio of fixed income investments and related investment activity. The Company accounts for these investments as available for sale fixed maturities containing embedded derivatives that are marked to market through "Realized investment gains (losses), net," based upon the change in value of the underlying portfolio. Adjusted operating income includes cumulative realized investment losses, and recoveries of such losses, on the embedded derivative in the period they occur. Cumulative realized investment gains above the original fair value of the embedded derivative are deferred and amortized into adjusted operating income over the remaining life of the investment. Adjusted operating income includes losses of \$72 million and gains of \$1 million for the three months ended September 30, 2007 and 2006, respectively, and losses of \$69 million and \$8 million for the nine months ended September 30, 2007 and 2006, respectively, related to these embedded derivatives.

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

Adjustments are also made for the purposes of calculating adjusted operating income for the following items:

Within the Company's Asset Management segment, its commercial mortgage operations originate loans for sale, including through securitization transactions. The "Realized investment gains (losses), net" associated with these loans, including related derivative results and retained mortgage servicing rights, are a principal source of earnings for this business and are included in adjusted operating income. Also within the Company's Asset Management segment, its proprietary investing business makes investments for sale or syndication to other investors or for placement or co-investment in the Company's managed funds and structured products. The "Realized investment gains (losses), net" associated with the sale of these proprietary investments are a principal source of earnings for this business and are included in adjusted operating income. In addition, "Realized investment gains (losses), net" from derivatives used to hedge certain foreign currency-denominated proprietary investments are included in adjusted operating income. Net realized investment losses of \$47 million and gains of \$3 million related to these businesses were included in adjusted operating income for the three months ended September 30, 2007 and 2006, respectively. Net realized investment gains of \$11 million and \$75 million related to these businesses were included in adjusted operating income for the nine months ended September 30, 2007 and 2006, respectively.

The Company's Japanese insurance operations invest in "dual currency" fixed maturities and loans, which pay interest in U.S. dollars, while the principal is payable in Japanese yen. For fixed maturities that are categorized as held to maturity, and loans where the Company's intent is to hold them to maturity, the change in value related to foreign currency fluctuations associated with the U.S. dollar interest payments is recorded in "Asset management fees and other income." Since these investments will be held until maturity, the foreign exchange impact will ultimately be realized as net investment income as earned. Therefore, the change in value related to foreign currency fluctuations recorded within "Asset management fees and other income" is excluded from adjusted operating income and is reflected as an adjustment to "Realized investment gains (losses), net." These adjustments were a net loss of \$25 million and a net gain of \$18 million for the three months ended September 30, 2007 and 2006, respectively, and a net loss of \$5 million and \$4 million for the nine months ended September 30, 2007 and 2006, respectively.

In addition, the Company has certain other assets and liabilities for which, under GAAP, the change in value due to changes in foreign currency exchange rates is recorded in "Asset management fees and other income." To the extent the foreign currency exposure on these assets and liabilities is economically hedged, the change in value included in "Asset management fees and other income" is excluded from adjusted operating income and is reflected as an adjustment to "Realized investment gains (losses), net." These adjustments were a net gain of \$51 million and net gain of \$4 million for the three months ended September 30, 2007 and 2006, respectively. These adjustments were a net gain of \$56 million and \$4 million for the nine months ended September 30, 2007 and 2006, respectively.

Investment gains and losses on trading account assets supporting insurance liabilities and changes in experience-rated contractholder liabilities due to asset value changes. Certain products included in the retirement business acquired from CIGNA, as well as certain products included in the International Insurance segment, are experience-rated in that investment results associated with these products will ultimately accrue to contractholders. The investments supporting these experience-rated products, excluding mortgage loans, are classified as trading. These trading investments are reflected on the statements of financial position as "Trading account assets supporting insurance liabilities, at fair value." Realized and unrealized gains and losses for these investments are reported in "Asset management fees and other income." Investment income for these investments is reported in "Net investment income." Mortgage loans that support these experience-rated products are carried at unpaid principal, net of unamortized discounts and an allowance for losses, and are reflected on the statements of financial position as "Commercial loans."

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

Adjusted operating income excludes net investment gains and losses on trading account assets supporting insurance liabilities. This is consistent with the exclusion of realized investment gains and losses with respect to other investments supporting insurance liabilities managed on a consistent basis, as discussed above. In addition, to be consistent with the historical treatment of charges related to realized investment 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) supporting 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 accrue to the contractholders.

Divested businesses. 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 U.S. GAAP, are excluded from adjusted operating income as the results of divested businesses are not relevant to understanding the Company’s ongoing operating results.

Equity in earnings of operating joint ventures. Equity in earnings of operating joint ventures, on a pre-tax basis, are included in adjusted operating income as these results are a principal source of earnings. These earnings are reflected on a GAAP basis on an after-tax basis as a separate line on the Company’s Unaudited Interim Consolidated Statements of Operations.

PRUDENTIAL FINANCIAL, INC.
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

The summary below reconciles adjusted operating income before income taxes for the Financial Services Businesses to income from continuing operations before income taxes and equity in earnings of operating joint ventures:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Adjusted Operating Income before income taxes for Financial Services Businesses by Segment:				
Individual Life	\$ 247	\$ 183	\$ 489	\$ 412
Individual Annuities	203	192	549	432
Group Insurance	97	90	217	166
Total Insurance Division	547	465	1,255	1,010
Asset Management	119	100	493	406
Financial Advisory	85	51	254	(26)
Retirement	53	109	339	388
Total Investment Division	257	260	1,086	768
International Insurance	366	397	1,191	1,059
International Investments	114	31	219	109
Total International Insurance and Investments Division	480	428	1,410	1,168
Corporate Operations	(26)	(32)	(40)	(15)
Real Estate and Relocation Services	21	36	36	75
Total Corporate and Other	(5)	4	(4)	60
Adjusted Operating Income before income taxes for Financial Services Businesses	1,279	1,157	3,747	3,006
Reconciling items:				
Realized investment gains (losses), net, and related adjustments	(105)	214	80	(70)
Charges related to realized investment gains (losses), net	(4)	7	(17)	30
Investment gains (losses) on trading account assets supporting insurance liabilities, net	36	257	10	(8)
Change in experience-rated contractholder liabilities due to asset value changes	(6)	(168)	4	28
Divested businesses	15	10	29	58
Equity in earnings of operating joint ventures	(103)	(78)	(323)	(223)
Income from continuing operations before income taxes and equity in earnings of operating joint ventures for Financial Services Businesses	1,112	1,399	3,530	2,821
Income from continuing operations before income taxes and equity in earnings of operating joint ventures for Closed Block Business	8	74	160	196
Income from continuing operations before income taxes and equity in earnings of operating joint ventures	<u>\$ 1,120</u>	<u>\$ 1,473</u>	<u>\$ 3,690</u>	<u>\$ 3,017</u>

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

The Insurance division results reflect deferred policy acquisition costs as if the individual annuity business and group insurance business were stand-alone operations. 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 September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Financial Services Businesses:				
Individual Life	\$ 668	\$ 467	\$ 1,928	\$ 1,611
Individual Annuities	629	583	1,865	1,505
Group Insurance	1,200	1,155	3,616	3,381
Total Insurance Division	2,497	2,205	7,409	6,497
Asset Management	518	443	1,692	1,414
Financial Advisory	98	78	303	222
Retirement	1,183	1,112	3,496	3,215
Total Investment Division	1,799	1,633	5,491	4,851
International Insurance	1,983	1,924	6,094	5,807
International Investments	251	132	597	428
Total International Insurance and Investments Division	2,234	2,056	6,691	6,235
Corporate Operations	39	77	197	255
Real Estate and Relocation Services	89	93	229	246
Total Corporate and Other	128	170	426	501
Total	6,658	6,064	20,017	18,084
Reconciling items:				
Realized investment gains (losses), net, and related adjustments	(105)	214	80	(70)
Charges related to realized investment gains (losses), net	2	—	5	9
Investment gains (losses) on trading account assets supporting insurance liabilities, net	36	257	10	(8)
Divested businesses	19	15	34	80
Equity in earnings of operating joint ventures	(103)	(78)	(323)	(223)
Total Financial Services Businesses	6,507	6,472	19,823	17,872
Closed Block Business	1,886	1,889	5,770	5,589
Total per Unaudited Interim Consolidated Financial Statements	\$ 8,393	\$ 8,361	\$25,593	\$23,461

The Asset Management segment revenues include intersegment revenues of \$75 million and \$82 million for the three months ended September 30, 2007 and 2006, respectively, and \$234 million and \$258 million for the nine months ended September 30, 2007 and 2006, respectively, primarily consisting of asset-based management and administration fees. Management has determined the intersegment revenues with reference to market rates. Intersegment revenues are eliminated in consolidation in Corporate and Other.

PRUDENTIAL FINANCIAL, INC.
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

The summary below presents total assets for the Company's reportable segments as of the periods indicated:

	September 30, 2007	December 31, 2006
	(in millions)	
Individual Life	\$ 36,117	\$ 33,041
Individual Annuities	76,579	69,153
Group Insurance	32,804	29,342
Total Insurance Division	145,500	131,536
Asset Management	44,077	38,524
Financial Advisory	1,428	1,342
Retirement	130,806	125,604
Total Investment Division	176,311	165,470
International Insurance	62,380	59,211
International Investments	7,700	6,191
Total International Insurance and Investments Division	70,080	65,402
Corporate Operations	12,113	16,479
Real Estate and Relocation Services	1,242	1,380
Total Corporate and Other	13,355	17,859
Total Financial Services Businesses	405,246	380,267
Closed Block Business	75,168	73,999
Total per Unaudited Interim Consolidated Financial Statements	<u>\$ 480,414</u>	<u>\$ 454,266</u>

9. CONTINGENT LIABILITIES AND LITIGATION AND REGULATORY MATTERS

Contingent Liabilities

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. From time to time, this review process results in the discovery of product administration, servicing or other errors, including errors relating to the timing or amount of payments or contract values due to customers. 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 or other matters 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 and rights to indemnification, 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 businesses and operations that are specific to the Company and proceedings that are typical of the businesses in which the Company operates, including in

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

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.

Insurance and Annuities

In August 2000, plaintiffs filed a purported national class action in the District Court of Valencia County, New Mexico, *Azar, et al. v. Prudential Insurance*, based upon the alleged failure to adequately disclose the increased costs associated with payment of life insurance premiums on a “modal” basis, *i.e.*, more frequently than once a year. Similar actions have been filed in New Mexico against over a dozen other insurance companies. The complaint asserts claims for breach of the common law duty to disclose material information, breach of the implied covenant of good faith and fair dealing, breach of fiduciary duty, unjust enrichment and fraudulent concealment and seeks injunctive relief, compensatory and punitive damages, both in unspecified amounts, restitution, treble damages, interest, costs and attorneys’ fees. In March 2001, the court entered an order granting partial summary judgment to plaintiffs as to liability. In January 2003, the New Mexico Court of Appeals reversed this finding and dismissed the claims for breach of the covenant of good faith and fair dealing and breach of fiduciary duty. The case was remanded to the trial court and in November 2004, it held that, as to the named plaintiffs, the non-disclosure was material. In July 2005, the court certified a class of New Mexico only policyholders denying plaintiffs’ motion to include purchasers from 35 additional states. In September 2005, plaintiffs sought to amend the court’s order on class certification with respect to eight additional states. In March 2006, the court reiterated its denial of a multi-state class and maintained the certification of a class of New Mexico resident purchasers of Prudential life insurance. The court also indicated it would enter judgment on liability against Prudential for the New Mexico class. In May 2007, the matter settled. The settlement provides that Prudential Insurance will pay the difference between the annualized modal premium and the annual premium and attorneys’ fees. In October 2007, the court approved the settlement of approximately \$2 million without any objections. The settlement is expected to become final in November 2007.

From November 2002 to March 2005, eleven separate complaints were filed against the Company and the law firm of Leeds Morelli & Brown in New Jersey state court. The cases were consolidated for pre-trial proceedings in New Jersey Superior Court, Essex County and captioned *Lederman v. Prudential Financial, Inc., et al.* The complaints allege that an alternative dispute resolution agreement entered into among Prudential Insurance, over 350 claimants who are current and former Prudential Insurance employees, and Leeds Morelli & Brown (the law firm representing the claimants) was illegal and that Prudential Insurance conspired with Leeds Morelli & Brown to commit fraud, malpractice, breach of contract, and violate federal racketeering laws by advancing legal fees to the law firm with the purpose of limiting Prudential’s liability to the claimants. In 2004, the Superior Court sealed these lawsuits and compelled them to arbitration. In May 2006, the Appellate Division reversed the trial court’s decisions, held that the cases were improperly sealed, and should be heard in court rather than arbitrated. In November 2006, plaintiffs filed a motion seeking to permit over 200 individuals to join the cases as additional plaintiffs, to authorize a joint trial on liability issues for all plaintiffs, and to add a claim under the New Jersey discrimination law. In March 2007, the court granted plaintiffs’ motion to amend the complaint to add over 200 additional plaintiffs and a claim under the New Jersey discrimination law but denied without prejudice plaintiffs’ motion for a joint trial on liability issues. In April 2007, the amended complaint was filed. In June 2007, the Company moved to dismiss the complaint. The motion is pending.

The Company, along with a number of other insurance companies, received formal requests for information from the State of New York Attorney General’s Office (“NYAG”), the Securities and Exchange Commission (“SEC”), the Connecticut Attorney General’s Office, the Massachusetts Office of the Attorney General, the

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

Department of Labor, the United States Attorney for the Southern District of California, the District Attorney of the County of San Diego, and various state insurance departments relating to payments to insurance intermediaries and certain other practices that may be viewed as anti-competitive. The Company may receive additional requests from these and other regulators and governmental authorities concerning these and related subjects. The Company is cooperating with these inquiries and has had discussions with certain authorities in an effort to resolve the inquiries into this matter. In December 2006, Prudential Insurance reached a resolution of the NYAG investigation. Under the terms of the settlement, Prudential Insurance paid a \$2.5 million penalty and established a \$16.5 million fund for policyholders, adopted business reforms and agreed, among other things, to continue to cooperate with the NYAG in any litigation, ongoing investigations or other proceedings. Prudential Insurance also settled the litigation brought by the California Department of Insurance and agreed to business reforms and disclosures as to group insurance contracts insuring customers or residents in California and to pay certain costs of investigation. These matters are also the subject of litigation brought by private plaintiffs, including purported class actions that have been consolidated in the multidistrict litigation in the United States District Court for the District of New Jersey, *In re Employee Benefit Insurance Brokerage Antitrust Litigation*. In that action, in August and September 2007, the court dismissed the anti-trust and RICO claims but has not yet ruled on the dismissal motions of the other claims. Two shareholder derivative actions, *Gillespie v. Ryan* and *Kahn v. Agnew* were dismissed without prejudice. In *Gillespie*, the plaintiff entered into a tolling agreement with the Company to permit a Special Evaluation Committee of the Board of Directors to investigate and evaluate his demand that the Company take action regarding these matters. The Committee has completed its investigation and has informed counsel for Mr. Gillespie that it has determined to refuse his demand. The regulatory settlement may adversely affect the existing litigation or cause additional litigation and result in adverse publicity and other potentially adverse impacts to the Company's business.

In April 2005, the Company voluntarily commenced a review of the accounting for its reinsurance arrangements to confirm that it complied with applicable accounting rules. This review included an inventory and examination of current and past arrangements, including those relating to the Company's wind down and divested businesses and discontinued operations. Subsequent to commencing this voluntary review, the Company received a formal request from the Connecticut Attorney General for information regarding its participation in reinsurance transactions generally and a formal request from the SEC for information regarding certain reinsurance contracts entered into with a single counterparty since 1997 as well as specific contracts entered into with that counterparty in the years 1997 through 2002 relating to the Company's property and casualty insurance operations that were sold in 2003. These investigations are ongoing and not yet complete and it is possible that the Company may receive additional requests from regulators relating to reinsurance arrangements. The Company intends to cooperate with all such requests.

The Company's subsidiary, American Skandia Life Assurance Corporation, has commenced a remediation program to correct errors in the administration of approximately 11,000 annuity contracts issued by that company. The owners of these contracts did not receive notification that the contracts were approaching or past their designated annuitization date or default annuitization date (both dates referred to as the "contractual annuity date") and the contracts were not annuitized at their contractual annuity dates. Some of these contracts also were affected by data integrity errors resulting in incorrect contractual annuity dates. The lack of notice and data integrity errors, as reflected on the annuities administrative system, all occurred before the acquisition of the American Skandia entities by the Company. The remediation and administrative costs of the remediation program are subject to the indemnification provisions of the acquisition agreement pursuant to which the Company purchased the American Skandia entities in May 2003 from Skandia.

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Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

Securities

Prudential Securities has been named as a defendant in a number of industry-wide purported class actions in the United States District Court for the Southern District of New York relating to its former securities underwriting business. Plaintiffs in one consolidated proceeding, captioned *In re: Initial Public Offering Securities Litigation*, allege, among other things, that the underwriters engaged in a scheme involving tying agreements, undisclosed compensation arrangements and research analyst conflicts to manipulate and inflate the prices of shares sold in initial public offerings in violation of the federal securities laws. Certain issuers of these securities and their current and former officers and directors have also been named as defendants. In October 2004, the district court granted plaintiffs' motion for class certification in six "focus cases." In December 2006, the United States Court of Appeals for the Second Circuit vacated that decision and remanded the case to the district court for further proceedings. In August 2000, Prudential Securities was named as a defendant, along with other underwriters, in a purported class action, captioned *CHS Electronics Inc. v. Credit Suisse First Boston Corp. et al.*, which alleges on behalf of issuers of securities in initial public offerings that the defendants conspired to fix at 7% the discount that underwriting syndicates receive from issuers in violation of federal antitrust laws. Plaintiffs moved for class certification in September 2004 and for partial summary judgment in November 2005. The summary judgment motion has been deferred pending disposition of the class certification motion. In April 2006, the court denied class certification. In September 2007, the Second Circuit reversed the district court's decision denying class certification and remanded the case to the district court for further proceedings. In a related action, captioned *Gillet v. Goldman Sachs et al.*, plaintiffs allege substantially the same antitrust claims on behalf of investors, though only injunctive relief is currently being sought.

Other Matters

Mutual Fund Market Timing Practices

In August 2006, Prudential Equity Group, LLC ("PEG"), a wholly owned subsidiary of the Company, reached a resolution of the previously disclosed regulatory and criminal investigations into deceptive market related activities involving PEG's former Prudential Securities operations. The settlements relate to conduct that generally occurred between 1999 and 2003 involving certain former Prudential Securities brokers in Boston and certain other branch offices in the U.S., their supervisors, and other members of the Prudential Securities control structure with responsibilities that related to the market timing activities, including certain former members of Prudential Securities senior management. The Prudential Securities operations were contributed to a joint venture with Wachovia Corporation in July 2003, but PEG retained liability for the market timing related activities. In connection with the resolution of the investigations, PEG entered into separate settlements with each of the United States Attorney for the District of Massachusetts ("USAO"), the Secretary of the Commonwealth of Massachusetts, Securities Division, the SEC, the National Association of Securities Dealers, the New York Stock Exchange, the New Jersey Bureau of Securities and the NYAG. These settlements resolve the investigations by the above named authorities into these matters as to all Prudential entities without further regulatory proceedings or filing of charges so long as the terms of the settlement are followed and provided, in the case of the settlement agreement reached with the USAO, that the USAO has reserved the right to prosecute PEG if there is a material breach by PEG of that agreement during its five year term and in certain other specified events. Under the terms of the settlements, PEG paid \$270 million into a Fair Fund administered by the SEC to compensate those harmed by the market timing activities. In addition, \$330 million was paid in fines and penalties. Pursuant to the settlements, PEG retained, at PEG's ongoing cost and expense, the services of an Independent Distribution Consultant acceptable to certain of the authorities to develop a proposed distribution plan for the distribution of Fair Fund amounts according to a methodology developed in consultation with and acceptable to certain of the authorities. In addition, as part of the settlements, PEG has agreed, among other things, to continue to cooperate

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

with the above named authorities in any litigation, ongoing investigations or other proceedings relating to or arising from their investigations into these matters. In connection with the settlements, the Company has agreed with the USAO, among other things, to cooperate with the USAO and to maintain and periodically report on the effectiveness of its compliance procedures. The settlement documents include findings and admissions that may adversely affect existing litigation or cause additional litigation and result in adverse publicity and other potentially adverse impacts to the Company's businesses.

In addition to the regulatory proceedings described above that were settled in 2006, in October 2004, the Company and Prudential Securities were named as defendants in several class actions brought on behalf of purchasers and holders of shares in a number of mutual fund complexes. The actions are consolidated as part of a multi-district proceeding, *In re: Mutual Fund Investment Litigation*, pending in the United States District Court for the District of Maryland. The complaints allege that the purchasers and holders were harmed by dilution of the funds' values and excessive fees, caused by market timing and late trading, and seek unspecified damages. In August 2005, the Company was dismissed from several of the actions, without prejudice to repleading the state claims, but remains a defendant in other actions in the consolidated proceeding. In July 2006, in one of the consolidated mutual fund actions, *Saunders v. Putnam American Government Income Fund, et al.*, the United States District Court for the District of Maryland granted plaintiffs leave to refile their federal securities law claims against Prudential Securities. In August 2006, the second amended complaint was filed alleging federal securities law claims on behalf of a purported nationwide class of mutual fund investors seeking compensatory and punitive damages in unspecified amounts. Motions to dismiss the other actions are pending.

Commencing in 2003, the Company received formal requests for information from the SEC and NYAG relating to market timing in variable annuities by certain American Skandia entities. In connection with these investigations, with the approval of Skandia Insurance Company Ltd. (publ) ("Skandia"), an offer was made by American Skandia to the authorities investigating its companies, the SEC and NYAG, to settle these matters by paying restitution and a civil penalty of \$95 million in the aggregate. While not assured, the Company believes these discussions are likely to lead to settlements with these authorities. Any regulatory settlement involving an American Skandia entity would be subject to the indemnification provisions of the acquisition agreement pursuant to which the Company purchased the American Skandia entities in May 2003 from Skandia. If achieved, settlement of the matters relating to American Skandia also could involve continuing monitoring, changes to and/or supervision of business practices, findings that may adversely affect existing or cause additional litigation, adverse publicity and other adverse impacts to the Company's businesses.

Other

In October 2007, Prudential Retirement Insurance and Annuity Co. ("PRIAC") filed an action in the United States District Court for the Southern District of New York, *Prudential Retirement Insurance & Annuity Co. v. State Street Global Advisors*, in PRIAC's fiduciary capacity and on behalf of certain defined benefit and defined contribution plan clients of PRIAC, against an unaffiliated asset manager, State Street Global Advisors ("SSgA") and SSgA's affiliate, State Street Bank and Trust Company ("State Street"). This action seeks, among other relief, restitution of certain losses attributable to certain investment funds sold by SSgA as to which PRIAC believes SSgA employed investment strategies and practices that were misrepresented by SSgA and failed to exercise the standard of care of a prudent investment manager. PRIAC also intends to vigorously pursue any other available remedies against SSgA and State Street in respect of this matter. Given the unusual circumstances surrounding the management of these SSgA funds and in order to protect the interests of the affected plans and their participants while PRIAC pursues these remedies, PRIAC is also implementing a process under which affected plan clients that authorize PRIAC to proceed on their behalf will receive payments from funds provided by PRIAC for the losses referred to above. The Company's consolidated financial statements, and the results of

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

the Retirement segment included in the Company's Investment Division, for the quarter ended September 30, 2007 include a pre-tax charge of \$81 million, reflecting these payments to plan clients and certain related costs.

In November 2003, an action was commenced in the United States Bankruptcy Court for the Southern District of New York, *Enron Corp. v. J.P. Morgan Securities, Inc., et al.*, against approximately 100 defendants, including Prudential Insurance and related entities, which invested in Enron's commercial paper. The complaint alleges that Enron's October 2001 prepayment of its commercial paper is a voidable preference under the bankruptcy laws and constitutes a fraudulent conveyance and that the Company and related entities received prepayment of \$125 million. A motion by all defendants to dismiss the complaint was denied in June 2005. Defendants' motions for leave to appeal are pending. In April 2007, the Prudential defendants and Enron agreed to a tentative settlement of the adversary proceeding. In July 2007, the settlement, which involves Prudential and certain other defendants, was approved. The agreement provides that the Prudential defendants will pay \$16.3 million. In August 2007, the court dismissed the Prudential defendants pursuant to the settlement agreement.

In August 1999, a Prudential Insurance employee and several Prudential Insurance retirees filed an action in the United States District Court for the Southern District of Florida, *Dupree, et al., v. Prudential Insurance, et al.*, against Prudential Insurance and its Board of Directors in connection with a group annuity contract entered into in 1989 between the Prudential Retirement Plan and Prudential Insurance. The suit alleged that the annuitization of certain retirement benefits violated ERISA and that, in the event of demutualization, Prudential Insurance would retain shares distributed under the annuity contract in violation of ERISA's fiduciary duty requirements. In July 2001, plaintiffs filed an amended complaint dropping three counts, and the Company filed an answer denying the essential allegations of the complaint. The amended complaint seeks injunctive and monetary relief, including the return of what are claimed to be excess investment and advisory fees paid by the Retirement Plan to Prudential. In March 2002, the court dismissed certain of the claims against the individual defendants. A non-jury trial was concluded in January 2005. In August 2007, the court issued its decision and order dismissing the case. In September 2007, plaintiffs filed a notice of appeal with the Eleventh Circuit Court of Appeals.

In September and October 2005, five purported class action lawsuits were filed against the Company, PSI and PEG claiming that stockbrokers were improperly classified as exempt employees under state and federal wage and hour laws, were improperly denied overtime pay and that improper deductions were made from the stockbrokers' wages. Two of the stockbrokers' complaints, *Janowsky v. Wachovia Securities, LLC* and *Prudential Securities Incorporated and Goldstein v. Prudential Financial, Inc.*, were filed in the United States District Court for the Southern District of New York. The *Goldstein* complaint purports to have been filed on behalf of a nationwide class. The *Janowsky* complaint alleges a class of New York brokers. Motions to dismiss and compel arbitration were filed in the *Janowsky* and *Goldstein* matters, which have been consolidated for pre-trial purposes. The three stockbrokers complaints filed in California Superior Court, *Dewane v. Prudential Equity Group, Prudential Securities Incorporated, and Wachovia Securities LLC*; *DiLustro v. Prudential Securities Incorporated, Prudential Equity Group Inc. and Wachovia Securities*; and *Carayanis v. Prudential Equity Group LLC and Prudential Securities Inc.*, purport to have been brought on behalf of classes of California brokers. The *Carayanis* complaint was subsequently withdrawn without prejudice in May 2006. In June 2006, a purported New York state class action complaint was filed in the United States District Court for the Eastern District of New York, *Panesenko v. Wachovia Securities, et al.*, alleging that the Company failed to pay overtime to stockbrokers in violation of state and federal law and that improper deductions were made from the stockbrokers' wages in violation of state law. In September 2006, Prudential Securities was sued in *Badain v. Wachovia Securities, et al.*, a purported nationwide class action filed in the United States District Court for the Western District of New York. The complaint alleges that Prudential Securities failed to pay overtime to

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

stockbrokers in violation of state and federal law and that improper deductions were made from the stockbrokers' wages in violation of state law. In October 2006, a purported class action lawsuit, *Bouder v. Prudential Financial, Inc. and Prudential Insurance Company of America*, was filed in the United States District Court for the District of New Jersey, claiming that the Company failed to pay overtime to insurance agents who were registered representatives in violation of federal and state law, and that improper deductions were made from these agents' wages in violation of state law. In December 2006, the stockbrokers' cases were transferred to the United States District Court for the Central District of California by the Judicial Panel on Multidistrict Litigation for coordinated or consolidated pre-trial proceedings. The complaints seek back overtime pay and statutory damages, recovery of improper deductions, interest, and attorneys' fees.

In November 1996, plaintiffs filed a purported class action lawsuit against Prudential Insurance, the Prudential Home Mortgage Company, Inc. and several other subsidiaries in the Superior Court of New Jersey, Essex County, *Capitol Life Insurance Company v. Prudential Insurance, et al.*, in connection with the sale of certain subordinated mortgage securities sold by a subsidiary of Prudential Home Mortgage. In May 2000, plaintiffs filed a second amended complaint that alleges violations of the New Jersey securities and RICO statutes, fraud, conspiracy and negligent misrepresentation, and seeks compensatory as well as treble and punitive damages. In 2002, class certification was denied. In August 2005, the court dismissed the New Jersey Securities Act and RICO claims and the negligent misrepresentation claim. In April 2007, the matter settled for \$7.5 million.

Summary

The Company's litigation and regulatory matters are subject to many uncertainties, and given their complexity and scope, their outcome cannot be predicted. It is possible that results of operations or 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 and rights to indemnification, should not have a material adverse effect on the Company's financial position.

10. INVESTMENT IN WACHOVIA SECURITIES

On July 1, 2003, the Company combined its retail securities brokerage and clearing operations with those of Wachovia Corporation ("Wachovia") and formed Wachovia Securities Financial Holdings, LLC ("Wachovia Securities"), a joint venture now headquartered in St. Louis, Missouri. The Company currently has a 38% ownership interest in the joint venture, while Wachovia owns the remaining 62%. The Company accounts for its 38% ownership of the joint venture under the equity method of accounting.

On October 1, 2007, Wachovia completed the acquisition of the retail securities brokerage business of A.G. Edwards, Inc. ("A.G. Edwards") for \$6.8 billion and has indicated they will combine A.G. Edwards with Wachovia Securities in early 2008.

On July 6, 2007, the Board of Directors of the Company approved the election by the Company of the "lookback" option under the terms of the agreements relating to the joint venture. The "lookback" option permits the Company to delay for two years following the combination of the A.G. Edwards business with Wachovia Securities the Company's decision to make or not to make an additional capital contribution to the joint venture or other payments to avoid or limit dilution of its ownership interest in the joint venture. During this "lookback"

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

period, the Company's share in the earnings of the joint venture and one-time costs associated with the combination of A.G. Edwards with Wachovia Securities will be based on the Company's diluted ownership level. Any capital contribution or other payment at the end of the "lookback" period to restore all or part of the Company's ownership interest in the joint venture would be based on the appraised value of the existing joint venture and the A.G. Edwards business as of the date of the combination of the A.G. Edwards business with Wachovia Securities. In such event, the Company would also need to make a true-up payment of one-time costs to reflect the incremental increase in its ownership interest in the joint venture. Alternatively, the Company may at the end of the "lookback" period "put" its joint venture interests to Wachovia based on the appraised value of the joint venture, excluding the A.G. Edwards business, as of the date of the combination of the A.G. Edwards business with Wachovia Securities.

At the time of the combination of the A.G. Edwards business with Wachovia Securities, the Company expects to adjust the carrying value for accounting purposes of its ownership interest in the joint venture to reflect the addition of that business and the initial dilution of its ownership level and to record the initial value of the above described rights under the "lookback" option. The Company expects that the value to be recognized for the foregoing items will be credited net of tax directly to "Additional paid-in capital."

The Company also retains its separate right to "put" its joint venture interests to Wachovia at any time after July 1, 2008 based on the appraised value of the joint venture, including the A.G. Edwards business, determined pursuant to appraisal procedures carried out following a decision by the Company to exercise this "put". However, if in connection with the "lookback" option the Company elects at the end of the "lookback" period to make an additional capital contribution or other payment to avoid or limit dilution, the Company may not exercise this "put" option prior to the first anniversary of the end of the "lookback" period.

PRUDENTIAL FINANCIAL, INC.
Unaudited Interim Supplemental Combining Statements of Financial Position
September 30, 2007 and December 31, 2006 (in millions)

	September 30, 2007			December 31, 2006		
	Financial Services Businesses	Closed Block Business	Consolidated	Financial Services Businesses	Closed Block Business	Consolidated
ASSETS						
Fixed maturities:						
Available for sale, at fair value	\$ 112,956	\$ 50,816	\$ 163,772	\$ 112,043	\$ 50,773	\$ 162,816
Held to maturity, at amortized cost	3,473	—	3,473	3,469	—	3,469
Trading account assets supporting insurance liabilities, at fair value	14,612	—	14,612	14,262	—	14,262
Other trading account assets, at fair value	3,118	142	3,260	2,209	—	2,209
Equity securities, available for sale, at fair value	4,683	4,080	8,763	4,331	3,772	8,103
Commercial loans	20,756	7,580	28,336	18,421	7,318	25,739
Policy loans	3,815	5,399	9,214	3,472	5,415	8,887
Securities purchased under agreements to resell	111	—	111	153	—	153
Other long-term investments	4,449	1,034	5,483	3,780	965	4,745
Short-term investments	3,183	941	4,124	3,183	1,851	5,034
Total investments	171,156	69,992	241,148	165,323	70,094	235,417
Cash and cash equivalents	7,687	2,218	9,905	7,243	1,346	8,589
Accrued investment income	1,519	732	2,251	1,429	713	2,142
Reinsurance recoverables	2,149	—	2,149	1,958	—	1,958
Deferred policy acquisition costs	11,032	969	12,001	9,854	1,009	10,863
Other assets	16,379	1,257	17,636	16,997	837	17,834
Separate account assets	195,324	—	195,324	177,463	—	177,463
TOTAL ASSETS	\$ 405,246	\$ 75,168	\$ 480,414	\$ 380,267	\$ 73,999	\$ 454,266
LIABILITIES AND ATTRIBUTED EQUITY						
LIABILITIES						
Future policy benefits	\$ 58,117	\$ 50,964	\$ 109,081	\$ 56,245	\$ 50,706	\$ 106,951
Policyholders' account balances	77,105	5,553	82,658	75,090	5,562	80,652
Policyholders' dividends	602	3,088	3,690	526	3,456	3,982
Reinsurance payables	1,593	—	1,593	1,458	—	1,458
Securities sold under agreements to repurchase	5,683	6,819	12,502	5,747	5,734	11,481
Cash collateral for loaned securities	5,017	3,625	8,642	4,082	3,283	7,365
Income taxes	2,826	142	2,968	2,920	188	3,108
Securities sold but not yet purchased	204	—	204	277	—	277
Short-term debt	12,619	865	13,484	10,798	1,738	12,536
Long-term debt	9,771	1,750	11,521	9,673	1,750	11,423
Other liabilities	14,634	1,136	15,770	14,298	380	14,678
Separate account liabilities	195,324	—	195,324	177,463	—	177,463
Total liabilities	383,495	73,942	457,437	358,577	72,797	431,374
COMMITMENTS AND CONTINGENT LIABILITIES						
ATTRIBUTED EQUITY						
Accumulated other comprehensive income (loss)	(300)	(24)	(324)	496	23	519
Other attributed equity	22,051	1,250	23,301	21,194	1,179	22,373
Total attributed equity	21,751	1,226	22,977	21,690	1,202	22,892
TOTAL LIABILITIES AND ATTRIBUTED EQUITY	\$ 405,246	\$ 75,168	\$ 480,414	\$ 380,267	\$ 73,999	\$ 454,266

See Notes to Unaudited Interim Supplemental Combining Financial Information

PRUDENTIAL FINANCIAL, INC.
Unaudited Interim Supplemental Combining Statements of Operations
For the three months ended September 30, 2007 and 2006 (in millions)

	Three Months Ended September 30,					
	2007			2006		
	Financial Services Businesses	Closed Block Business	Consolidated	Financial Services Businesses	Closed Block Business	Consolidated
REVENUES						
Premiums	\$ 2,675	\$ 797	\$ 3,472	\$ 2,550	\$ 814	\$ 3,364
Policy charges and fee income	729	—	729	583	—	583
Net investment income	2,116	960	3,076	1,967	914	2,881
Realized investment gains (losses), net	(197)	113	(84)	239	150	389
Asset management fees and other income	1,184	16	1,200	1,133	11	1,144
Total revenues	<u>6,507</u>	<u>1,886</u>	<u>8,393</u>	<u>6,472</u>	<u>1,889</u>	<u>8,361</u>
BENEFITS AND EXPENSES						
Policyholders' benefits	2,633	910	3,543	2,622	894	3,516
Interest credited to policyholders' account balances	786	34	820	884	34	918
Dividends to policyholders	38	727	765	32	697	729
General and administrative expenses	1,938	207	2,145	1,535	190	1,725
Total benefits and expenses	<u>5,395</u>	<u>1,878</u>	<u>7,273</u>	<u>5,073</u>	<u>1,815</u>	<u>6,888</u>
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES AND EQUITY IN EARNINGS OF OPERATING JOINT VENTURES	<u>1,112</u>	<u>8</u>	<u>1,120</u>	<u>1,399</u>	<u>74</u>	<u>1,473</u>
Income tax expense	<u>315</u>	<u>1</u>	<u>316</u>	<u>363</u>	<u>21</u>	<u>384</u>
INCOME FROM CONTINUING OPERATIONS BEFORE EQUITY IN EARNINGS OF OPERATING JOINT VENTURES	<u>797</u>	<u>7</u>	<u>804</u>	<u>1,036</u>	<u>53</u>	<u>1,089</u>
Equity in earnings of operating joint ventures, net of taxes	<u>67</u>	<u>—</u>	<u>67</u>	<u>50</u>	<u>—</u>	<u>50</u>
INCOME FROM CONTINUING OPERATIONS	<u>864</u>	<u>7</u>	<u>871</u>	<u>1,086</u>	<u>53</u>	<u>1,139</u>
Income (loss) from discontinued operations, net of taxes	<u>(4)</u>	<u>—</u>	<u>(4)</u>	<u>66</u>	<u>—</u>	<u>66</u>
NET INCOME	<u>\$ 860</u>	<u>\$ 7</u>	<u>\$ 867</u>	<u>\$ 1,152</u>	<u>\$ 53</u>	<u>\$ 1,205</u>

See Notes to Unaudited Interim Supplemental Combining Financial Information

PRUDENTIAL FINANCIAL, INC.
Unaudited Interim Supplemental Combining Statements of Operations
For the nine months ended September 30, 2007 and 2006 (in millions)

	Nine months ended September 30,					
	2007			2006		
	Financial Services Businesses	Closed Block Business	Consolidated	Financial Services Businesses	Closed Block Business	Consolidated
REVENUES						
Premiums	\$ 8,080	\$ 2,580	\$ 10,660	\$ 7,714	\$ 2,617	\$ 10,331
Policy charges and fee income	2,299	—	2,299	1,921	—	1,921
Net investment income	6,251	2,839	9,090	5,658	2,752	8,410
Realized investment gains, net	141	312	453	64	182	246
Asset management fees and other income	3,052	39	3,091	2,515	38	2,553
Total revenues	19,823	5,770	25,593	17,872	5,589	23,461
BENEFITS AND EXPENSES						
Policyholders' benefits	8,028	2,933	10,961	7,733	2,898	10,631
Interest credited to policyholders' account balances	2,283	105	2,388	2,018	105	2,123
Dividends to policyholders	95	1,986	2,081	74	1,803	1,877
General and administrative expenses	5,887	586	6,473	5,226	587	5,813
Total benefits and expenses	16,293	5,610	21,903	15,051	5,393	20,444
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES AND EQUITY IN EARNINGS OF OPERATING JOINT VENTURES	3,530	160	3,690	2,821	196	3,017
Income tax expense	1,014	49	1,063	770	56	826
INCOME FROM CONTINUING OPERATIONS BEFORE EQUITY IN EARNINGS OF OPERATING JOINT VENTURES	2,516	111	2,627	2,051	140	2,191
Equity in earnings of operating joint ventures, net of taxes	200	—	200	146	—	146
INCOME FROM CONTINUING OPERATIONS	2,716	111	2,827	2,197	140	2,337
Income from discontinued operations, net of taxes	4	2	6	54	—	54
NET INCOME	\$ 2,720	\$ 113	\$ 2,833	\$ 2,251	\$ 140	\$ 2,391

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 (together, 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 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 4 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 (as discussed in Note 2 below) and related unamortized debt issuance costs, as well as 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 the Financial Services Businesses and the Closed Block 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 is subject to 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 holders or IHC debt bond insurer.

The Financial Services Businesses and Closed Block Business participate in the Company's commingled internal short-term cash management facility, pursuant to which they invest cash from securities lending and repurchase activities as well as certain trading and operating activities. The net funds invested in the facility are generally held in investments that are short term, including mortgage- and asset-backed securities. As of September 30, 2007, the balance held in this facility was approximately \$18.5 billion. A proportionate interest in each security held in the portfolio is allocated to the Financial Services Businesses and the Closed Block Business based upon their proportional cash contributions to the facility as of the balance sheet date. Participation in the facility by the Financial Services Businesses and the Closed Block Business is dependent on cash flows arising from the activities noted above, which in turn can change the allocation of the facility's assets between the two Businesses. A proportionate share of any realized investment gain or loss is recorded by each Business based upon their respective ownership percentages in the facility as of the date of the realized gain or loss. Beginning in the quarter ended September 30, 2007, management determined to seek to implement changes

PRUDENTIAL FINANCIAL, INC.

Notes to Unaudited Interim Supplemental Combining Financial Information—(Continued)

in the facility in order to permit each Business to hold discrete ownership of its investments in the facility without affecting or being affected by the level of participation in the facility by the other Business. Pending the implementation of these changes, the facility is being managed so that the proportionate interests of the Financial Services Businesses and Closed Block Business in the entire facility are maintained at approximately the same proportions held as of June 30, 2007 (approximately 49% and 51%, respectively).

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 between the Financial Services Businesses and the Closed Block Business based on the general and administrative expenses of each business as a percentage of the total general and administrative expenses for all businesses.

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 the 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 separate legal entity representing the Financial Services Businesses; holders of the Class B Stock have no interest in a separate 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.

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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 September 30, 2007, compared with December 31, 2006, and its consolidated results of operations for the three and nine months ended September 30, 2007 and September 30, 2006. You should read the following analysis of our consolidated financial condition and results of operations in conjunction with the "Risk Factors" section included in the Company's Annual Report on Form 10-K for the year ended December 31, 2006 and the MD&A and the audited Consolidated Financial Statements included in the Company's Current Report on Form 8-K dated October 4, 2007, as well as the "Risk Factors" section, the statements under "Forward-Looking Statements" and the 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

Our Financial Services Businesses consist of three operating divisions, which together encompass eight segments, and our Corporate and Other operations. The Insurance division consists of our Individual Life, Individual Annuities and Group Insurance segments. The Investment division consists of our Asset Management, Financial Advisory and Retirement segments. The International Insurance and Investments division consists of our International Insurance and International Investments segments. Our Corporate and Other operations include 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, excluding financing costs associated with corporate debt. 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 acquisitions, joint ventures or other forms of business combinations or investments. 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 traditional domestic 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 participating individual life insurance policies and annuities 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 4 to the Unaudited Interim Consolidated Financial Statements for more information on the Closed Block. At the time of demutualization, we determined the amount of Closed Block assets 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, holders of the Closed Block policies. We also segregated for

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accounting purposes the assets that we need to hold outside the Closed Block to meet capital requirements related to the Closed Block policies. 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.

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, which we refer to as 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 that we must hold outside the Closed Block 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, one of the largest financial services companies in the U.S., offers individual and institutional clients a wide array of financial products and services, including life insurance, annuities, mutual funds, pension and retirement-related services and administration, investment management, banking and trust services, real estate brokerage and relocation services, and, through a joint venture, retail securities brokerage services. We offer these products and services through one of the largest distribution networks in the financial services industry.

The first nine months of 2007 reflect our continued efforts to redeploy capital effectively to seek enhanced returns, including the continuation of our share repurchase program. In the first nine months of 2007, we repurchased 24.3 million shares of Common Stock at a total cost of \$2.3 billion and are authorized, under a stock repurchase program authorized by Prudential Financial's Board of Directors in November 2006, to repurchase up to an additional \$0.7 billion of Common Stock during 2007.

We analyze performance of the segments and Corporate and Other operations of the Financial Services Businesses using a 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 segment operating performance.

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Shown below are the contributions of each segment and Corporate and Other operations to our adjusted operating income for the three and nine months ended September 30, 2007 and 2006 and a reconciliation of adjusted operating income of our segments and Corporate and Other operations to income from continuing operations before income taxes and equity in earnings of operating joint ventures.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Adjusted operating income before income taxes for segments of the Financial Services Businesses:				
Individual Life	\$ 247	\$ 183	\$ 489	\$ 412
Individual Annuities	203	192	549	432
Group Insurance	97	90	217	166
Asset Management	119	100	493	406
Financial Advisory	85	51	254	(26)
Retirement	53	109	339	388
International Insurance	366	397	1,191	1,059
International Investments	114	31	219	109
Corporate and Other	(5)	4	(4)	60
Reconciling Items:				
Realized investment gains (losses), net, and related adjustments	(105)	214	80	(70)
Charges related to realized investment gains (losses), net	(4)	7	(17)	30
Investment gains (losses) on trading account assets supporting insurance liabilities, net	36	257	10	(8)
Change in experience-rated contractholder liabilities due to asset value changes	(6)	(168)	4	28
Divested businesses	15	10	29	58
Equity in earnings of operating joint ventures	(103)	(78)	(323)	(223)
Income from continuing operations before income taxes and equity in earnings of operating joint ventures for Financial Services Businesses	1,112	1,399	3,530	2,821
Income from continuing operations before income taxes and equity in earnings of operating joint ventures for Closed Block Business	8	74	160	196
Consolidated income from continuing operations before income taxes and equity in earnings of operating joint ventures	<u>\$ 1,120</u>	<u>\$ 1,473</u>	<u>\$ 3,690</u>	<u>\$ 3,017</u>

Results for the three and nine months ended September 30, 2007 presented above reflect the following:

- Individual Life segment results for both the third quarter and first nine months of 2007 improved in comparison to the corresponding prior year periods as results for the current year periods reflect a greater benefit from reductions in amortization of deferred policy acquisition costs and other costs, reflecting updates of our actuarial assumptions based on annual reviews concluded in the third quarter of both 2007 and 2006, and a greater benefit from compensation received in the third quarter of 2007 based on multi-year profitability of third-party products we distribute than that of the third quarter of 2006.
- Individual Annuities segment results improved in both the third quarter and the first nine months of 2007 due to higher fee income reflecting higher average variable annuity asset balances. The first nine months of 2007 also reflects a greater contribution from the operations of the variable annuity business acquired from The Allstate Corporation, for which prior year period results reflect operations from the June 1, 2006 date of acquisition.

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- Group Insurance segment results improved in both the third quarter and first nine months of 2007 reflecting more favorable claims experience in our group life business and more favorable claims experience, as well as growth, in our group disability business. Partially offsetting these items are higher administrative operating expenses primarily reflecting the growth in the business, as well as the lower benefit in the current year of refinements in group disability reserves related to our annual reviews.
- Asset Management segment results increased in both the third quarter and the first nine months of 2007 in comparison to the corresponding prior year periods primarily reflecting higher asset management fees as a result of increased asset values due to market appreciation and net asset flows, and increased performance based fees primarily related to real estate investment management. These increases were partially offset by less favorable results from the segment's commercial mortgage operations driven by a third quarter 2007 loss associated with unfavorable credit market conditions.
- Financial Advisory segment results for the third quarter of 2007 increased from the third quarter of 2006 primarily due to higher income from our 38% share of the retail brokerage joint venture with Wachovia reflecting the venture's greater income from fees and commissions. Results for the first nine months of 2007 increased from the first nine months of 2006 due to lower expenses related to obligations and costs we retained in connection with businesses contributed to the joint venture, as well as higher income from our share of the joint venture.
- Retirement segment results for the third quarter and first nine months of 2007 decreased from the third quarter and first nine months of 2006 reflecting an \$81 million charge for payments to be made to plan clients related to a legal action filed against an unaffiliated asset manager. This charge, and decreases in the market value of certain externally managed investments in the European market included in adjusted operating income in the third quarter of 2007, more than offset improved investment results from a larger base of invested assets in our institutional investment products business and growth in fee income due to higher full service retirement account balances.
- The International Insurance segment is comprised of its Life Planner and Gibraltar Life operations. Results from the segment's Life Planner operations benefited from continued business growth which was more than offset in the third quarter of 2007 in comparison to the third quarter of 2006 and partially offset in the first nine months of 2007 in comparison to the first nine months of 2006 by the impact of decreases in the market value of certain externally managed investments in the European market included in third quarter 2007 adjusted operating income. In addition, the first nine months of 2007 also benefited from more favorable foreign currency exchange rates. Results from the segment's Gibraltar Life operation improved, for the third quarter and first nine months of 2007 in comparison to the corresponding prior year periods, due to improved investment income margins primarily reflecting investment portfolio strategies.
- International Investments segment results improved in both the third quarter and first nine months of 2007 primarily reflecting the gain from the sale of an interest in operating joint ventures during the current quarter, income from market value changes on securities relating to exchange memberships, and a benefit to current quarter results from recoveries related to a former investment, as well as more favorable results in our asset management businesses, principally in our Korean operations.
- Results of several segments reflect decreases in the market value of certain externally managed investments in the European market during the third quarter of 2007. These decreases in market value had an aggregate negative impact of \$78 million on the segments of the Financial Services Businesses for both the third quarter and the first nine months of 2007.
- Realized investment gains (losses), net, and related adjustments for the Financial Services Businesses in the third quarter and first nine months of 2007 amounted to \$(105) million and \$80 million, respectively. Results for the third quarter of 2007 relate primarily to derivative losses, while results for the first nine months of 2007 reflect gains on sales of equity securities primarily by our Japanese and Korean insurance operations, partially offset by derivative losses.

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- Income from continuing operations before income taxes and equity in earnings of operating joint ventures in the Closed Block Business decreased \$66 million in the third quarter of 2007 compared to the third quarter of 2006, reflecting a decrease in net realized investment gains, an increase in the cumulative earnings policyholder dividend obligation expense and a decrease in income due to a reserve release in the third quarter of 2006. These items were partially offset by an increase in net investment income. Income from continuing operations before income taxes and equity in earnings of operating joint ventures in the Closed Block Business decreased \$36 million for the first nine months of 2007 compared to the first nine months of 2006, reflecting an increase in the cumulative earnings policyholder dividend obligation expense and less favorable claims experience, in addition to a reserve release in the prior year period. These items are partially offset by an increase in net realized investment gains.

Accounting Policies & Pronouncements

Application of Critical Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America, or U.S. GAAP, requires the application of accounting policies that often involve a significant degree of judgment. Management, on an ongoing basis, reviews estimates and assumptions used in the preparation of financial statements. If management determines that modifications in assumptions and estimates are appropriate given current facts and circumstances, results of operations and financial position as reported in the Consolidated Financial Statements could change significantly.

Management believes the accounting policies relating to the following areas are most dependent on the application of estimates and assumptions:

- Valuation of investments;
- Policyholder liabilities;
- Deferred policy acquisition costs;
- Goodwill;
- Pension and other postretirement benefits;
- Taxes on income; and
- Reserves for contingencies, including reserves for losses in connection with unresolved legal matters.

A discussion of each of these critical accounting estimates may be found in our Current Report on Form 8-K dated October 4, 2007, under “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Accounting Policies and Pronouncements—Application of Critical Accounting Estimates.”

Accounting Pronouncements Adopted

See Note 2 to the Unaudited Interim Consolidated Financial Statements for a discussion of recently adopted accounting pronouncements, including the effect of adopting FASB Staff Position No. 13-2, “Accounting for a Change or Projected Change in the Timing of Cash Flows Relating to Income Taxes Generated by a Leveraged Lease Transaction”, AICPA Statement of Position 05-1, “Accounting by Insurance Enterprises for Deferred Acquisition Costs in Connection With Modifications or Exchanges of Insurance Contracts,” and FASB Interpretation No. 48, “Accounting for Uncertainty in Income Taxes.”

Recent Accounting Pronouncements

See Note 2 to the Unaudited Interim Consolidated Financial Statements for a discussion of recently issued accounting pronouncements.

Consolidated Results of Operations

The following table summarizes income from continuing operations for the Financial Services Businesses and the Closed Block Business as well as other components comprising net income.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Financial Services Businesses by segment:				
Individual Life	\$ 217	\$ 179	\$ 451	\$ 360
Individual Annuities	179	182	517	386
Group Insurance	67	83	199	148
Total Insurance Division	463	444	1,167	894
Asset Management	128	95	500	401
Financial Advisory	(12)	(22)	(47)	(228)
Retirement	18	146	224	272
Total Investment Division	134	219	677	445
International Insurance	562	577	1,539	1,219
International Investments	106	26	193	89
Total International Insurance and Investments Division	668	603	1,732	1,308
Corporate and Other	(153)	133	(46)	174
Income from continuing operations before income taxes and equity in earnings of operating joint ventures for Financial Services Businesses	1,112	1,399	3,530	2,821
Income tax expense	315	363	1,014	770
Income from continuing operations before equity in earnings of operating joint ventures for Financial Services Businesses	797	1,036	2,516	2,051
Equity in earnings of operating joint ventures, net of taxes	67	50	200	146
Income from continuing operations for Financial Services Businesses	864	1,086	2,716	2,197
Income (loss) from discontinued operations, net of taxes	(4)	66	4	54
Net income – Financial Services Businesses	\$ 860	\$ 1,152	\$ 2,720	\$ 2,251
Basic income from continuing operations per share – Common Stock	\$ 1.92	\$ 2.29	\$ 5.96	\$ 4.61
Diluted income from continuing operations per share – Common Stock	\$ 1.89	\$ 2.25	\$ 5.85	\$ 4.51
Basic net income per share – Common Stock	\$ 1.91	\$ 2.43	\$ 5.97	\$ 4.72
Diluted net income per share – Common Stock	\$ 1.88	\$ 2.38	\$ 5.86	\$ 4.62
Closed Block Business:				
Income from continuing operations before income taxes for Closed Block Business	\$ 8	\$ 74	\$ 160	\$ 196
Income tax expense	1	21	49	56
Income from continuing operations for Closed Block Business	7	53	111	140
Income from discontinued operations, net of taxes	—	—	2	—
Net income – Closed Block Business	\$ 7	\$ 53	\$ 113	\$ 140
Basic and diluted income (loss) from continuing operations per share – Class B Stock	\$ (3.00)	\$ 18.50	\$ 34.50	\$ 44.50
Basic and diluted net income (loss) per share – Class B Stock	\$ (3.00)	\$ 18.50	\$ 35.50	\$ 44.50
Consolidated:				
Net income	\$ 867	\$ 1,205	\$ 2,833	\$ 2,391

Results of Operations – Financial Services Businesses

2007 to 2006 Three Month Comparison. Income from continuing operations attributable to the Financial Services Businesses decreased \$222 million, from \$1.086 billion in the third quarter of 2006 to \$864 million in the third quarter of 2007. This decrease resulted primarily from net realized losses on derivatives, which was partially offset by continued growth of our international insurance operations and improved results from our domestic businesses, including the benefit of higher asset based fees and improved investment income. On a diluted per share basis, income from continuing operations attributable to the Financial Services Businesses for the three months ended September 30, 2007 of \$1.89 per share of Common Stock decreased from \$2.25 per share of Common Stock for the three months ended September 30, 2006. This decrease reflects the decline in earnings discussed above, partially offset by the benefit of a lower number of shares of Common Stock outstanding due to our share repurchase program. We analyze the operating performance of the segments included in the Financial Services Businesses using “adjusted operating income” as described in “—Segment Measures,” below. For a discussion of our segment results on this basis see “—Results of Operations for Financial Services Businesses by Segment,” below. In addition, for a discussion of the realized investment gains (losses), net attributable to the Financial Services Businesses, see “—Realized Investment Gains and General Account Investments—Realized Investment Gains,” below.

The direct equity adjustment increased income from continuing operations available to holders of the Common Stock for earnings per share purposes by \$13 million for the three months ended September 30, 2007, compared to \$16 million for the three months ended September 30, 2006. The direct equity adjustment modifies earnings available to holders of the Common Stock and the Class B Stock for earnings per share purposes. The holders of the Common Stock will benefit from the direct equity adjustment as long as reported administrative expenses of the Closed Block Business are less than the cash flows for administrative expenses determined by the policy servicing fee arrangement that is based upon insurance and policies in force and statutory cash premiums. As statutory cash premiums and policies in force in the Closed Block Business decline, we expect the benefit to the Common Stock holders from the direct equity adjustment to decline accordingly. If the reported administrative expenses of the Closed Block Business exceed the cash flows for administrative expenses determined by the policy servicing fee arrangement, the direct equity adjustment will reduce income available to holders of the Common Stock for earnings per share purposes.

2007 to 2006 Nine Month Comparison. Income from continuing operations attributable to the Financial Services Businesses increased \$519 million, from \$2.197 billion in the first nine months of 2006 to \$2.716 billion in the first nine months of 2007. This increase resulted primarily from continued growth of our international insurance operations and improved results from our domestic businesses, including the benefit of higher asset based fees, improved investment results, and a greater contribution from the variable annuity business acquired from The Allstate Corporation, for which the prior year period includes results from only the June 1, 2006 date of acquisition. In addition, the first nine months of 2007 include lower retained costs in connection with our joint venture with Wachovia.

The direct equity adjustment increased income from continuing operations available to holders of the Common Stock for earnings per share purposes by \$42 million for the nine months ended September 30, 2007, compared to \$51 million for the nine months ended September 30, 2006.

Results of Operations – Closed Block Business

2007 to 2006 Three Month Comparison. Income from continuing operations attributable to the Closed Block Business for the three months ended September 30, 2007, was \$7 million, or \$(3.00) per share of Class B Stock, compared to \$53 million, or \$18.50 per share of Class B Stock, for the three months ended September 30, 2006. The direct equity adjustment decreased income from continuing operations available to the Class B Stock holders for earnings per share purposes by \$13 million for the three months ended September 30, 2007, compared to \$16 million for the three months ended September 30, 2006. For a discussion of the results of operations for the Closed Block Business, see “—Results of Operations of Closed Block Business,” below.

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2007 to 2006 Nine Month Comparison. Income from continuing operations attributable to the Closed Block Business for the nine months ended September 30, 2007, was \$111 million, or \$34.50 per share of Class B stock, compared to \$140 million, or \$44.50 per share of Class B Stock, for the nine months ended September 30, 2006. The direct equity adjustment decreased income from continuing operations available to the Class B Stock holders for earnings per share purposes by \$42 million for the nine months ended September 30, 2007, compared to \$51 million for the nine months ended September 30, 2006.

Segment Measures

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 "adjusted operating income." Results of the Closed Block Business for all periods are evaluated and presented only in accordance with U.S. GAAP. Adjusted operating income does not equate to "income from continuing operations before income taxes and equity in earnings of operating joint ventures" or "net income" as determined in accordance with U.S. GAAP but is the measure of segment profit or loss we use to evaluate segment performance and allocate resources, and consistent with SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information," is our measure of segment performance. Adjusted operating income is calculated for the segments of the Financial Services Businesses by adjusting each segment's "income from continuing operations before income taxes and equity in earnings of operating joint ventures" for the following items:

- realized investment gains (losses), net, except as indicated below, 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;
- 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 U.S. GAAP; and
- equity in earnings of operating joint ventures.

The items above are important to an understanding of our overall results of operations. Adjusted operating income is not a substitute for income determined in accordance with U.S. 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 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 "Realized investment gains (losses), net," except as indicated below, and related charges and adjustments. A significant element of realized investment gains and losses are impairments and credit-related and interest rate-related gains and losses. Impairments and losses from sales of credit-impaired securities, the timing of which depends largely on market credit cycles, can vary considerably across periods. The timing of other sales that would result in gains or losses, such as interest rate-related gains or losses, is largely subject to our discretion and influenced by market opportunities, as well as our tax profile. 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 accrue to the contractholders. Adjusted operating income excludes the results of divested businesses because they are not relevant to understanding our ongoing operating results. The contributions to income/loss of wind-down businesses that we have not divested remain in adjusted operating income. See Note 8 to the Unaudited Interim Consolidated Financial Statements for further information on the presentation of segment results.

As noted above, certain "Realized investment gains (losses), net," are included in adjusted operating income. We include in adjusted operating income the portion of our realized investment gains and losses on derivatives that arise from the termination of contracts used to hedge our foreign currency earnings in the same

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period that the expected earnings emerge. Similarly, we include in adjusted operating income the portion of our realized investment gains and losses on derivatives that represent current period yield adjustments. The realized investment gains or losses from products that are free standing derivatives, or contain embedded derivatives, along with the realized investment gains or losses from associated derivative portfolios that are part of an economic hedging program related to the risk of these products, are included in adjusted operating income. Adjusted operating income also includes for certain embedded derivatives, as current period yield adjustments, a portion of the cumulative realized investment gains above the original fair value, on an amortized basis over the remaining life of the related security, or cumulative realized investment losses, and recoveries of such losses, in the period incurred. Adjusted operating income also includes those realized investment gains and losses that represent profit or loss of certain of our businesses which primarily originate investments for sale or syndication to unrelated investors.

Results of Operations for Financial Services Businesses by Segment

Insurance Division

Individual Life

Operating Results

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Operating results:				
Revenues	\$ 668	\$ 467	\$ 1,928	\$ 1,611
Benefits and expenses	421	284	1,439	1,199
Adjusted operating income	247	183	489	412
Realized investment gains (losses), net, and related adjustments(1)	(30)	(4)	(38)	(52)
Income from continuing operations before income taxes and equity in earnings of operating joint ventures	\$ 217	\$ 179	\$ 451	\$ 360

- (1) Revenues exclude Realized investment gains (losses), net, and related adjustments. See “—Realized Investment Gains and General Account Investments—Realized Investment Gains.”

Adjusted Operating Income

2007 to 2006 Three Month Comparison. Adjusted operating income increased \$64 million, from \$183 million in the third quarter of 2006 to \$247 million in the third quarter of 2007. Adjusted operating income for the third quarter of 2007 includes a \$78 million benefit from a net reduction in amortization of deferred policy acquisition costs and other costs due to an increased estimate of total gross profits used as a basis for amortizing deferred policy acquisition costs and unearned revenue reserves, based on an annual review, primarily reflecting improved future mortality expectations, compared to a \$46 million benefit from the annual review in the third quarter of 2006. Third quarter 2007 results also include a \$57 million benefit from compensation received based on multi-year profitability of third-party products we distribute, while results for the year-ago quarter include a similar benefit amounting to \$25 million. Absent the effect of these items, adjusted operating income was unchanged from the year-ago quarter, as less favorable mortality experience, net of reinsurance, compared to the prior year quarter was offset by higher fees resulting primarily from higher asset balances reflecting market value changes and the impact of refinements to certain reserves in the prior year quarter.

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2007 to 2006 Nine Month Comparison. Adjusted operating income increased \$77 million, from \$412 million in the first nine months of 2006 to \$489 million in the first nine months of 2007. Adjusted operating income for the first nine months of 2007 includes a \$78 million benefit from a net reduction in amortization of deferred policy acquisition costs and other costs while adjusted operating income for the first nine months of 2006 included a \$46 million benefit from a net reduction in amortization of deferred policy acquisition and other costs, based on an annual review, as discussed above. Results for the first nine months of 2007 also include a \$57 million benefit from compensation received related to third-party products we distribute while the first nine months of 2006 included a \$25 million benefit for this item, as discussed above. Absent the effect of these items, adjusted operating income for the first nine months of 2007 increased \$13 million from the prior year period. This increase primarily reflects lower amortization of deferred policy acquisition costs net of related amortization of unearned revenue reserves reflecting more favorable separate account fund performance and policy persistency in the first nine months of 2007 as compared to the first nine months of 2006. In addition, the first nine months of 2007 benefited from higher fees resulting primarily from higher asset balances reflecting market value changes and higher margins from growth in term and universal life insurance in force. These items were partially offset by less favorable mortality experience, net of reinsurance, in the first nine months of 2007 compared to the first nine months of 2006.

Revenues

2007 to 2006 Three Month Comparison. Revenues, as shown in the table above under “—Operating Results,” increased by \$201 million, from \$467 million in the third quarter of 2006 to \$668 million in the third quarter of 2007. Policy charges and fee income increased \$109 million, including \$102 million due to the effects of updates in both periods of our assumptions related to the amortization of unearned revenue reserves based on the annual reviews, as discussed above. Absent this item, policy charges and fee income increased \$7 million reflecting growth in our universal life insurance in force. Asset management fees and other income increased \$36 million, including a \$32 million increase in compensation received based on multi-year profitability of third-party products we distribute, as discussed above. Premiums increased \$28 million, primarily due to increased premiums on term life insurance reflecting continued growth of our in force block of term insurance. Net investment income increased \$28 million, reflecting higher asset balances primarily from the financing of statutory capital needs for certain term and universal life insurance policies.

2007 to 2006 Nine Month Comparison. Revenues increased by \$317 million, from \$1.611 billion in the first nine months of 2006 to \$1.928 billion in the first nine months of 2007. Policy charges and fee income increased \$109 million, including \$102 million due to the effects of updates in both periods of our assumptions related to the amortization of unearned revenue reserves based on the annual reviews, as discussed above. Absent this item, policy charges and fee income increased \$7 million reflecting growth in our universal life insurance in force. Asset management fees and other income increased \$49 million, including a \$32 million increase in compensation received based on multi-year profitability of third-party products we distribute, as discussed above, as well as higher asset based fees due to higher asset balances reflecting market value changes. Premiums increased \$77 million, primarily due to increased premiums on term life insurance reflecting continued growth of our in force block of term insurance. Net investment income increased \$82 million, reflecting higher asset balances primarily from the financing of statutory capital needs for certain term and universal life insurance policies and higher yields in the first nine months of 2007.

Benefits and Expenses

2007 to 2006 Three Month Comparison. Benefits and expenses, as shown in the table above under “—Operating Results,” increased by \$137 million, from \$284 million in the third quarter of 2006 to \$421 million in the third quarter of 2007. Absent the impacts of the annual reviews conducted in the third quarter of both periods, as discussed above, benefits and expenses increased \$67 million, from \$477 million in the third quarter of 2006 to \$544 million in the third quarter of 2007. On this basis, policyholders’ benefits, including interest credited to policyholders’ account balances, increased \$40 million, reflecting less favorable mortality experience,

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net of reinsurance, compared to the third quarter of 2006 and increases in reserves on term life insurance associated with growth in our in force block of term insurance. Interest expense increased \$21 million, primarily reflecting interest on borrowings related to the financing of statutory capital needs for certain term and universal life insurance policies.

2007 to 2006 Nine Month Comparison. Benefits and expenses increased \$240 million, from \$1.199 billion in the first nine months of 2006 to \$1.439 billion in the first nine months of 2007. Absent the impacts of the annual reviews conducted in the third quarter of both periods, as discussed above, benefits and expenses increased \$170 million, from \$1.392 billion in the first nine months of 2006 to \$1.562 billion in the first nine months of 2007. On this basis, policyholders' benefits, including interest credited to policyholders' account balances, increased \$128 million, reflecting less favorable mortality experience, net of reinsurance, compared to the first nine months of 2006 and increases in reserves on term life insurance associated with growth in our in force block of term insurance. Also on this basis, amortization of deferred policy acquisition costs decreased \$25 million, reflecting more favorable separate account fund performance and policy persistency compared to the first nine months of 2006. Interest expense increased \$61 million, primarily reflecting interest on borrowings related to the financing of statutory capital needs for certain term and universal life insurance policies.

Sales Results

The following table sets forth individual life insurance business 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, for the periods indicated. Sales of the individual life insurance business do not correspond to revenues under U.S. 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.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Life insurance sales(1):				
Excluding corporate-owned life insurance:				
Variable life	\$ 19	\$ 25	\$ 86	\$ 70
Universal life	40	34	129	117
Term life	54	35	157	100
Total excluding corporate-owned life insurance	113	94	372	287
Corporate-owned life insurance	1	5	9	10
Total	\$ 114	\$ 99	\$ 381	\$ 297
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Life insurance sales by distribution channel, excluding corporate-owned life insurance(1):				
Prudential Agents	\$ 44	\$ 37	\$ 128	\$ 127
Third party	69	57	244	160
Total	\$ 113	\$ 94	\$ 372	\$ 287

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

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2007 to 2006 Three Month Comparison. Sales of new life insurance, excluding corporate-owned life insurance, measured as described above, increased \$19 million, from \$94 million in the third quarter of 2006 to \$113 million in the third quarter of 2007, primarily due to increased sales of term life and universal life products of \$25 million.

The increase in sales of life insurance, excluding corporate-owned life insurance, was primarily driven by a \$12 million increase in sales from the third party distribution channel and a \$7 million increase in sales by Prudential Agents, which reflects an increase in agent productivity. The number of agents declined from 2,814 at September 30, 2006 to 2,552 at September 30, 2007.

2007 to 2006 Nine Month Comparison. Sales of new life insurance, excluding corporate-owned life insurance, measured as described above, increased \$85 million, from \$287 million in the first nine months of 2006 to \$372 million in the first nine months of 2007. Sales of term life and universal life products increased \$69 million. Sales of variable life products increased \$16 million, which included the benefit of several large case sales in 2007.

The increase in sales of life insurance, excluding corporate-owned life insurance, was driven by an \$84 million increase in sales from the third party distribution channel across all product lines. Sales by Prudential Agents of \$128 million in the first nine months of 2007 were essentially flat from the prior year.

Policy Surrender Experience

The following table sets forth the individual life insurance business' policy surrender experience for variable and universal life insurance, measured by cash value of surrenders, for the periods indicated. These amounts do not correspond to expenses under U.S. 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. Generally, our term life insurance products do not provide for cash surrender values.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Cash value of surrenders	\$ 223	\$ 181	\$ 565	\$ 584
Cash value of surrenders as a percentage of mean future benefit reserves, policyholders' account balances, and separate account balances	3.8%	3.4%	3.3%	3.7%

2007 to 2006 Three Month Comparison. The total cash value of surrenders increased \$42 million, from \$181 million in the third quarter of 2006 to \$223 million in the third quarter of 2007, due to the surrender of a single large corporate-owned life insurance case in the third quarter of 2007. Cash value of surrenders as a percentage of mean future policy benefit reserves, policyholders' account balances and separate account balances increased from 3.4% in the third quarter of 2006 to 3.8% in the third quarter of 2007, reflecting the surrender of the large corporate-owned life insurance case in the third quarter of 2007.

2007 to 2006 Nine Month Comparison. The total cash value of surrenders decreased \$19 million, from \$584 million in the first nine months of 2006 to \$565 million in the first nine months of 2007, as the first nine months of 2006 included a greater volume of surrenders of variable corporate-owned life insurance. Cash value of surrenders as a percentage of mean future policy benefit reserves, policyholders' account balances and separate account balances decreased from 3.7% in the first nine months of 2006 to 3.3% in the first nine months of 2007, reflecting the decrease in surrenders of variable corporate-owned life insurance from the first nine months of 2006.

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Individual Annuities

Operating Results

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Operating results:				
Revenues	\$ 629	\$ 583	\$ 1,865	\$ 1,505
Benefits and expenses	426	391	1,316	1,073
Adjusted operating income	203	192	549	432
Realized investment gains (losses), net, and related adjustments(1)	(29)	(25)	(36)	(76)
Related charges(1)(2)	5	15	4	30
Income from continuing operations before income taxes and equity in earnings of operating joint ventures	<u>\$ 179</u>	<u>\$ 182</u>	<u>\$ 517</u>	<u>\$ 386</u>

- (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. 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, deferred sales inducements and value of business acquired.

On June 1, 2006, we acquired the variable annuity business of The Allstate Corporation, or Allstate, through a reinsurance transaction for \$635 million of total consideration, consisting primarily of a \$628 million ceding commission. Our initial investment in the business was approximately \$600 million, consisting of the total consideration, offset by the related tax benefits, plus an additional contribution of \$94 million to meet regulatory capital requirements. See Note 3 to the Unaudited Interim Consolidated Financial Statements for further discussion of this acquisition.

Adjusted Operating Income

2007 to 2006 Three Month Comparison. Adjusted operating income increased \$11 million, from \$192 million in the third quarter of 2006 to \$203 million in the third quarter of 2007. Results for both periods include the impact of an annual review of our estimate of total gross profits used as a basis for amortizing deferred policy acquisition and other costs and the reserve for the guaranteed minimum death and income benefit features of our variable annuity products. Adjusted operating income for the third quarter of 2007 included a \$30 million benefit from this annual review, reflecting market value increases in the underlying assets associated with our variable annuity products, and decreased cost of actual and expected death claims, partially offset by the impact of model refinements and higher expected lapse rates for the variable annuity business acquired from Allstate. Adjusted operating income for the third quarter of 2006 included a \$37 million benefit from the annual review, primarily reflecting improved net interest spread from increased investment yields.

Absent the effect of the annual reviews discussed above, adjusted operating income for the third quarter of 2007 increased \$18 million from the third quarter of 2006, primarily reflecting higher fee income driven by higher average asset balances from market appreciation and positive net asset flows in our variable annuity account values. The increase in fee income was partially offset by an increase in amortization of deferred policy acquisition and other costs reflecting increased gross profits in the current period. Also offsetting the increase in

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fee income was an increase in general and administrative expenses, net of capitalization, reflecting higher distribution and asset management costs associated with growth in variable annuity account values and increased variable annuity sales, as well as growth of the business.

2007 to 2006 Nine Month Comparison. Adjusted operating income increased \$117 million, from \$432 million in the first nine months of 2006 to \$549 million in the first nine months of 2007. Adjusted operating income for the first nine months of 2007 included a \$30 million benefit and the first nine months of 2006 included a \$37 million benefit from the annual reviews discussed above. Absent the effect of these items, adjusted operating income for the first nine months of 2007 increased \$124 million from the first nine months of 2006. Adjusted operating income from the variable annuity business acquired from Allstate, excluding the impact of the annual review discussed above, increased \$36 million, reflecting a \$68 million contribution for the first nine months of 2007, compared to \$32 million for the first nine months of 2006, which reflects results only for the initial four months of operations from the date of acquisition. The remainder of the increase came primarily from higher fee income driven by higher average asset balances from market appreciation and positive net asset flows in our variable annuity account values. Also contributing to the increase was a \$20 million favorable variance in the mark-to-market of embedded derivatives and related hedge positions associated with our living benefit features, net of amortization of deferred policy acquisition and other costs. Partially offsetting these items was an increase in amortization of deferred policy acquisition and other costs reflecting increased gross profits in the current period, and an increase in general and administrative expenses, net of capitalization, reflecting higher distribution and asset management costs associated with growth in variable annuity account values and increased variable annuity sales, as well as growth of the business. In addition, interest expense increased driven by higher borrowings related to growth of the business, and net investment income decreased primarily from a shift in the marketplace from fixed income investments to variable investments.

The contribution of the acquired Allstate business to adjusted operating income for the first nine months of 2007, excluding the impact of the annual review discussed above, consists of revenues of \$289 million and benefits and expenses of \$221 million. Revenues from the acquired business consisted primarily of policy charges and fees of \$190 million, net investment income of \$52 million and asset management fees and other income of \$43 million. Benefits and expenses from this business, excluding the impact of the annual review discussed above, consisted primarily of general and administrative expenses, net of capitalization, of \$150 million and policyholders' benefits, including interest credited to policyholders' account balances, of \$67 million.

Revenues

2007 to 2006 Three Month Comparison. Revenues, as shown in the table above under "—Operating Results," increased \$46 million, from \$583 million in the third quarter of 2006 to \$629 million in the third quarter of 2007, primarily relating to an \$84 million increase in policy charges and fees and asset management fees and other income reflecting an increase in variable annuity account values driven by changes in average market value and positive net flows. Partially offsetting these items was a \$25 million decrease in net investment income, primarily from a shift in the marketplace from fixed income investments to variable investments.

2007 to 2006 Nine Month Comparison. Revenues, as shown in the table above under "—Operating Results," increased \$360 million, from \$1.505 billion in the first nine months of 2006 to \$1.865 billion in the first nine months of 2007, including increased revenues of \$162 million related to the variable annuity business acquired from Allstate. The remainder of the increase in revenues came primarily from a \$247 million increase in policy charges and fees and asset management fees and other income reflecting an increase in variable annuity account values driven by changes in average market value and positive net flows. Included in the increase in asset management fees and other income is a \$38 million favorable variance in the mark-to-market of embedded derivatives and related hedge positions associated with our living benefit features. Partially offsetting these items was a \$44 million decrease in net investment income, excluding the impact from the business acquired from Allstate, primarily from a shift in the marketplace from fixed income investments to variable investments.

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Benefits and Expenses

2007 to 2006 Three Month Comparison. Benefits and expenses, as shown in the table above under “—Operating Results,” increased \$35 million, from \$391 million in the third quarter of 2006 to \$426 million in the third quarter of 2007. Absent the impact of the annual reviews discussed above, benefits and expenses increased \$28 million. On this basis, general and administrative expenses, net of capitalization, increased \$30 million, reflecting higher distribution and asset management costs associated with growth in variable annuity account values and increased variable annuity sales, as well as growth of the business. Also on this basis, amortization of deferred policy acquisition costs increased \$16 million, reflecting increased gross profits in the current period. Partially offsetting these items is a \$19 million decrease in policyholders’ benefits, including interest credited to policyholders’ account balances, primarily reflecting a decrease in interest credited to policyholders due to a shift in the marketplace from fixed income investments to variable investments.

2007 to 2006 Nine Month Comparison. Benefits and expenses, as shown in the table above under “—Operating Results,” increased \$243 million, from \$1.073 billion in the first nine months of 2006 to \$1.316 billion in the first nine months of 2007. Excluding the impact of the annual reviews discussed above and increased benefits and expenses of \$126 million related to the variable annuity business acquired from Allstate, benefits and expenses increased \$110 million from the first nine months of 2006 to the first nine months of 2007. Contributing to this increase is a \$67 million increase in general and administrative expenses, net of capitalization, due to higher distribution and asset management costs associated with growth in variable annuity account values and increased variable annuity sales, and growth of the business. Also contributing to this increase was a \$53 million increase in amortization of deferred policy acquisition costs reflecting increased gross profits in the current period. In addition, interest expense increased \$8 million, driven by higher borrowings related to growth of the business. Partially offsetting these items was an \$18 million reduction in policyholders’ benefits, including interest credited to policyholders’ account balances, primarily reflecting a decrease in interest credited to policyholders due to a shift in the marketplace from fixed income investments to variable investments.

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Account Values

The following table sets forth changes in account values for the individual annuity business, for the periods indicated. 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 September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Variable Annuities(1):				
Beginning total account value	\$78,968	\$68,807	\$74,555	\$50,778
Sales	2,825	2,323	8,637	6,952
Surrenders and withdrawals	(2,328)	(2,084)	(7,153)	(5,426)
Net sales	497	239	1,484	1,526
Benefit payments	(265)	(244)	(870)	(654)
Net flows	232	(5)	614	872
Change in market value, interest credited and other activity	2,295	2,012	6,941	3,240
Policy charges	(322)	(259)	(937)	(647)
Acquisition	—	—	—	16,312
Ending total account value(2)	<u>\$81,173</u>	<u>\$70,555</u>	<u>\$81,173</u>	<u>\$70,555</u>
Fixed Annuities:				
Beginning total account value	\$ 3,608	\$ 3,871	\$ 3,748	\$ 3,991
Sales	16	33	57	93
Surrenders and withdrawals	(69)	(75)	(224)	(236)
Net redemptions	(53)	(42)	(167)	(143)
Benefit payments	(41)	(41)	(129)	(126)
Net flows	(94)	(83)	(296)	(269)
Interest credited and other activity	33	27	97	95
Policy charges	(1)	(1)	(3)	(3)
Ending total account value	<u>\$ 3,546</u>	<u>\$ 3,814</u>	<u>\$ 3,546</u>	<u>\$ 3,814</u>

- (1) Variable annuities include only those sold as retail investment products. Investments through defined contribution plan products are included with such products within the Retirement segment.
- (2) As of September 30, 2007, variable annuity account values are invested in equity funds (\$41 billion or 51%), balanced funds (\$20 billion or 25%), bond funds (\$9 billion or 10%), and other (\$11 billion or 14%).

2007 to 2006 Three Month Comparison. Total account values for fixed and variable annuities amounted to \$84.7 billion as of September 30, 2007, an increase of \$2.1 billion from June 30, 2007. The increase came primarily from increases in the market value of customers' variable annuities and positive variable annuity net flows. Total account values as of September 30, 2007 increased \$10.4 billion from September 30, 2006, primarily reflecting increases in the market value of customers' variable annuities and positive variable annuity net flows. Individual variable annuity gross sales increased by \$502 million, from \$2.3 billion in the third quarter of 2006 to \$2.8 billion in the third quarter of 2007, reflecting increased sales from our optional living benefit product features and growth of our distribution relationships. Individual variable annuity surrenders and withdrawals increased by \$244 million, from \$2.1 billion in the third quarter of 2006 to \$2.3 billion in the third quarter of 2007, reflecting the impact of higher average account values due to market appreciation.

2007 to 2006 Nine Month Comparison. Total account values for fixed and variable annuities amounted to \$84.7 billion as of September 30, 2007, an increase of \$6.4 billion from December 31, 2006. The increase came

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primarily from increases in the market value of customers' variable annuities and positive variable annuity net flows. Total account values as of September 30, 2007 increased \$10.4 billion from September 30, 2006, primarily reflecting increases in the market value of customers' variable annuities and positive variable annuity net flows. Individual variable annuity gross sales increased by \$1.7 billion, from \$7.0 billion in the first nine months of 2006 to \$8.6 billion in the first nine months of 2007, reflecting increased sales of \$870 million related to the business acquired from Allstate, increased sales from our optional living benefit product features, and growth of our distribution relationships. Individual variable annuity surrenders and withdrawals increased by \$1.7 billion, from \$5.4 billion in the first nine months of 2006 to \$7.2 billion in the first nine months of 2007, including increased surrenders and withdrawals of \$1.1 billion related to the business acquired from Allstate, as well as the impact of higher average 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 September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Operating results:				
Revenues	\$ 1,200	\$ 1,155	\$ 3,616	\$ 3,381
Benefits and expenses	1,103	1,065	3,399	3,215
Adjusted operating income	97	90	217	166
Realized investment gains (losses), net, and related adjustments(1)	(29)	(7)	(17)	(17)
Related charges(2)	(1)	—	(1)	(1)
Income from continuing operations before income taxes and equity in earnings of operating joint ventures	\$ 67	\$ 83	\$ 199	\$ 148

- (1) Revenues exclude Realized investment gains (losses), net, and related adjustments. 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 interest credited to policyholders' account balances.

Adjusted Operating Income

2007 to 2006 Three Month Comparison. Adjusted operating income increased \$7 million, from \$90 million in the third quarter of 2006 to \$97 million in the third quarter of 2007. Both periods reflect the benefit from refinements in group disability reserves as a result of annual reviews. These annual reviews benefited the current year quarter \$13 million, primarily associated with our long-term disability products, while benefiting the prior year quarter \$19 million, primarily associated with our long-term care products. Excluding the impact of these reserve refinements, adjusted operating income increased \$13 million primarily reflecting more favorable claims experience in our group life business and growth, coupled with more favorable claims experience, in our group disability business. Partially offsetting the benefit of these items were higher administrative operating expenses which includes the impact of growth in the disability business.

2007 to 2006 Nine Month Comparison. Adjusted operating income increased \$51 million, from \$166 million in the first nine months of 2006 to \$217 million in the first nine months of 2007, primarily reflecting more favorable claims experience in our group life business. Also contributing to the increase in adjusted operating income, to a lesser extent, was more favorable claims experience, as well as growth, in our group disability business and a greater contribution from investment results due to growth in invested assets.

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Partially offsetting these increases were higher administrative operating expenses primarily reflecting growth in the business. Also offsetting these increases was the impact of the reserve refinements in our group disability business discussed above.

Revenues

2007 to 2006 Three Month Comparison. Revenues, as shown in the table above under “—Operating Results,” increased by \$45 million, from \$1.155 billion in the third quarter of 2006 to \$1.200 billion in the third quarter of 2007. Group life premiums increased by \$4 million from \$701 million in the third quarter of 2006 to \$705 million in the third quarter of 2007, reflecting a relatively stable business in force. Group disability premiums, which include long-term care products, increased by \$27 million from \$191 million in the third quarter of 2006 to \$218 million in the third quarter of 2007, primarily reflecting growth in business in force resulting from new sales. Net investment income also increased \$13 million primarily reflecting a larger base of invested assets due to business growth.

2007 to 2006 Nine Month Comparison. Revenues increased by \$235 million, from \$3.381 billion in the first nine months of 2006 to \$3.616 billion in the first nine months of 2007. Group life premiums increased by \$76 million from \$2.076 billion in the first nine months of 2006 to \$2.152 billion in the first nine months of 2007, primarily reflecting increased premiums on experience-rated group life business resulting from the increase in policyholder benefits on these contracts as discussed below. Group life persistency remained strong, but deteriorated slightly from 95% in the first nine months of 2006 to 94% in the first nine months of 2007. Group disability premiums, which include long-term care products, increased by \$66 million from \$569 million in the first nine months of 2006 to \$635 million in the first nine months of 2007, primarily reflecting growth in business in force resulting from new sales and persistency which remained strong, but deteriorated from 91% in the first nine months of 2006 to 89% in the first nine months of 2007. Policy charges and fee income also increased by \$40 million primarily reflecting growth of business in force. In addition, net investment income increased \$42 million primarily reflecting a larger base of invested assets due to business growth.

Benefits and Expenses

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
Benefits ratio(1):				
Group life	88.4%	89.8%	90.4%	92.4%
Group disability	82.1	79.5	85.9	85.4
Administrative operating expense ratio(2):				
Group life	9.8	10.0	9.6	9.0
Group disability	20.6	20.5	20.9	21.2

- (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.

2007 to 2006 Three Month Comparison. Benefits and expenses, as shown in the table above under “—Operating Results,” increased by \$38 million, from \$1.065 billion in the third quarter of 2006 to \$1.103 billion in the third quarter of 2007. The increase includes the impact of a \$17 million increase in policyholders’ benefits, including the change in policy reserves, primarily reflecting the growth of business in force in our group disability business and the lower benefit to the current quarter of the reserve refinements discussed above, partially offset by more favorable claims experience in both our group life and group disability

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businesses. Also contributing to the increase in benefits and expenses were higher administrative operating expenses which includes the impact of growth in the disability business.

The group life benefits ratio improved 1.4 percentage points from the third quarter of 2006 to the third quarter of 2007, reflecting more favorable mortality experience in our group life business. The group disability benefits ratio deteriorated 2.6 percentage points from the third quarter of 2006 to the third quarter of 2007, due to the reserve refinements discussed above. Excluding the effect of the reserve refinements, the group disability benefits ratio improved by 1.8 percentage points from the third quarter of 2006 to the third quarter of 2007, due to more favorable claim experience in our group disability business. The group life and group disability administrative operating expense ratios were both relatively unchanged from the third quarter of 2006 to the third quarter of 2007.

2007 to 2006 Nine Month Comparison. Benefits and expenses increased by \$184 million, from \$3.215 billion in the first nine months of 2006 to \$3.399 billion in the first nine months of 2007. The increase was primarily driven by an increase of \$118 million in policyholders' benefits, including the change in policy reserves, reflecting greater benefits on experience-rated group life business which, as discussed above, results in increased premiums, and the growth of business in force in our group disability business, as well as the lower benefit to the current period of the reserve refinements discussed above. Partially offsetting the increases in policyholder benefits was the benefit from more favorable claims experience on the non-experience-rated group life business and the group disability business. In addition, interest credited to policyholder account balances increased \$28 million primarily due to an increase in policyholder account balances as a result of growth in the business. Also contributing to the increase in benefits and expenses were higher administrative operating expenses primarily reflecting growth in the business.

The group life benefits ratio improved 2.0 percentage points from the first nine months of 2006 to the first nine months of 2007, reflecting more favorable mortality experience in our group life business. The group disability benefits ratio deteriorated 0.5 percentage points from the first nine months of 2006 to the first nine months of 2007. Excluding the effect of the reserve refinements discussed above, the group disability benefits ratio improved by 0.9 percentage points from the first nine months of 2006 to the first nine months of 2007, due to more favorable claim experience in our group disability business. The group life administrative operating expense ratio deteriorated from the first nine months of 2006 to the first nine months of 2007, due to higher asset management expenses resulting from growth in our Separate Account assets. The increase in asset management expenses is offset by a related increase in asset management fees and other income. The group disability administrative operating expense ratio was relatively unchanged from the first nine months of 2006 to the first nine months of 2007, as the increase in operating expenses was commensurate with the related increase in revenue from growth in the business.

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 U.S. 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 September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
New annualized premiums(1):				
Group life	\$ 33	\$ 98	\$ 162	\$ 329
Group disability(2)	21	29	139	121
Total	<u>\$ 54</u>	<u>\$ 127</u>	<u>\$ 301</u>	<u>\$ 450</u>

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- (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.

2007 to 2006 Three Month Comparison. Total new annualized premiums decreased \$73 million, or 57%, from \$127 million in the third quarter of 2006 to \$54 million in the third quarter of 2007. This decrease is principally attributable to lower sales in our group life business as the prior year quarter reflects a significant large case sale. Sales in our group disability business also decreased slightly.

2007 to 2006 Nine Month Comparison. Total new annualized premiums decreased \$149 million, or 33%, from \$450 million in the first nine months of 2006 to \$301 million in the first nine months of 2007. This decrease is primarily due to lower large case sales in the group life business during 2007, reflective of highly competitive pricing in the marketplace and the pricing discipline we apply in writing new or renewal business. Partially offsetting this decrease were higher large case and middle-market sales in the group disability business during the first nine months of 2007.

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 September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Operating results:				
Revenues	\$ 518	\$ 443	\$ 1,692	\$ 1,414
Expenses	399	343	1,199	1,008
Adjusted operating income	119	100	493	406
Realized investment gains (losses), net, and related adjustments(1)	9	(5)	7	(5)
Income from continuing operations before income taxes and equity in earnings of operating joint ventures	<u>\$ 128</u>	<u>\$ 95</u>	<u>\$ 500</u>	<u>\$ 401</u>

- (1) Revenues exclude Realized investment gains (losses), net, and related adjustments. See "—Realized Investment Gains and General Account Investments—Realized Investment Gains."

Adjusted Operating Income

2007 to 2006 Three Month Comparison. Adjusted operating income increased \$19 million, from \$100 million in the third quarter of 2006 to \$119 million in the third quarter of 2007. Results for the third quarter of 2007 benefited from increased asset management fees of \$21 million, primarily from the management of institutional and retail customer assets as a result of increased asset values due to market appreciation and net asset flows. Adjusted operating income for the current quarter also benefited from increased performance based incentive and transaction fees mainly related to our real estate investment management activities. In addition, the prior year quarter included charges totaling \$8 million related to a write-down in value of intangible assets. These increases were partially offset by less favorable results from our commercial mortgage operations driven by losses of \$42 million from securitization related activities reflecting unfavorable credit market conditions in the

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third quarter of 2007, compared to a \$5 million contribution to adjusted operating income in the third quarter of 2006. Higher expenses, primarily reflecting performance-based compensation, was also a partial offset.

2007 to 2006 Nine Month Comparison. Adjusted operating income increased \$87 million, from \$406 million in the first nine months of 2006 to \$493 million in the first nine months of 2007. Results for the first nine months of 2007 benefited from an increase in asset management fees of \$83 million, primarily from institutional and retail customer assets as a result of increased asset values due to market appreciation and net asset flows. The segment's results for the first nine months of 2007 also benefited from increased performance based incentive and transaction fees, primarily related to our real estate investment management activities. Income from fees was partially offset by decreased income from our commercial mortgage operations primarily driven by lower securitization revenue reflecting unfavorable market conditions in the third quarter of 2007. Higher expenses, including performance-related compensation costs, was also a partial offset.

Revenues

The following tables set forth the Asset Management segment's revenues, presented on a basis consistent with the table above under "—Operating Results," by type, asset management fees by source and assets under management for the periods indicated. In managing our business we analyze assets under management, which do not correspond to U.S. GAAP assets, because a principal source of our revenues are fees based on assets under management.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Revenues by type:				
Asset management fees	\$ 265	\$ 244	\$ 798	\$ 715
Incentive, transaction, principal investing and capital markets revenues	93	79	422	334
Service, distribution and other revenues(1)	160	120	472	365
Total revenues	\$ 518	\$ 443	\$ 1,692	\$ 1,414

- (1) Includes revenues under a contractual arrangement with Wachovia Securities, related to managed account services, which was originally scheduled to expire on July 1, 2006. This contract was amended effective July 1, 2005 to provide essentially a fixed fee for managed account services and is now scheduled to expire on July 1, 2008. Also includes payments from Wachovia Corporation under an agreement dated as of July 30, 2004 implementing arrangements with respect to money market mutual funds in connection with the combination of our retail securities brokerage and clearing operations with those of Wachovia Corporation. The agreement extends for ten years after termination of the joint venture. The revenue from Wachovia Corporation under this agreement was \$13 million and \$13 million in the three months ended September 30, 2007 and 2006, respectively, and \$38 million and \$39 million in the nine months ended September 30, 2007 and 2006, respectively.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Asset management fees by source:				
Institutional customers	\$ 118	\$ 111	\$ 358	\$ 311
Retail customers(1)	87	75	258	227
General account	60	58	182	177
Total asset management fees	\$ 265	\$ 244	\$ 798	\$ 715

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- (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.

	September 30, 2007	September 30, 2006
	(in billions)	
Assets Under Management (at fair market value):		
Institutional customers(1)	\$ 170.1	\$ 147.9
Retail customers(2)	88.5	75.9
General account	171.6	163.8
Total	\$ 430.2	\$ 387.6

- (1) Consists of third party institutional assets and group insurance contracts.
- (2) Consists of individual mutual funds and both variable annuities and variable life insurance assets in our separate accounts. This also includes funds invested in proprietary mutual funds through our defined contribution plan products. Fixed annuities and the fixed rate options of both variable annuities and variable life insurance are included in the general account.

2007 to 2006 Three Month Comparison. Revenues, as shown in the table above under “—Operating Results,” increased \$75 million, from \$443 million in the third quarter of 2006 to \$518 million in the third quarter of 2007. Asset management fees increased \$21 million, primarily from the management of institutional and retail customer assets as a result of increased asset values due to market appreciation and net asset flows. Revenues from incentive, transaction, principal investing and capital markets revenues increased \$14 million, primarily reflecting greater transaction and incentive based fees from real estate investment management activities, which were partially offset by decreased revenues from our commercial mortgage operations. Certain of our incentive fees are subject to positive or negative future adjustment based on cumulative fund performance in relation to specified benchmarks. Service, distribution and other revenues increased \$40 million which includes increased revenues in certain real estate funds, which is fully offset by higher expenses related to minority interest in these funds.

2007 to 2006 Nine Month Comparison. Revenues, as shown in the table above under “—Operating Results,” increased \$278 million, from \$1.414 billion in the first nine months of 2006 to \$1.692 billion in the first nine months of 2007. Asset management fees increased \$83 million, primarily from the management of institutional and retail customer assets as a result of increased asset values due to market appreciation and net asset flows. Revenues from incentive, transaction, principal investing and capital markets revenues increased \$88 million primarily reflecting greater transaction and incentive based fees from real estate investment management activities and increased revenues from the segment’s proprietary investing business which were partially offset by decreased revenues from our commercial mortgage operations. Service, distribution and other revenues increased \$107 million primarily due to increased revenues in certain real estate funds, which is fully offset by higher expenses related to minority interest in these funds.

Expenses

2007 to 2006 Three Month Comparison. Expenses, as shown in the table above under “—Operating Results,” increased \$56 million, from \$343 million in the third quarter of 2006 to \$399 million in the third quarter of 2007. The increase in expenses is due to higher performance based compensation costs, as well as increased expenses associated with certain real estate funds, as discussed above.

2007 to 2006 Nine Month Comparison. Expenses, as shown in the table above under “—Operating Results,” increased \$191 million, from \$1.008 billion in the first nine months of 2006 to \$1.199 billion in the first nine

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months of 2007. The increase in expenses is due to higher performance based compensation costs, as well as increased expenses associated with certain real estate funds, as discussed above.

Financial Advisory

Operating Results

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Operating results:				
Revenues	\$ 98	\$ 78	\$ 303	\$ 222
Expenses	13	27	49	248
Adjusted operating income	85	51	254	(26)
Equity in earnings of operating joint ventures(1)	(97)	(73)	(301)	(202)
Income (loss) from continuing operations before income taxes and equity in earnings of operating joint ventures	<u>\$ (12)</u>	<u>\$ (22)</u>	<u>\$ (47)</u>	<u>\$ (228)</u>

- (1) Equity in earnings of operating joint ventures are included in adjusted operating income but excluded from income from continuing operations before income taxes and equity in earnings of operating joint ventures as they are reflected on a U.S. GAAP basis on an after-tax basis as a separate line in our Unaudited Interim Consolidated Statements of Operations.

On July 1, 2003, we combined our retail securities brokerage and clearing operations with those of Wachovia Corporation, or Wachovia, and formed Wachovia Securities Financial Holdings, LLC, or Wachovia Securities, a joint venture now headquartered in St. Louis, Missouri. We currently have a 38% ownership interest in the joint venture, while Wachovia owns the remaining 62%. 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.

On October 1, 2007, Wachovia completed the acquisition of the retail securities brokerage business of A.G. Edwards, Inc., or A.G. Edwards, for \$6.8 billion and has indicated they will combine A.G. Edwards with Wachovia Securities in early 2008. As discussed in Note 10 to the Unaudited Interim Consolidated Financial Statements, we have elected the "lookback" option under the terms of the agreements relating to the joint venture in connection with the combination of the A.G. Edwards business with Wachovia Securities. The "lookback" option permits us to delay for two years following the combination of the A.G. Edwards business with Wachovia Securities our decision to make or not to make an additional capital contribution to the joint venture or other payments to avoid or limit dilution of our ownership interest in the joint venture. During this "lookback" period, our share in the earnings of the joint venture, as well as our share of the one-time costs associated with the combination, will be based on our diluted ownership level. Any capital contribution or other payment at the end of the "lookback" period to restore all or part of our ownership interest in the joint venture would be based on the appraised value of the existing joint venture and the A.G. Edwards business as of the date of the combination. In such event, we would also need to make a true-up payment of one-time costs to reflect the incremental increase in our ownership interest in the joint venture. Alternatively, we may at the end of the "lookback" period "put" our joint venture interests to Wachovia based on the appraised value of the joint venture, excluding the A.G. Edwards business, as of the date of the combination.

We also retain our separate right to "put" our joint venture interests to Wachovia at any time after July 1, 2008 based on the appraised value of the joint venture, including the A.G. Edwards business, determined pursuant to appraisal procedures carried out following a decision by the Company to exercise this "put".

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However, if in connection with the “lookback” option we elect at the end of the “lookback” period to make an additional capital contribution or other payment to avoid or limit dilution, we may not exercise this “put” option prior to the first anniversary of the end of the “lookback” period.

On June 6, 2007, we announced our decision to exit the equity sales, trading and research operations of the Prudential Equity Group, or PEG, the results of which were historically included in the Financial Advisory segment. As discussed in Note 3 to the Unaudited Interim Consolidated Financial Statements, PEG’s operations were substantially wound down by June 30, 2007 and the results of PEG are excluded from the results of the Financial Advisory segment and reflected in discontinued operations for all periods presented.

2007 to 2006 Three Month Comparison. Adjusted operating income increased \$34 million, from \$51 million in the third quarter of 2006 to \$85 million in the third quarter of 2007. The segment’s results for the third quarter of 2007 include our share of earnings from Wachovia Securities, on a pre-tax basis, of \$97 million, compared to \$73 million in the third quarter of 2006 reflecting increased fee and commission income of the joint venture. The segment’s results also include expenses of \$12 million in the third quarter of 2007 related to obligations and costs we retained in connection with the contributed businesses, primarily for litigation and regulatory matters, compared to \$22 million in the third quarter of 2006.

2007 to 2006 Nine Month Comparison. Adjusted operating income improved \$280 million, from a loss of \$26 million in the first nine months of 2006 to income of \$254 million in the first nine months of 2007. The segment’s results for the first nine months of 2007 include our share of earnings from Wachovia Securities, on a pre-tax basis, of \$301 million, compared to \$202 million in the first nine months of 2006, reflecting increased income from fees and commissions, including a greater contribution from equity syndication activity, of the joint venture. The segment’s results also include expenses of \$47 million in the first nine months of 2007 related to obligations and costs we retained in connection with the contributed businesses, primarily for litigation and regulatory matters, compared to \$228 million in the first nine months of 2006. Expenses in 2006 reflected an increase in our reserve for settlement costs related to market timing issues involving the former Prudential Securities operations, with respect to which a settlement was reached in August 2006.

Retirement

Operating Results

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Operating results:				
Revenues	\$ 1,183	\$ 1,112	\$ 3,496	\$ 3,215
Benefits and expenses	1,130	1,003	3,157	2,827
Adjusted operating income	53	109	339	388
Realized investment gains (losses), net, and related adjustments(1)	(67)	(57)	(125)	(141)
Related charges(2)	2	5	(2)	5
Investment gains (losses) on trading account assets supporting insurance liabilities, net(3)	112	238	30	(2)
Change in experience-rated contractholder liabilities due to asset value changes(4)	(82)	(149)	(18)	22
Income from continuing operations before income taxes and equity in earnings of operating joint ventures	\$ 18	\$ 146	\$ 224	\$ 272

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- (1) Revenues exclude Realized investment gains (losses), net, and related adjustments. 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.
- (3) Revenues exclude net investment gains and losses on trading account assets supporting insurance liabilities. 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. See “—Trading account assets supporting insurance liabilities.”

Adjusted Operating Income

2007 to 2006 Three Month Comparison. Adjusted operating income for the Retirement segment decreased \$56 million, from \$109 million in the third quarter of 2006 to \$53 million in the third quarter of 2007. Included within adjusted operating income in the third quarter of 2007 is an \$81 million charge reflecting payments to be made to plan clients related to a legal action filed against an unaffiliated asset manager, State Street Global Advisors, Inc., or SSgA. This action seeks, among other relief, restitution of certain losses experienced by plan clients attributable to certain investment funds managed by SSgA as to which we believe SSgA employed investment strategies and practices that were misrepresented by SSgA and failed to exercise the standard of care of a prudent investment manager. In order to protect the interests of the affected plans and their participants while we pursue these remedies, we will make payments to affected plan clients that authorize us to proceed on their behalf. Absent this charge, adjusted operating income increased \$25 million compared to the third quarter of 2006 reflecting increased results from both our full service and institutional investment products businesses. The increase in our full service business primarily reflects increased fees due to higher full service retirement account values. In our institutional investment products business, improved investment results from a larger base of invested assets and more favorable case experience were partially offset by decreases in the market value of certain externally managed investments in the European market during the third quarter of 2007.

2007 to 2006 Nine Month Comparison. Adjusted operating income for the Retirement segment decreased \$49 million, from \$388 million in the first nine months of 2006 to \$339 million in the first nine months of 2007. Included within adjusted operating income in the first nine months of 2007 is an \$81 million charge reflecting payments to be made to plan clients related to a legal action filed against an unaffiliated asset manager, as discussed above. Absent this charge, adjusted operating income increased \$32 million compared to the first nine months of 2006 reflecting improved results from our full service business. This business benefited from increased fees due to higher full service retirement account values and the lack of transition expenses in the first nine months of 2007, as the first nine months of 2006 included \$6 million of transition expenses related to the completion of the integration of the retirement business acquired from CIGNA. Partially offsetting these items within the full service business was an increase in general and administrative expenses driven by expenses incurred to expand our product and service capabilities. Investment results for the full service business were relatively unchanged, as higher portfolio yields were essentially offset by higher crediting rates on general account liabilities. The adjusted operating income from our institutional investment products business was essentially unchanged from the first nine months of 2006 as a greater contribution from investment results primarily due to a larger base of invested assets and higher portfolio yields essentially offset a decrease in the level of mortgage prepayment income, decreases in the market value of certain externally managed investments in the European market during the first nine months of 2007, and a lower benefit from reserve refinements reflecting updates of client census data on a group annuity block of business. Contributing to the higher portfolio yields in the first nine months of 2007 is the benefit from the sale of lower yielding bonds and reinvestment of proceeds at higher available interest rates, which primarily occurred in the first half of 2006. The realized investment losses generated from these sales are excluded from adjusted operating income. For a discussion of realized investment gains and losses, including those related to changes in interest rates, see “—Realized Investment Gains and Losses and General Account Investments—Realized Investment Gains.”

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Revenues

2007 to 2006 Three Month Comparison. Revenues, as shown in the table above under “—Operating Results,” increased \$71 million, from \$1.112 billion in the third quarter of 2006 to \$1.183 billion in the third quarter of 2007. Net investment income increased \$68 million, primarily due to a larger base of invested assets due to sales of guaranteed investment products in the institutional and retail markets. In addition, asset management fees and other income increased \$4 million, reflecting growth in fees due to higher full service retirement account values primarily resulting from market appreciation, partially offset by decreases in the market value of certain externally managed investments in the European market.

2007 to 2006 Nine Month Comparison. Revenues, as shown in the table above under “—Operating Results,” increased \$281 million, from \$3.215 billion in the first nine months of 2006 to \$3.496 billion in the first nine months of 2007. Net investment income increased \$216 million, primarily due to a larger base of invested assets due to sales of guaranteed investment products in the institutional and retail markets and higher portfolio yields, partially offset by decreases in the level of mortgage prepayment income. Also contributing to the increase in net investment income is \$24 million relating to the change in the reinsurance arrangement with respect to the guaranteed cost business acquired from CIGNA. Due to this change, the results of this business, which were previously presented on a net basis in “Asset management fees and other income” are, beginning on April 1, 2006, presented on a gross basis in our results of operations. In addition, asset management fees and other income increased \$24 million reflecting growth in fees due to higher full service retirement account values primarily resulting from market appreciation, partially offset by decreases in the market value of certain externally managed investments in the European market. Premiums increased \$49 million, driven by higher single premium group annuity and life-contingent structured settlement sales, and resulted in a corresponding increase in policyholders’ benefits, including the change in policy reserves, as discussed below.

Benefits and Expenses

2007 to 2006 Three Month Comparison. Benefits and expenses, as shown in the table above under “—Operating Results,” increased \$127 million, from \$1.003 billion in the third quarter of 2006 to \$1.130 billion in the third quarter of 2007. General and administrative expenses, net of capitalization, increased \$76 million primarily reflecting payments to be made to plan clients related to a legal action filed against an unaffiliated asset manager, as discussed above. Interest credited to policyholders’ account balances increased \$53 million, primarily reflecting higher interest credited on a greater base of guaranteed investment products sold in the institutional and retail markets. Partially offsetting these items, policyholders’ benefits, including the change in policy reserves, decreased \$7 million reflecting more favorable case experience.

2007 to 2006 Nine Month Comparison. Benefits and expenses, as shown in the table above under “—Operating Results,” increased \$330 million, from \$2.827 billion in the first nine months of 2006 to \$3.157 billion in the first nine months of 2007. Interest credited to policyholders’ account balances increased \$172 million, primarily reflecting higher interest credited on a greater base of guaranteed investment products sold in the institutional and retail markets and higher crediting rates on general account liabilities. General and administrative expenses, net of capitalization, increased \$86 million primarily reflecting payments to be made to plan clients related to a legal action filed against an unaffiliated asset manager, as discussed above, and increased expenses incurred to expand our full service product and service capabilities. In addition, policyholders’ benefits, including the change in policy reserves, increased \$67 million primarily reflecting the increase in premiums on higher single premium group annuity and life-contingent structured settlement sales discussed above, as well as a lower benefit from reserve refinements relating to updates of client census data on a group annuity block of business. Also contributing to the increase in policyholders’ benefits is a \$24 million increase due to the change in the reinsurance arrangement with respect to the guaranteed cost business acquired from CIGNA discussed above.

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Sales Results and Account Values

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Full Service(1):				
Beginning total account value	\$ 104,033	\$ 91,537	\$ 97,430	\$ 88,385
Deposits and sales	3,219	2,914	10,434	12,433
Withdrawals and benefits	(3,309)	(3,272)	(9,945)	(12,155)
Change in market value, interest credited and interest income(2)	1,658	2,185	7,682	4,701
Ending total account value	<u>\$ 105,601</u>	<u>\$ 93,364</u>	<u>\$ 105,601</u>	<u>\$ 93,364</u>
Net additions (withdrawals)	<u>\$ (90)</u>	<u>\$ (358)</u>	<u>\$ 489</u>	<u>\$ 278</u>
Institutional Investment Products(3):				
Beginning total account value	\$ 50,926	\$ 46,913	\$ 50,269	\$ 48,080
Additions	545	2,004	3,675	4,628
Withdrawals and benefits(4)	(1,193)	(974)	(4,003)	(3,010)
Change in market value, interest credited and interest income	933	995	1,865	1,600
Other(4)(5)	416	530	(179)	(1,830)
Ending total account value	<u>\$ 51,627</u>	<u>\$ 49,468</u>	<u>\$ 51,627</u>	<u>\$ 49,468</u>
Net additions (withdrawals)	<u>\$ (648)</u>	<u>\$ 1,030</u>	<u>\$ (328)</u>	<u>\$ 1,618</u>

- (1) Ending total account value for the full service business includes assets of Prudential's retirement plan of \$5.9 billion and \$5.5 billion as of September 30, 2007 and 2006, respectively.
- (2) Change in market value, interest credited and interest income includes \$511 million for the nine months ended September 30, 2007 representing a transfer from Institutional Investment Products to Full Service as a result of one client's change in contract form.
- (3) Ending total account value for the institutional investment products business includes assets of Prudential's retirement plan of \$5.3 billion and \$5.2 billion as of September 30, 2007 and 2006, respectively.
- (4) Transfers between the Retirement and Asset Management segments, previously presented within Withdrawals and benefits, have been reclassified to Other for all periods presented.
- (5) Other includes transfers from (to) the Asset Management segment of \$407 million and \$263 million for the three months ended September 30, 2007 and 2006, respectively and \$75 million and \$(1,582) million for the nine months ended September 30, 2007 and September 30, 2006, respectively. Other also includes \$(511) million for the nine months ended September 30, 2007 representing a transfer from Institutional Investment Products to Full Service as a result of one client's change in contract form. Remaining amounts for all periods presented primarily represents changes in asset balances for externally managed accounts.

2007 to 2006 Three Month Comparison. Account values in our full service business amounted to \$105.6 billion as of September 30, 2007, an increase of \$1.6 billion from June 30, 2007. The increase in account values was driven primarily by an increase in the market value of customer funds and interest on general account business. Account values in our full service business as of September 30, 2007 increased \$12.2 billion from September 30, 2006, primarily reflecting an increase in the market value of customer funds and interest on general account business. Net additions (withdrawals) increased \$268 million, from net withdrawals of \$358 million in the third quarter of 2006 to net withdrawals of \$90 million in the third quarter of 2007, reflecting higher deposits and sales.

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Account values in our institutional investment products business amounted to \$51.6 billion as of September 30, 2007, an increase of \$701 million from June 30, 2007, primarily reflecting interest on general account business and an increase in the market value of customer funds, partially offset by net withdrawals. Account values in our institutional investment products business as of September 30, 2007 increased \$2.2 billion from September 30, 2006, primarily reflecting interest on general account business and an increase in the market value of customer funds, partially offset by net withdrawals. Net additions (withdrawals) decreased \$1.7 billion, from net additions of \$1.030 billion in the third quarter of 2006 to net withdrawals of \$648 million in the third quarter of 2007. This decrease primarily reflects lower additions driven by lower sales of guaranteed investment products in the institutional and retail markets due to unfavorable market conditions.

2007 to 2006 Nine Month Comparison. Account values in our full service business amounted to \$105.6 billion as of September 30, 2007, an increase of \$8.2 billion from December 31, 2006. The increase in account values was driven primarily by an increase in the market value of customer funds and interest on general account business and, to a lesser extent, net additions of \$489 million. Account values in our full service business as of September 30, 2007 increased \$12.2 billion from September 30, 2006, primarily reflecting an increase in the market value of customer funds and interest on general account business. Net additions (withdrawals) increased \$211 million, from net additions of \$278 million in the first nine months of 2006 to net additions of \$489 million in the first nine months of 2007, reflecting lower withdrawals and benefits, partially offset by lower deposits and sales. The first nine months of 2006 included three large client sales totaling \$2.7 billion, and four large plan terminations totaling \$2.6 billion primarily associated with merger and plan consolidation activity.

Account values in our institutional investment products business amounted to \$51.6 billion as of September 30, 2007, an increase of \$1.4 billion from December 31, 2006, primarily reflecting interest on general account business and an increase in the market value of customer funds, partially offset by net withdrawals of \$328 million. Account values in our institutional investment products business as of September 30, 2007 increased \$2.2 billion from September 30, 2006, primarily reflecting interest on general account business and an increase in the market value of customer funds, partially offset by net withdrawals. Net additions (withdrawals) decreased \$1.9 billion, from net additions of \$1.6 billion in the first nine months of 2006 to net withdrawals of \$328 million in the first nine months of 2007. This decrease reflects lower additions driven by lower sales of guaranteed investment products in the institutional and retail markets due to unfavorable market conditions in the third quarter of 2007, as well as higher withdrawals.

International Insurance and Investments Division

As a U.S.-based company with significant business operations outside the U.S., we seek to mitigate the risk that future unfavorable foreign currency exchange rate movements will reduce our U.S. dollar equivalent earnings. The operations of our International Insurance and International Investments segments 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. As discussed further below, we enter into forward currency derivative contracts, as well as “dual currency” and “synthetic dual currency” investments as part of our strategy to effectively fix the currency exchange rates for a portion of our prospective non-U.S. dollar denominated earnings streams.

The financial results of our International Insurance segment and International Investments segment, excluding the global commodities group, for all periods presented reflect the impact of an intercompany arrangement with Corporate and Other operations pursuant to which the segments’ non-U.S. dollar denominated earnings in all countries 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 exchange rate changes will reduce the segments’ U.S. dollar equivalent earnings. Pursuant to this program, Corporate and Other operations executes forward currency contracts with third parties to sell 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 identified non-U.S. dollar denominated earnings are expected to be generated. This program is

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primarily associated with the International Insurance segment's businesses in Japan, Korea and Taiwan and the International Investments segment's businesses in Korea and Europe. The intercompany arrangement with Corporate and Other operations increased (decreased) revenues and adjusted operating income of each segment as follows for the periods indicated:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Impact on revenues and adjusted operating income:				
International Insurance	\$ 20	\$ 17	\$ 81	\$ 32
International Investments	(6)	(1)	(11)	(5)
Total International Insurance and Investments Division	<u>\$ 14</u>	<u>\$ 16</u>	<u>\$ 70</u>	<u>\$ 27</u>

Results of Corporate and Other operations include any differences between the translation adjustments recorded by the segments and the gains or losses recorded from the forward currency contracts. The consolidated net impact of this program recorded within the Corporate and Other operations were gains of \$5 million and losses of \$4 million for the three months ended September 30, 2007 and 2006, respectively, and losses of \$5 million and losses of \$1 million for the nine months ended September 30, 2007 and 2006, respectively.

In addition, our Japanese insurance operations hold dual currency investments in the form of fixed maturities and loans. The principal of these dual currency investments are yen-denominated while the related interest income is U.S. dollar denominated. These investments are the economic equivalent of exchanging what would otherwise be fixed streams of yen-denominated interest income for fixed streams of U.S. dollars. Our Japanese insurance operations also hold investments in yen-denominated investments that have been coupled with cross-currency coupon swap agreements, creating synthetic dual currency investments. The yen/U.S. dollar exchange rate is effectively fixed, as we are obligated in future periods to exchange fixed amounts of Japanese yen interest payments generated by the yen-denominated investments for U.S. dollars at the yen/U.S. dollar exchange rates specified by the cross-currency coupon swap agreements. The effect of these dual currency and synthetic dual currency investments is taken into account as part of our currency hedging program. As of September 30, 2007 and December 31, 2006, the principal of these investments were ¥538 billion, or \$4.8 billion, and ¥545 billion, or \$4.9 billion, respectively. For the three months ended September 30, 2007 and 2006, the weighted average yields generated by these investments were 2.3% and 2.7%, respectively. For the nine months ended September 30, 2007 and 2006, the weighted average yields generated by these investments were 2.4% for both periods. For information regarding the weighted average exchange rate resulting from these investments see "—Dual Currency Investments," below.

Presented below is the fair value of these instruments as reflected on our balance sheet for the periods presented.

	September 30, 2007	(in millions)	December 31, 2006
Forward currency contracts	\$ 34		\$ 105
Cross-currency coupon swap agreements	47		54
Foreign exchange component of interest on dual currency investments	6		11
Total	<u>\$ 87</u>		<u>\$ 170</u>

Our Japanese insurance operations also hold U.S. dollar denominated securities in their investment portfolio, which are discussed in further detail in "—Realized Investment Gains and General Account Investments—General Account Investments."

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International Insurance

The results of our International Insurance operations are translated on the basis of weighted average monthly exchange rates, inclusive of the effects of the intercompany arrangement discussed above. To provide a better understanding of operating performance within the International Insurance segment, where indicated below, we have analyzed our results of operations excluding the effect of the year over year change in foreign currency exchange rates. Our results of operations excluding the effect of these foreign currency fluctuations were derived by translating foreign currencies to U.S. dollars at uniform exchange rates for all periods presented, including Japanese yen at a rate of 102 yen per U.S. dollar; and Korean won at a rate of 1,030 won per U.S. dollar. New annualized premiums presented on a constant exchange rate basis in the “Sales Results” section below reflect translation based on these same uniform exchange rates.

Operating Results

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Operating results:				
Revenues:				
Life Planner operations	\$ 1,291	\$ 1,216	\$ 3,959	\$ 3,630
Gibraltar Life	692	708	2,135	2,177
	<u>1,983</u>	<u>1,924</u>	<u>6,094</u>	<u>5,807</u>
Benefits and expenses:				
Life Planner operations	1,078	968	3,223	2,932
Gibraltar Life	539	559	1,680	1,816
	<u>1,617</u>	<u>1,527</u>	<u>4,903</u>	<u>4,748</u>
Adjusted operating income:				
Life Planner operations	213	248	736	698
Gibraltar Life	153	149	455	361
	<u>366</u>	<u>397</u>	<u>1,191</u>	<u>1,059</u>
Realized investment gains (losses), net, and related adjustments(1)	205	193	362	164
Related charges(1)(2)	(9)	(13)	(14)	(4)
Investment gains (losses) on trading account assets supporting insurance liabilities, net(3)	(76)	19	(22)	(6)
Change in experience-rated contractholder liabilities due to asset value changes(4)	76	(19)	22	6
Income from continuing operations before income taxes and equity in earnings of operating joint ventures	<u>\$ 562</u>	<u>\$ 577</u>	<u>\$ 1,539</u>	<u>\$ 1,219</u>

- (1) Revenues exclude Realized investment gains (losses), net, and related charges and adjustments. The related charges represent the impact of Realized investment gains (losses), net, on the amortization of unearned revenue reserves. 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 and the impact of Realized investment gains (losses), net, on the amortization of deferred policy acquisition costs.

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- (3) Revenues exclude net investment gains and losses on trading account assets supporting insurance liabilities. 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. See “—Trading Account Assets Supporting Insurance Liabilities.”

Adjusted Operating Income

2007 to 2006 Three Month Comparison. Adjusted operating income from Life Planner operations decreased \$35 million, from \$248 million in the third quarter of 2006 to \$213 million in third quarter of 2007, including an \$8 million favorable impact of currency fluctuations. These currency fluctuations reflect the year over year change in foreign currency exchange rates as discussed above. Adjusted operating income for the third quarter of 2007 also includes the impact of a \$53 million decrease in the market value of certain externally managed investments in the European market. Excluding the impact of these items, adjusted operating income of our Life Planner operations increased \$10 million, primarily reflecting the continued growth of our Japanese and Korean Life Planner operations, partially offset by higher general and administrative expenses. The benefit from a reduction in amortization of deferred policy acquisition costs due to an annual review of the estimated gross profits used to amortize deferred policy acquisition costs was offset by unfavorable foreign exchange remeasurement on certain non-yen denominated assets due to changes in foreign currency exchange rates during the third quarter of 2007 and an increase in policyholder benefits.

Gibraltar Life’s adjusted operating income increased \$4 million, from \$149 million in the third quarter of 2006 to \$153 million in the third quarter of 2007, including a \$1 million favorable impact of currency fluctuations. Excluding the impact of currency fluctuations, adjusted operating income for Gibraltar Life increased \$3 million reflecting improved investment income margins. The improvement in investment income margins reflects the benefit of various investment portfolio strategies, including duration lengthening in our Japanese yen investments, increased credit exposure and increased utilization of U.S. dollar based investments. Partially offsetting the improvement in investment income margins was a \$6 million benefit in the prior year quarter associated with investment income from a single investment joint venture due to the sale of real estate within the venture and the impact of a \$3 million decrease in the market value of certain externally managed investments in the European market included in third quarter 2007 results.

2007 to 2006 Nine Month Comparison. Adjusted operating income from Life Planner operations increased \$38 million, from \$698 million in the first nine months of 2006 to \$736 million in first nine months of 2007, including a \$25 million favorable impact of currency fluctuations. Excluding the impact of currency fluctuations, adjusted operating income of our Life Planner operations increased \$13 million, reflecting continued growth of our Japanese and Korean Life Planner operations and, to a lesser extent, improved investment income margins. The improved investment income margins are primarily the result of duration lengthening in our Japanese yen investment portfolio and increased utilization of U.S. dollar based investments. Partially offsetting these increases were the impact of a \$53 million decrease in the market value of certain externally managed investments in the European market included in third quarter 2007 results, as well as higher general and administrative expenses and less favorable mortality experience.

Gibraltar Life’s adjusted operating income increased \$94 million, from \$361 million in the first nine months of 2006 to \$455 million in the first nine months of 2007. Results for the first nine months of 2007 benefited \$14 million from investment income associated with a single investment joint venture, reflecting the sale of real estate within the venture, while results for the first nine months of 2006 include a \$6 million benefit from a similar transaction offset by a \$17 million charge for refinements in policy liabilities. Excluding the impact of these items and currency fluctuations, which had a favorable impact of \$3 million in comparison to the first nine months of 2006, adjusted operating income for Gibraltar Life increased \$66 million primarily reflecting improved investment income margins. The improvement in investment income margins reflects the benefit of various investment portfolio strategies, including duration lengthening in our Japanese yen investments,

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increased credit exposure and increased utilization of U.S. dollar based investments. In addition, continued growth of our U.S. dollar denominated fixed annuity product also contributed to the improvement in investment income margins.

Revenues

2007 to 2006 Three Month Comparison. Revenues, as shown in the table above under “—Operating Results,” increased \$59 million, from \$1.924 billion in the third quarter of 2006 to \$1.983 billion in the third quarter of 2007, including a net unfavorable impact of \$26 million relating to currency fluctuations. Excluding the impact of currency fluctuations, revenues increased \$85 million, from \$2.075 billion in the third quarter of 2006 to \$2.160 billion in the third quarter of 2007.

Revenues from our Life Planner operations increased \$75 million, from \$1.216 billion in the third quarter of 2006 to \$1.291 billion in the third quarter of 2007, including a net favorable impact of currency fluctuations of \$3 million. Excluding the impact of currency fluctuations, revenues increased \$72 million from the third quarter of 2006 to the third quarter of 2007. This increase in revenues came primarily from increases in premiums and policy charges and fee income of \$104 million, from \$1.095 billion in the third quarter of 2006 to \$1.199 billion in the third quarter of 2007. Premiums and policy charges and fee income from our Japanese Life Planner operation increased \$64 million, from \$779 million in the third quarter of 2006 to \$843 million in the third quarter of 2007. Premiums and policy charges and fee income from our Korean operation increased \$30 million, from \$245 million in the third quarter of 2006 to \$275 million in the third quarter of 2007. The increase in premiums and policy charges and fee income in both operations was primarily the result of new sales and strong persistency. Net investment income also increased \$36 million, from \$185 million in the third quarter of 2006 to \$221 million in the third quarter of 2007, due to asset growth and higher investment yields reflecting the benefit of investment portfolio strategies. Offsetting the increase in net investment income was the impact included in third quarter 2007 revenue of a \$53 million decreases in the market value of certain externally managed investments in the European market, which is reflected in asset management fees and other income.

Revenues from Gibraltar Life decreased \$16 million, from \$708 million in the third quarter of 2006 to \$692 million in the third quarter of 2007, including an unfavorable impact from currency fluctuations of \$29 million. Excluding the impact of currency fluctuations, revenues for Gibraltar Life increased \$13 million, from \$780 million in the third quarter of 2006 to \$793 million in the third quarter of 2007. This increase reflects a \$16 million increase in net investment income, from \$219 million in the third quarter of 2006 to \$235 million in the third quarter of 2007, due to the same factors, discussed above, that impacted investment income margins. Premiums increased slightly by \$2 million, as an increase in sales of single premium contracts, was mostly offset by a decrease in renewal premiums reflecting the expected attrition of older business. Our premiums have declined as the market has continued to transition from traditional products, on which we record premiums, to products with a retirement and savings objective, for which customer funds received are recorded as deposits.

2007 to 2006 Nine Month Comparison. Revenues increased \$287 million, from \$5.807 billion in the first nine months of 2006 to \$6.094 billion in the first nine months of 2007, including a net unfavorable impact of \$64 million relating to currency fluctuations. Excluding the impact of currency fluctuations, revenues increased \$351 million, from \$6.307 billion in the first nine months of 2006 to \$6.658 billion in the first nine months of 2007.

Revenues from our Life Planner operations increased \$329 million, from \$3.630 billion in the first nine months of 2006 to \$3.959 billion in the first nine months of 2007, including a net unfavorable impact of currency fluctuations of \$22 million. Excluding the impact of currency fluctuations, revenues increased \$351 million from the first nine months of 2006 to the first nine months of 2007. This increase in revenues came primarily from increases in premiums and policy charges and fee income of \$304 million, from \$3.332 billion in the first nine months of 2006 to \$3.636 billion in the first nine months of 2007. Premiums and policy charges and fee income from our Japanese Life Planner operation increased \$219 million, from \$2.395 billion in the first nine months of 2006 to \$2.614 billion in the first nine months of 2007. Premiums and policy charges and fee income from our

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Korean operation increased \$58 million, from \$736 million in the first nine months of 2006 to \$794 million in the first nine months of 2007. The increase in premiums and policy charges and fee income in both operations was primarily the result of new sales and strong persistency. Net investment income also increased \$102 million, from \$525 million in the first nine months of 2006 to \$627 million in the first nine months of 2007, due to asset growth and higher investment yields reflecting duration lengthening of our Japanese yen investment portfolio and increased utilization of U.S. dollar based investments. Offsetting the increase in net investment income was the impact included in third quarter 2007 revenue of a \$53 million decreases in the market value of certain externally managed investments in the European market, which is reflected in asset management fees and other income.

Revenues from Gibraltar Life declined \$42 million, from \$2.177 billion in the first nine months of 2006 to \$2.135 billion in the first nine months of 2007, including an unfavorable impact from currency fluctuations of \$42 million. Excluding the impact of currency fluctuations, revenues for Gibraltar Life were unchanged at \$2.431 billion. Premiums decreased \$92 million, from \$1.770 billion in the first nine months of 2006 to \$1.678 billion in the first nine months of 2007, as premiums in the first nine months of 2006 benefited \$95 million from additional face amounts of insurance issued pursuant to a special dividend arrangement established as part of Gibraltar Life's reorganization for which the first nine months of 2007 includes no such benefit. Substantially all of these premiums recognized pursuant to the special dividend arrangement were offset by a corresponding charge to increase reserves for the affected policies. Also reflected in premiums are higher sales of single premium contracts and an increase in first-year premium, mostly offset by a decrease in renewal premiums reflecting the expected attrition of older business as discussed above. Mostly offsetting the decrease in premium was an \$85 million increase in net investment income, from \$606 million in the first nine months of 2006 to \$691 million in the first nine months of 2007, due to improved investment income margins and the impact from the sales of real estate within joint ventures, as discussed above.

Benefits and Expenses

2007 to 2006 Three Month Comparison. Benefits and expenses, as shown in the table above under "—Operating Results," increased \$90 million, from \$1.527 billion in the third quarter of 2006 to \$1.617 billion in the third quarter of 2007, including a net favorable impact of \$35 million related to currency fluctuations. Excluding the impact of currency fluctuations, benefits and expenses increased \$125 million, from \$1.664 billion in the third quarter of 2006 to \$1.789 billion in the third quarter of 2007.

Benefits and expenses of our Life Planner operations increased \$110 million, from \$968 million in the third quarter of 2006 to \$1.078 billion in the third quarter of 2007, including a net favorable impact of \$5 million from currency fluctuations. Excluding the impact of currency fluctuations, benefits and expenses increased \$115 million, from \$1.038 billion in the third quarter of 2006 to \$1.153 billion in the third quarter of 2007. Benefits and expenses of our Japanese Life Planner operation increased \$69 million, from \$707 million in the third quarter of 2006 to \$776 million in the third quarter of 2007. Benefits and expenses from our Korean operation increased \$38 million, from \$227 million in the third quarter of 2006 to \$265 million in third quarter of 2007. The increase in benefits and expenses in both operations reflects an increase in policyholder benefits, including changes in reserves, which was driven primarily by new sales and strong persistency. Also contributing to the increase in benefits and expenses are higher general and administrative expenses. Partially offsetting these increases is the benefit from a reduction in amortization of deferred policy acquisition costs as discussed above.

Gibraltar Life's benefits and expenses declined \$20 million, from \$559 million in the third quarter of 2006 to \$539 million in the third quarter of 2007, including a \$30 million favorable impact of currency fluctuations. Excluding the impact of currency fluctuations, benefits and expenses increased \$10 million, from \$626 million in the third quarter of 2006 to \$636 million in the third quarter of 2007. This increase is primarily due to higher interest credited to policyholders' account balances resulting from growth in our U.S. dollar denominated fixed annuity product.

2007 to 2006 Nine Month Comparison. Benefits and expenses increased \$155 million, from \$4.748 billion in the first nine months of 2006 to \$4.903 billion in the first nine months of 2007, including a net favorable

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impact of \$92 million related to currency fluctuations. Excluding the impact of currency fluctuations, benefits and expenses increased \$247 million, from \$5.208 billion in the first nine months of 2006 to \$5.455 billion in the first nine months of 2007.

Benefits and expenses of our Life Planner operations increased \$291 million, from \$2.932 billion in the first nine months of 2006 to \$3.223 billion in the first nine months of 2007, including a net favorable impact of \$47 million from currency fluctuations. Excluding the impact of currency fluctuations, benefits and expenses increased \$338 million, from \$3.154 billion in the first nine months of 2006 to \$3.492 billion in the first nine months of 2007. Benefits and expenses of our Japanese Life Planner operation increased \$215 million, from \$2.199 billion in the first nine months of 2006 to \$2.414 billion in the first nine months of 2007. Benefits and expenses from our Korean operation increased \$90 million, from \$664 million in the first nine months of 2006 to \$754 million in first nine months of 2007. The increase in benefits and expenses in both operations reflects an increase in policyholder benefits, including changes in reserves, which was driven by new sales and strong persistency, as well as to a lesser extent, less favorable mortality experience. Also contributing to the increase in benefits and expenses are higher general and administrative expenses.

Gibraltar Life's benefits and expenses declined \$136 million, from \$1.816 billion in the first nine months of 2006 to \$1.680 billion in the first nine months of 2007, including a \$45 million favorable impact of currency fluctuations. Excluding the impact of currency fluctuations, benefits and expenses declined \$91 million, from \$2.054 billion in the first nine months of 2006 to \$1.963 billion in the first nine months of 2007. This decline is primarily due to the effects of the special dividend arrangement discussed above and the \$17 million charge recognized in the first nine months of 2006 for refinements in policy liabilities. Partially offsetting the decline in benefits and expenses, was higher interest credited to policyholders' account balances resulting from growth in our U.S. dollar denominated fixed annuity product.

Sales Results

In managing our international insurance business, we analyze revenues, as well as new annualized premiums, which do not correspond to revenues under U.S. GAAP. New annualized premiums measure the current sales performance of the segment, while revenues primarily reflect the renewal persistency of policies written in prior years and net investment income, in addition to current sales. New annualized premiums include 10% of first year premiums or deposits from single pay products. New annualized premiums on an actual and constant exchange rate basis are as follows for the periods indicated.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
New annualized premiums:				
On an actual exchange rate basis:				
Life Planner operations	\$ 178	\$ 174	\$ 579	\$ 575
Gibraltar Life	92	91	264	279
Total	<u>\$ 270</u>	<u>\$ 265</u>	<u>\$ 843</u>	<u>\$ 854</u>
On a constant exchange rate basis:				
Life Planner operations	\$ 185	\$ 182	\$ 606	\$ 602
Gibraltar Life	100	98	289	299
Total	<u>\$ 285</u>	<u>\$ 280</u>	<u>\$ 895</u>	<u>\$ 901</u>

2007 to 2006 Three Month Comparison. On a constant exchange rate basis, new annualized premiums increased \$5 million, from \$280 million in the third quarter of 2006 to \$285 million in the third quarter of 2007. On the same basis, new annualized premiums from our Japanese Life Planner operation decreased \$10 million, reflecting lower sales of term life products to corporations as a result of anticipated tax law changes. Sales in all

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other countries, also on a constant exchange rate basis, increased \$13 million primarily reflecting an increase in sales of variable life and whole life policies in Taiwan in anticipation of an adverse regulatory change.

New annualized premiums, on a constant exchange rate basis, from our Gibraltar Life operation increased \$2 million from the third quarter of 2006 to the third quarter of 2007, reflecting higher sales of our U.S. dollar denominated single premium fixed annuity and certain other products by our Life Advisors, offset by lower sales of our U.S. dollar denominated single premium fixed annuity in the bank channel.

2007 to 2006 Nine Month Comparison. On a constant exchange rate basis, new annualized premiums decreased \$6 million, from \$901 million in the first nine months of 2006 to \$895 million in the first nine months of 2007. On the same basis, new annualized premiums from our Japanese Life Planner operation increased \$4 million reflecting increased sales of retirement income products. Sales in all other countries, also on a constant exchange rate basis, were flat as increased sales in Taiwan, in anticipation of an adverse regulatory change, were offset by decreased sales of retirement income products in Korea due to a premium rate increase that occurred in April 2007.

New annualized premiums, on a constant exchange rate basis, from our Gibraltar Life operation decreased \$10 million from the first nine months of 2006 to the first nine months of 2007, primarily due to lower sales of our U.S. dollar denominated single premium fixed annuity, which was partially offset by higher sales of other products.

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 necessarily 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. With regulatory approval, guaranteed rates may be changed on new business. 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 those sold by Gibraltar Life, 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 in the first nine months of 2007 and the first nine months of 2006 was well within our pricing assumptions and below the guaranteed levels reflected in the premiums we charge.

Dual Currency Investments

The table below presents as of September 30, 2007, the yen-denominated earnings subject to our dual currency and synthetic dual currency investments and the related weighted average exchange rates resulting from these investments.

Year	(1) Interest component of dual currency investments	Cross-currency coupon swap element of synthetic dual currency investments (in billions)	Yen-denominated earnings subject to these investments	Weighted average exchange rate per U.S. Dollar (Yen per \$)
Remainder of 2007	¥ 0.9	¥ 2.0	¥ 2.9	92.1
2008	3.5	6.5	10.0	90.3
2009	3.4	5.8	9.2	89.1
2010	3.2	4.9	8.1	87.2
2011-2034	39.1	60.2	99.3	79.8
Total	¥ 50.1	¥ 79.4	¥ 129.5	81.9

(1) Yen amounts are imputed from the contractual U.S. dollar denominated interest cash flows.

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The table above does not reflect the currency hedging program discussed above. Our Japanese insurance operations also hold U.S. dollar denominated securities in their investment portfolio, which are discussed in further detail in “—Realized Investment Gains and General Account Investments—General Account Investments.”

International Investments

Operating Results

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Operating results:				
Revenues	\$ 251	\$ 132	\$ 597	\$ 428
Expenses	137	101	378	319
Adjusted operating income	114	31	219	109
Realized investment gains (losses), net, and related adjustments(1)	(1)	—	—	1
Related charges(2)	(1)	—	(4)	—
Equity in earnings of operating joint ventures(3)	(6)	(5)	(22)	(21)
Income from continuing operations before income taxes and equity in earnings of operating joint ventures	<u>\$ 106</u>	<u>\$ 26</u>	<u>\$ 193</u>	<u>\$ 89</u>

- (1) Revenues exclude Realized investment gains (losses), net, and related adjustments. 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 minority interest.
- (3) Equity in earnings of operating joint ventures are included in adjusted operating income but excluded from income from continuing operations before income taxes and equity in earnings of operating joint ventures as they are reflected on a U.S. GAAP basis on an after-tax basis as a separate line in our Unaudited Interim Consolidated Statements of Operations.

In 2004, we acquired an 80 percent interest in Hyundai Investment and Securities Co., Ltd., a Korean asset management firm, from an agency of the Korean government. We subsequently renamed the company Prudential Investment & Securities Co., Ltd, or PISC. On February 28, 2007, we notified the Korean government of our intention to purchase the remaining 20 percent under the terms of the original acquisition agreement.

On July 12, 2007, we sold our 50% interest in our operating joint ventures Oppenheim Pramerica Fonds Trust GmbH and Oppenheim Pramerica Asset Management S.a.r.l., which we accounted for under the equity method, to our partner Oppenheim S.C.A. for \$121 million. These businesses establish, package and distribute mutual fund products to German and other European retail investors. We recorded a pre-tax gain on the sale of \$37 million, which is reflected in the adjusted operating income of our International Investments segment in the third quarter of 2007. These businesses contributed \$3 million and \$3 million of adjusted operating income to the results of the International Investments segment for the nine months ended September 30, 2007 and 2006, respectively.

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Adjusted Operating Income

2007 to 2006 Three Month Comparison. Adjusted operating income increased \$83 million, from \$31 million in the third quarter of 2006 to \$114 million in the third quarter of 2007. Adjusted operating income for the third quarter of 2007 includes the \$37 million gain from the sale of our Oppenheim joint ventures as discussed above, a \$22 million benefit from market value changes on securities relating to exchange memberships, the majority of which securities were sold prior to the end of the quarter, and a \$17 million benefit from recoveries related to a former investment of our Korean asset management operations.

Excluding the benefit to the current quarter of the items discussed above, adjusted operating income increased by \$7 million primarily reflecting more favorable results from our asset management businesses, principally in our Korean operations. Reflected in the adjusted operating income of our Korean asset management operations is \$4 million and \$5 million in the third quarter of 2007 and 2006, respectively, of fee revenue from the Korean government under an agreement entered into in connection with the 2004 acquisition of PISC, related to the provision of asset management and brokerage services, which agreement extends until February 27, 2009.

2007 to 2006 Nine Month Comparison. Adjusted operating income increased \$110 million, from \$109 million in the first nine months of 2006 to \$219 million in the first nine months of 2007. Adjusted operating income for the first nine months of 2007 includes the \$37 million gain from the sale of our Oppenheim joint ventures as discussed above and a \$17 million benefit from recoveries related to a former investment of our Korean asset management operations. In addition, market value changes on securities relating to exchange memberships benefited the first nine months of 2007 by \$39 million, while benefiting the first nine months of 2006 by \$16 million.

Excluding the benefit of the items discussed above, adjusted operating income increased by \$33 million primarily reflecting more favorable results from our asset management businesses, principally in our Korean operations. Contributing to the earnings of our Korean asset management operation were fees associated with unusually strong sales of mutual funds invested in overseas markets that carry a front end load. Results for the first nine months of 2007 and 2006 include fee revenue from the Korean government under the agreement discussed above of \$13 million and \$16 million, respectively.

Revenues

2007 to 2006 Three Month Comparison. Revenues, as shown in the table above under “—Operating Results,” increased \$119 million, from \$132 million in the third quarter of 2006 to \$251 million in the third quarter of 2007. This increase reflects the gain from the sale of our Oppenheim joint ventures, gains from market value changes on securities relating to exchange memberships, and the gain associated with the recovery of a former investment, as well as higher commission and fee revenue primarily from our Korean asset management operations.

2007 to 2006 Nine Month Comparison. Revenues increased \$169 million, from \$428 million in the first nine months of 2006 to \$597 million in the first nine months of 2007. This increase reflects the gain from the sale of our Oppenheim joint ventures, gains from market value changes on securities relating to exchange memberships, and the gain associated with the recovery of a former investment, as well as higher commission and fee revenue primarily from our Korean asset management operations.

Expenses

2007 to 2006 Three Month Comparison. Expenses, as shown in the table above under “—Operating Results,” increased \$36 million, from \$101 million in the third quarter of 2006 to \$137 million in the third quarter of 2007, primarily due to higher expenses corresponding with the higher level of revenues generated by our Korean asset management operations.

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2007 to 2006 Nine Month Comparison. Expenses increased \$59 million, from \$319 million in the first nine months of 2006 to \$378 million in the first nine months of 2007, primarily due to higher expenses corresponding with the higher level of revenues generated by our Korean asset management operations.

Corporate and Other

Corporate and Other includes corporate operations, after allocations to our business segments, and our real estate and relocation services business.

Corporate operations consist primarily of: (1) corporate-level income and expenses, after allocations to any of our business segments, including income and expense from our qualified pension and other employee benefit plans and investment returns on capital that is not deployed in any of our segments; (2) returns from investments that we do not allocate to any of our business segments, including debt-financed investment portfolios, as well as the impact of transactions with other segments; and (3) businesses that we have placed in wind-down status but have not divested.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Operating results:				
Corporate Operations(1)	\$ (26)	\$ (32)	\$ (40)	\$ (15)
Real Estate and Relocation Services	21	36	36	75
Adjusted operating income	(5)	4	(4)	60
Realized investment gains (losses), net, and related adjustments(2)	(163)	119	(73)	56
Investment gains on trading account assets supporting insurance liabilities(1)(3)	—	—	2	—
Divested businesses(4)	15	10	29	58
Income (loss) from continuing operations before income taxes and equity in earnings of operating joint ventures	<u>\$ (153)</u>	<u>\$ 133</u>	<u>\$ (46)</u>	<u>\$ 174</u>

(1) Includes consolidating adjustments.

(2) Revenues exclude Realized investment gains (losses), net, and related adjustments. 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. See “—Trading Account Assets Supporting Insurance Liabilities.”

(4) See “—Divested Businesses.”

2007 to 2006 Three Month Comparison. Adjusted operating income decreased \$9 million, from income of \$4 million in the third quarter of 2006 to a loss of \$5 million in the third quarter of 2007. Adjusted operating income from corporate operations increased \$6 million, from a loss of \$32 million in the third quarter of 2006 to a loss of \$26 million in the third quarter of 2007. Corporate operations includes income from our qualified pension plan of \$91 million in the third quarter of 2007, an increase of \$5 million from \$86 million in the third quarter of 2006. The increase reflects changes in the market value of our plan assets. Corporate operations investment results were essentially unchanged as the impact of deployment of our excess capital in our businesses and for share repurchases and less favorable income from equity method investments were offset by lower interest expense due to reduced borrowings.

Adjusted operating income of our real estate and relocation services business decreased \$15 million, from \$36 million in the third quarter of 2006 to \$21 million in the third quarter of 2007. The decline reflected lower transaction volume associated with less favorable residential real estate market conditions as well as a fixed asset write-off in the third quarter of 2007.

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2007 to 2006 Nine Month Comparison. Adjusted operating income decreased \$64 million, from income of \$60 million in the first nine months of 2006 to a loss of \$4 million in the first nine months of 2007. Adjusted operating income from corporate operations decreased \$25 million, from a loss of \$15 million in the first nine months of 2006 to a loss of \$40 million in the first nine months of 2007. The decrease came primarily from higher employee benefit expenses in the first nine months of 2007, including \$12 million from market value adjustments on certain liabilities relating to deferred compensation arrangements. In addition, corporate operations investment results decreased, primarily reflecting the impact of deployment of our excess capital in our businesses and for share repurchases, increased borrowings and less favorable income from equity method investments. These items were partially offset by income from the investment of proceeds from our December 2006 convertible debt issuance of \$2 billion principal amount. Investment results include approximately \$20 million in the first nine months of 2007 and \$39 million in the first nine months of 2006 related to investment of proceeds of a \$2 billion issue of convertible debt securities in November 2005 that the company called for redemption in May 2007. Corporate operations includes income from our qualified pension plan of \$273 million in the first nine months of 2007, an increase of \$15 million from \$258 million in the first nine months of 2006. The increase reflects changes in the market value of our plan assets.

Adjusted operating income of our real estate and relocation services business decreased \$39 million, from \$75 million in the first nine months of 2006 to \$36 million in the first nine months of 2007. The decline reflected lower transaction volume associated with less favorable residential real estate market conditions as well as a fixed asset write-off in the first nine months of 2007.

Results of Operations of Closed Block Business

We established the Closed Block Business effective as of the date of demutualization. The Closed Block Business includes our in force traditional domestic participating life insurance and annuity products and assets that are 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 domestic 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 on participating policies for the following year based on the experience of the Closed Block, including investment income, net realized and unrealized investment gains, mortality experience and other factors. Although Closed Block experience for dividend action decisions is based upon statutory results, at the time the Closed Block was established, we developed, as required by U.S. GAAP, an actuarial calculation of the timing of the maximum future earnings from the policies included in the Closed Block. If actual cumulative earnings in any given period are greater than the cumulative earnings we expected, 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 change in policyholder dividend obligations that we recognize for the excess of actual cumulative earnings in any given period over the cumulative earnings we expected in addition to the actual policyholder dividends declared by the Board of Directors of Prudential Insurance.

As of September 30, 2007, the Company recognized a policyholder dividend obligation to Closed Block policyholders for the excess of actual cumulative earnings over the expected cumulative earnings of \$680 million. Actual cumulative earnings, as required by U.S. GAAP, reflect the recognition of realized investment gains in the current period, as well as changes in assets and related liabilities that support the policies. Additionally, net unrealized investment gains have arisen subsequent to the establishment of the Closed Block due to the impact of lower interest rates on the market value of fixed maturities available for sale. These net unrealized investment gains have been reflected as a policyholder dividend obligation of \$1.218 billion, as of September 30, 2007, to be paid to Closed Block policyholders, unless otherwise offset by future experience, with an offsetting amount reported in accumulated other comprehensive income.

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Operating Results

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
U.S. GAAP results:				
Revenues	\$ 1,886	\$ 1,889	\$ 5,770	\$ 5,589
Benefits and expenses	1,878	1,815	5,610	5,393
Income from continuing operations before income taxes and equity in earnings of operating joint ventures	<u>\$ 8</u>	<u>\$ 74</u>	<u>\$ 160</u>	<u>\$ 196</u>

Income from Continuing Operations Before Income Taxes and Equity in Earnings of Operating Joint Ventures

2007 to 2006 Three Month Comparison. Income from continuing operations before income taxes and equity in earnings of operating joint ventures decreased \$66 million, from \$74 million in the third quarter of 2006 to \$8 million in the third quarter of 2007. Third quarter 2007 results reflect a decrease of \$37 million in net realized investment gains, from \$150 million in the third quarter of 2006 to \$113 million in the third quarter of 2007. For a discussion of Closed Block Business realized investment gains (losses), net, see “—Realized Investment Gains and General Account Investments—Realized Investment Gains.” Dividends to policyholders increased \$30 million, which includes an increase in the cumulative earnings policyholder dividend obligation expense of \$21 million. In addition, results for the third quarter of 2006 included a reserve release due to reserve factor updates. These items were partially offset by a \$26 million increase in net investment income, net of interest expense, primarily related to higher income on joint venture and limited partnership investments accounted for under the equity method, and higher dividend income from public equity investments.

2007 to 2006 Nine Month Comparison. Income from continuing operations before income taxes and equity in earnings of operating joint ventures decreased \$36 million, from \$196 million in the first nine months of 2006 to \$160 million in the first nine months of 2007. Results for the first nine months of 2007 reflect an increase in dividends to policyholders of \$183 million, which includes an increase in the cumulative earnings policyholder dividend obligation expense of \$163 million. In addition, results for the first nine months of 2007 reflect less favorable claims experience, while results for the first nine months of 2006 included a reserve release as a result of reserve factor updates. These decreases to income were partially offset by an increase of \$75 million in net investment income, net of interest expense, primarily related to higher income on joint venture and limited partnership investments and higher dividend income from public equity investments, and an increase of \$130 million in realized investment gains, from \$182 million in the first nine months of 2006 to \$312 million in the first nine months of 2007. For a discussion of Closed Block Business realized investment gains (losses), net, see “—Realized Investment Gains and General Account Investments—Realized Investment Gains.”

Revenues

2007 to 2006 Three Month Comparison. Revenues, as shown in the table above under “—Operating Results,” decreased \$3 million, from \$1.889 billion in the third quarter of 2006 to \$1.886 billion in the third quarter of 2007, as net realized investment gains decreased \$37 million and premiums decreased \$17 million. We expect the decline in premiums for this business to continue as the policies in force mature or terminate. These decreases in revenue were largely offset by an increase of \$46 million in net investment income related to higher

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income on joint venture and limited partnership investments and higher dividend income from public equity investments, as well as a larger base of invested assets due to the reinvestment of investment earnings and the addition of investments financed by borrowings.

2007 to 2006 Nine Month Comparison. Revenues, as shown in the table above under “—Operating Results,” increased \$181 million, from \$5.589 billion in the first nine months of 2006 to \$5.770 billion in the first nine months of 2007, principally driven by the \$130 million increase in net realized investment gains and an increase of \$87 million in net investment income. The increase in net investment income reflects higher income on joint venture and limited partnership investments and public equity investments. These increases in revenue were partially offset by a decrease in premiums as the policies in force continue to mature or terminate.

Benefits and Expenses

2007 to 2006 Three Month Comparison. Benefits and expenses, as shown in the table above under “—Operating Results,” increased \$63 million, from \$1.815 billion in the third quarter of 2006 to \$1.878 billion in the third quarter of 2007. This increase reflects a \$30 million increase in dividends to policyholders, which includes an increase in the cumulative earnings policyholder dividend obligation expense of \$21 million, a \$20 million increase to interest expense, and a \$16 million increase to policyholders’ benefits, including changes in reserves. The increase in interest expense reflects increased financing costs on increased borrowings, the proceeds of which were used to purchase invested assets. The increase in policyholders’ benefits, including changes in reserves, is primarily driven by a reserve release in the third quarter of 2006, as discussed above.

2007 to 2006 Nine Month Comparison. Benefits and expenses, as shown in the table above under “—Operating Results,” increased \$217 million, from \$5.393 billion in the first nine months of 2006 to \$5.610 billion in the first nine months of 2007. This increase reflects a \$183 million increase in dividends to policyholders, which includes an increase in the cumulative earnings policyholder dividend obligation expense of \$163 million. Policyholders’ benefits, including changes in reserves, increased \$35 million primarily reflecting less favorable claim experience in the first nine months of 2007 and a reserve release in the first nine months of 2006.

Income Taxes

Our income tax provision amounted to \$316 million in the third quarter of 2007 compared to \$384 million in the third quarter of 2006. The decline in income tax expense reflects the decline in pre-tax income in the third quarter of 2007 from the third quarter of 2006.

Our income tax provision amounted to \$1,063 million in the first nine months of 2007 compared to \$826 million in the first nine months of 2006, representing 29% of income from continuing operations before income taxes and equity in earnings of operating joint ventures in the first nine months of 2007 and 27% in the first nine months of 2006. The higher effective tax rate in the first nine months of 2007 primarily reflects the growth in pre-tax income.

We employ various tax strategies, including strategies to minimize the amount of taxes resulting from realized capital gains.

We adopted FASB Interpretation No. 48, “Accounting for Uncertainty in Income Taxes,” an Interpretation of FASB Statement No. 109 on January 1, 2007. For additional information regarding the adoption of this guidance, see Note 2 of the Unaudited Interim Consolidated Financial Statements.

The dividends received deduction reduces the amount of dividend income subject to tax and is a significant component of the difference between our periodic effective tax rate and the federal statutory tax rate of 35%. In

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August 2007, the Internal Revenue Service, or Service, released Revenue Ruling 2007-54, which included, among other items, guidance on the methodology to be followed in calculating the dividends received deduction related to variable life insurance and annuity contracts. In September 2007, the Service released Revenue Ruling 2007-61. Revenue Ruling 2007-61 suspends Revenue Ruling 2007-54 and informs taxpayers that the U.S. Treasury Department and the Service intend to address through new regulations the issues considered in Revenue Ruling 2007-54, including the methodology to be followed in determining the dividends received deduction related to variable life insurance and annuity contracts. These activities had no impact on our 2007 results.

Discontinued Operations

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Equity sales, trading and research operations	\$ (1)	\$ (3)	\$ (104)	\$ 13
Real estate investments sold or held for sale	—	96	62	96
Philippine insurance operations Real estate investments sold or held for sale	—	2	—	(13)
Canadian intermediate weekly premium and individual health operations	(1)	(5)	(1)	(11)
Other	(2)	7	4	(2)
Income (loss) from discontinued operations before income taxes	(4)	97	(39)	83
Income tax expense (benefit)	—	31	(45)	29
Income (loss) from discontinued operations, net of taxes	<u>\$ (4)</u>	<u>\$ 66</u>	<u>\$ 6</u>	<u>\$ 54</u>

The nine months ended September 30, 2007 includes a \$26 million tax benefit associated with a discontinued international business.

Results for our equity sales, trading and research operations known as Prudential Equity Group, previously included in the Financial Advisory segment, have been classified as discontinued operations for all periods presented, as a result of our decision to exit these operations. Included within the table above for the three and nine months ended September 30, 2007 are a \$1 million and \$107 million, respectively, of pre-tax losses incurred in connection with this decision, primarily related to employee severance costs. We do not anticipate significant additional costs will be incurred in connection with this decision.

Real estate investments sold or held for sale reflects the income from discontinued real estate investments.

For additional information regarding discontinued operations, see Note 3 of the Unaudited Interim Consolidated Financial Statements.

Realized Investment Gains and General Account Investments

Realized Investment Gains

Realized investment gains and losses are generated from numerous sources, including the sale of fixed maturity securities, equity securities, investments in joint ventures and limited partnerships and other types of

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investments, as well as adjustments to the cost basis of investments for other than temporary impairments. Realized investment gains and losses are also generated from prepayment premiums received on private fixed maturity securities, recoveries of principal on previously impaired securities, provisions for losses on commercial loans, fair value changes on commercial mortgage operations' loans, gains on commercial loans in connection with securitization transactions, fair value changes on embedded derivatives and derivatives that do not qualify for hedge accounting treatment, except those derivatives used in our capacity as a broker or dealer.

We perform impairment reviews on an ongoing basis to determine when a decline in value is other than temporary. In evaluating whether a decline in value is other-than-temporary, we consider several factors including, but not limited to, the following: the extent (generally if greater than 20%) and duration (generally if greater than six months) of the decline in value; the reasons for the decline (credit event, currency 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 write down the value of the security to its fair value, with a corresponding charge recorded in "Realized investment gains (losses), net." The causes of the impairments discussed below were specific to each individual issuer and did not directly result in impairments to other securities within the same industry or geographic region.

In addition, for our impairment review of asset-backed securities with a credit rating below AA, we forecast the prospective future cash flows of the security and determine if the present value of those cash flows, discounted using the effective yield of the most recent interest accrual rate, has decreased from the previous reporting period. When a decrease from the prior reporting period has occurred and the security's market value is less than its book value, an other-than-temporary impairment is recognized by writing the security down to fair value.

For a further discussion of our policies regarding other-than-temporary declines in investment value and the related methodology for recording fixed maturity impairments, see "—General Account Investments—Fixed Maturity Securities—Impairments of Fixed Maturity Securities" below. For a further discussion of our policies regarding other-than-temporary declines in investment value and the related methodology for recording equity impairments, see "—General Account Investments—Equity Securities—Impairments of Equity Securities" below.

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 and interest rate related losses through sales of investments pursuant to our credit risk and portfolio management objectives. Impairments, interest rate related losses and credit losses (other than those related to certain of our businesses which primarily originate investments for sale or syndication to unrelated investors) are excluded from adjusted operating income.

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 well as the interest rate environment.

We use 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. We 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. We also use equity-based derivatives to hedge the equity risks embedded in some of our annuity products. 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

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do not necessarily account for the related assets or liabilities the same way. Accordingly, realized investment gains and losses from our derivative activities can contribute significantly to fluctuations in net income.

Adjusted operating income excludes “Realized investment gains (losses), net,” (other than those representing profit or loss of certain of our businesses which primarily originate investments for sale or syndication to unrelated investors, and those associated with terminating hedges of foreign currency earnings, current period yield adjustments, or product derivatives and the effect of any related economic hedging program) and related charges and adjustments.

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 nine months ended September 30, 2007 and 2006, respectively, and gross realized investment gains and losses on fixed maturity securities by segment for the three and nine months ended September 30, 2007 and 2006, respectively. For a discussion of our general account investment portfolio and related results, including overall income yield and investment income, as well as our policies regarding other than temporary declines in investment value and the related methodology for recording impairment charges, see “—General Account Investments” below. For additional details regarding adjusted operating income, which is our measure of performance for the segments of our Financial Services Businesses, see Note 8 to the Unaudited Interim Consolidated Financial Statements.

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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Realized investment gains (losses), net:				
Financial Services Businesses	\$ (197)	\$ 239	\$ 141	\$ 64
Closed Block Business	113	150	312	182
Consolidated realized investment gains (losses), net	<u>\$ (84)</u>	<u>\$ 389</u>	<u>\$ 453</u>	<u>\$ 246</u>
Financial Services Businesses:				
Realized investment gains (losses), net				
Fixed maturity investments(1)	\$ (88)	\$ (4)	\$ (48)	\$ (314)
Equity securities	118	12	324	121
Derivative instruments(2)	(264)	126	(228)	69
Other	37	105	93	188
Total	(197)	239	141	64
Related adjustments(3)	92	(25)	(61)	(134)
Realized investment gains (losses), net, and related adjustments	<u>\$ (105)</u>	<u>\$ 214</u>	<u>\$ 80</u>	<u>\$ (70)</u>
Related charges(4)	<u>\$ (4)</u>	<u>\$ 7</u>	<u>\$ (17)</u>	<u>\$ 30</u>
Closed Block Business:				
Realized investment gains (losses), net				
Fixed maturity investments	\$ (22)	\$ 33	\$ 66	\$ 1
Equity securities	65	23	303	151
Derivative instruments	69	79	(59)	(41)
Other	1	15	2	71
Total	<u>\$ 113</u>	<u>\$ 150</u>	<u>\$ 312</u>	<u>\$ 182</u>
Realized investment gains (losses) by segment—Fixed Maturity Securities				
Financial Services Businesses:				
Gross realized investment gains:				
Individual Life	\$ 2	\$ 5	\$ 6	\$ 13
Individual Annuities	6	5	19	13
Group Insurance	5	10	23	28
Asset Management	—	—	—	2
Financial Advisory	—	—	—	—
Retirement	17	10	56	41
International Insurance	37	27	86	82
International Investments	—	—	—	—
Corporate and Other Operations	5	12	9	14
Total	<u>72</u>	<u>69</u>	<u>199</u>	<u>193</u>
Gross realized investment losses:				
Individual Life	(10)	(7)	(17)	(64)
Individual Annuities	(10)	(9)	(35)	(95)
Group Insurance	(26)	(9)	(28)	(37)
Asset Management	(14)	—	(14)	(1)
Financial Advisory	—	—	—	—
Retirement	(55)	(29)	(84)	(157)
International Insurance	(28)	(5)	(39)	(76)
International Investments	—	—	(1)	—
Corporate and Other Operations	(17)	(14)	(29)	(77)
Total	<u>(160)</u>	<u>(73)</u>	<u>(247)</u>	<u>(507)</u>
Realized investment gains (losses), net—Financial Services Businesses	<u>\$ (88)</u>	<u>\$ (4)</u>	<u>\$ (48)</u>	<u>\$ (314)</u>
Closed Block Business:				
Gross realized investment gains	\$ 90	\$ 95	\$ 314	\$ 212
Gross realized investment losses	(112)	(62)	(248)	(211)
Realized investment gains (losses), net—Closed Block Business	<u>\$ (22)</u>	<u>\$ 33</u>	<u>\$ 66</u>	<u>\$ 1</u>

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- (1) Includes \$67 million of losses on sales of asset-backed securities collateralized by sub-prime mortgages in the third quarter of 2007.
- (2) Includes \$103 million of losses on embedded derivatives associated with certain externally managed investments in the European market in the third quarter of 2007.
- (3) Related adjustments include that portion of realized investment gains (losses), net that are included in adjusted operating income, including those related to our Asset Management segment's commercial mortgage operations and proprietary investing business, as well as gains and losses pertaining to certain derivatives contracts, as described more fully in Note 8 to the Unaudited Interim Consolidated Financial Statements.
- (4) Reflects charges that are related to realized investment gains (losses), net and excluded from adjusted operating income, as described more fully in Note 8 to the Unaudited Interim Consolidated Financial Statements.

2007 to 2006 Three Month Comparison

Financial Services Businesses

The Financial Services Businesses' net realized investment losses in the third quarter of 2007 were \$197 million, compared to net realized investment gains of \$239 million in the third quarter of 2006. Net realized losses on fixed maturity securities were \$88 million in the third quarter of 2007 and reflect net losses on sales and maturities of fixed maturity securities of \$61 million, impairments of \$31 million and credit-related losses of \$2 million, partially offset by private bond prepayment premiums of \$6 million. Net losses on sales and maturities of fixed maturity securities included gross losses of \$127 million, mainly in the Retirement, International Insurance, and Group Insurance segments, and were primarily related to credit spread increases in the credit markets resulting from concerns over sub-prime mortgage exposures, and interest rates. Gross losses include \$67 million related to sales of asset-backed securities collateralized by sub-prime mortgages. See "—General Account Investments—Fixed Maturity Securities" for additional information regarding our exposure to sub-prime mortgages. Net realized losses on fixed maturity securities were \$4 million in the third quarter of 2006 and reflect net losses on sales and maturities of fixed maturity securities of \$2 million, including gross losses of \$63 million, mainly in the Retirement segment and Corporate and Other operations, which were primarily interest-rate related. Fixed maturity net realized losses also included fixed maturity impairments of \$5 million and credit-related losses of \$5 million in the third quarter of 2006, partially offset by private bond prepayment premiums of \$8 million.

Net realized gains on equity securities were \$118 million in the third quarter of 2007, of which net trading gains on sales of equity securities were \$127 million, partially offset by impairments of \$9 million. Net realized gains on equity securities were \$12 million in the third quarter of 2006, and related to net trading gains on sales of equity securities. Net realized gains on equity securities in both periods were primarily due to sales of Japanese equities in our Gibraltar Life and Life Planner operations from portfolio restructuring and equity sales in our Korean insurance operations. Net realized losses on derivatives were \$264 million in the third quarter of 2007, compared to net derivative gains of \$126 million in the third quarter of 2006. The net derivative losses in the third quarter of 2007 were primarily the result of net losses of \$103 million on embedded derivatives associated with certain externally managed investments in the European market and net losses of \$93 million from foreign currency forward contracts used to hedge the future income of non-U.S. businesses, driven by the weakening of the U.S. dollar. Also contributing to the net derivative losses in the third quarter of 2007 was \$38 million from interest rate derivative contracts mainly used to manage the duration of the U.S. dollar fixed maturity investment portfolio and net losses of \$34 million on derivative activity associated with our commercial mortgage operations. The derivative gains in the third quarter of 2006 were primarily the result of net gains of \$81 million from foreign currency forward contracts used to hedge the future income of non-U.S. businesses, mainly driven by the strengthening of the U.S. dollar against the Japanese yen. Net realized gains on other investments were \$37 million in the third quarter of 2007, primarily from real estate related investments. Net

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realized investment gains on other investments were \$105 million in the third quarter of 2006, primarily related to gains from real estate related investments and loan securitizations.

During the third quarter of 2007, we recorded total other-than-temporary impairments of \$42 million attributable to the Financial Services Businesses, compared to total other-than-temporary impairments of \$5 million attributable to the Financial Services Businesses in the third quarter of 2006. The impairments in the third quarter of 2007 consisted of \$31 million relating to fixed maturities, \$9 million relating to equity securities, and \$2 million relating to other invested assets which include real estate investments and investments in joint ventures and partnerships. The impairments in the third quarter of 2006 consisted of \$5 million relating to fixed maturities.

The impairments recorded on fixed maturities in the third quarter of 2007 consist of \$29 million on public securities and \$2 million on private securities, compared with fixed maturity impairments of \$1 million on public securities and \$4 million on private securities in the third quarter of 2006. Included in the impairments recorded on fixed maturities in the third quarter of 2007 are \$11 million of impairments on asset-backed securities collateralized by sub-prime mortgages. Fixed maturity impairments in the third quarter of 2007 were concentrated in asset-backed securities and the services and finance sectors of our corporate securities, and were primarily driven by credit spread increases as discussed above, interest rates, downgrades in credit, bankruptcy or other adverse financial conditions of the respective issuer. Impairments in the third quarter of 2006 were concentrated in the retail and wholesale and manufacturing sectors and were primarily driven by downgrades in credit, bankruptcy or other adverse financial conditions of the respective issuers.

Closed Block Business

For the Closed Block Business, net realized investment gains in the third quarter of 2007 were \$113 million, compared to net realized investment gains of \$150 million in the third quarter of 2006. Net realized losses on fixed maturity securities were \$22 million in the third quarter of 2007, and reflect net losses on sales and maturities of fixed maturity securities of \$15 million, impairments of \$8 million and credit related losses of \$5 million, partially offset by private bond prepayments of \$6 million. Net losses on sales and maturities of fixed maturity securities included \$99 million of gross losses, of which \$3 million related to sales of asset-backed securities collateralized by sub-prime mortgages. See “—General Account Investments—Fixed Maturity Securities” for additional information regarding our exposure to sub-prime mortgages. Net realized gains on fixed maturity securities were \$33 million in the third quarter of 2006, and reflect net gains on sales and maturities of fixed maturity securities of \$39 million, including \$44 million of gross losses. Fixed maturity net realized gains also include private bond prepayments of \$12 million, partially offset by fixed maturity impairments of \$12 million and credit-related losses of \$6 million in the third quarter of 2006.

Net realized gains on equity securities were \$65 million in the third quarter of 2007, of which net trading gains on sales of equity securities were \$69 million, partially offset by impairments of \$4 million. Net realized gains on equity securities were \$23 million in the third quarter of 2006, of which net trading gains on sales of equity securities were \$24 million, partially offset by impairments of \$1 million. The gains were a result of sales pursuant to our active management strategy. Net gains on derivatives were \$69 million in the third quarter of 2007, compared to net gains of \$79 million in the third quarter of 2006. Derivative gains in the third quarter of 2007 and 2006 were primarily the result of interest derivatives used to manage the duration of the fixed maturity investment portfolio. Net realized investment gains on other investments were \$15 million in the third quarter of 2006, primarily due to the sale of an investment in a real estate operating company.

During the third quarter of 2007, we recorded total other-than-temporary impairments of \$14 million attributable to the Closed Block Business, compared to total other-than-temporary impairments of \$13 million attributable to the Closed Block Business in the third quarter of 2006. The impairments in the third quarter of 2007 consisted of \$8 million relating to fixed maturities, \$4 million relating to equity securities, and \$2 million relating to other invested assets, which include real estate investments and investments in joint ventures and

partnerships. The impairments in the third quarter of 2006 consisted of \$12 million relating to fixed maturities and \$1 million relating to equity securities.

The impairments recorded on fixed maturities in the third quarter of 2007 consist of \$8 million on public securities, compared with \$3 million on public securities and \$9 million on private securities in the third quarter of 2006. Included in the impairments recorded on fixed maturities in the third quarter of 2007 are \$8 million of impairments on asset-backed securities collateralized by sub-prime mortgages. Fixed maturity impairments in the third quarter of 2007 were concentrated in asset-backed securities and the services sector of our corporate securities and were primarily driven by credit spread increases as discussed above, interest rates, downgrades in credit, bankruptcy or other adverse financial conditions of the respective issuers. Impairments in the third quarter of 2006 were concentrated in the services and retail and wholesale sectors and were primarily driven by downgrades in credit, bankruptcy or other adverse financial conditions of the respective issuers.

2007 to 2006 Nine Month Comparison

Financial Services Businesses

The Financial Services Businesses' net realized investment gains in the first nine months of 2007 were \$141 million, compared to net realized investment gains of \$64 million in the first nine months of 2006. Net realized losses on fixed maturity securities were \$48 million in the first nine months of 2007 and reflect net gains on sales and maturities of fixed maturity securities of \$1 million, including gross losses of \$188 million, mainly in the Retirement and International Investments segments which were primarily interest-rate related. Fixed maturity net realized losses also included fixed maturity impairments of \$53 million and credit-related losses of \$6 million, partially offset by private bond prepayment premiums of \$10 million. Net realized losses on fixed maturity securities were \$314 million in the first nine months of 2006 and reflect net losses on sales and maturities of fixed maturity securities of \$308 million, including gross losses of \$473 million, mainly in the Retirement and Individual Annuities segments which were primarily interest-rate related. Fixed maturity net realized losses also included fixed maturity impairments of \$21 million and credit-related losses of \$13 million in the first nine months of 2006, partially offset by private bond prepayment premiums of \$28 million. Interest-rate related losses on fixed maturities primarily reflect sales of lower yielding bonds in a higher rate environment, primarily in the first half of 2006, in order to meet various cash flow needs and manage portfolio duration, and reflect our strategy for maximizing portfolio yield while minimizing the amount of taxes on realized capital gains. Interest-rate related losses, which are excluded from adjusted operating income, where the proceeds from the sale of the securities are reinvested will generally result in higher net investment income to be included in adjusted operating income in future periods. See "—General Account Investments—Investment Results" for a discussion of current period yields of the Financial Services Businesses.

Net realized gains on equity securities were \$324 million in the first nine months of 2007, of which net trading gains on sales of equity securities were \$352 million, partially offset by impairments of \$28 million. Net realized gains on equity securities were \$121 million in the first nine months of 2006, of which net trading gains on sales of equity securities were \$129 million, partially offset by impairments of \$8 million. Net realized gains on equity securities for both periods were primarily due to sales of Japanese equities in our Gibraltar Life and Life Planner operations from portfolio restructuring and equity sales in our Korean insurance operations. Net realized losses on derivatives were \$228 million in the first nine months of 2007, compared to net derivative gains of \$69 million in the first nine months of 2006. The net derivative losses in the nine months of 2007 was primarily the result of net losses of \$106 million from interest rate derivative contracts mainly used to manage the duration of the U.S. dollar fixed maturity investment portfolio and net losses of \$92 million on embedded derivatives associated with certain externally managed investments in the European market. The derivative gains in the nine months of 2006 were primarily the result of net gains of \$47 million from interest rate derivative contracts mainly used to manage the duration of the U.S. dollar fixed maturity investment portfolio as interest rates rose and net gains of \$21 million on currency swaps used in conjunction with fixed maturity investments. Net realized investment gains on other investments were \$93 million in the first nine months of 2007, primarily

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related to gains from real estate related investments, commercial loans, and loan securitizations. Net realized investment gains on other investments were \$188 million in the first nine months of 2006, primarily related to gains from real estate related investments and loan securitizations.

During the first nine months of 2007, we recorded total other-than-temporary impairments of \$84 million attributable to the Financial Services Businesses, compared to total other-than-temporary impairments of \$35 million attributable to the Financial Services Businesses in the first nine months of 2006. The impairments in the first nine months of 2007 consisted of \$53 million relating to fixed maturities, and \$28 million relating to equity securities, and \$3 million relating to other invested assets, which include real estate investments and investments in joint ventures and partnerships. The impairments in the first nine months of 2006 consisted of \$21 million relating to fixed maturities, \$8 million relating to equity securities, and \$6 million relating to other invested assets, which include real estate investments and investments in joint ventures and partnerships.

The impairments recorded on fixed maturities in the first nine months of 2007 consist of \$48 million on public securities and \$5 million on private securities, compared with fixed maturity impairments of \$14 million on public securities and \$7 million on private securities in the first nine months of 2006. Impairments in the first nine months of 2007 were concentrated in asset-backed securities and the services and finance sectors of our corporate securities, and were primarily driven by interest rates, downgrades in credit, bankruptcy or other adverse financial conditions of the respective issuers. Impairments in the third quarter of 2006 were concentrated in the manufacturing sector and were primarily driven by downgrades in credit, bankruptcy or other adverse financial conditions of the respective issuers.

Closed Block Business

For the Closed Block Business, net realized investment gains in the first nine months of 2007 were \$312 million, compared to net realized investment gains of \$182 million in the first nine months of 2006. Net realized gains on fixed maturity securities were \$66 million in the first nine months of 2007 and reflect net gains on sales and maturities of fixed maturity securities of \$81 million, including \$220 million of gross losses, and private bond prepayment premiums of \$13 million, partially offset by impairments of \$17 million and credit-related losses of \$11 million. Net realized gains on fixed maturity securities were \$1 million in the first nine months of 2006 and reflect net gains on sales and maturities of fixed maturity securities of \$4 million, including gross losses of \$166 million and private bond prepayment premiums of \$42 million, partially offset by fixed maturity impairments of \$31 million and credit-related losses of \$14 million.

Net realized gains on equity securities were \$303 million in the first nine months of 2007, of which net trading gains on equity securities were \$308 million, partially offset by impairments of \$5 million. Net realized gains on equity securities were \$151 million in the first nine months of 2006, of which net trading gains on equity securities were \$168 million, partially offset by impairments of \$17 million. These gains were a result of sales pursuant to our active management strategy. Net losses on derivatives were \$59 million in the first nine months of 2007, compared to net losses of \$41 million in the first nine months of 2006. Derivative losses in the nine months of 2007 and 2006 were primarily the result of currency derivatives used to hedge foreign investments. Net realized investment gains on other investments were \$2 million in the first nine months of 2007. Net realized investment gains on other investments were \$71 million in the first nine months of 2006 primarily related to net gains from real estate related investments.

During the first nine months of 2007, we recorded total other-than-temporary impairments of \$27 million attributable to the Closed Block Business, compared to total other-than-temporary impairments of \$49 million attributable to the Closed Block Business in the first nine months of 2006. The impairments in the first nine months of 2007 consisted of \$17 million relating to fixed maturities, \$5 million relating to equity securities, and \$5 million relating to other invested assets, which include real estate investments and investments in joint ventures and partnerships. The impairments in the first nine months of 2006 consisted of \$31 million relating to fixed maturities, \$17 million relating to equity securities, and \$1 million relating to other invested assets, which include real estate investments and investments in joint ventures and partnerships.

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The impairments recorded on fixed maturities in the first nine months of 2007 consist of \$11 million on public securities and \$6 million on private securities, compared with \$8 million on public securities and \$23 million on private securities in the first nine months of 2006. Impairments in the first nine months of 2007 were concentrated in asset-backed securities and the services and manufacturing sectors of our corporate securities and were primarily driven by interest rates, downgrades in credit, bankruptcy or other adverse financial conditions of the respective issuers. Impairments in the first nine months of 2006 were concentrated in the services and manufacturing sectors and were primarily driven by interest rates, downgrades in credit, bankruptcy or other adverse financial conditions of the respective issuers.

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 \$231.1 billion and \$229.7 billion as of September 30, 2007 and December 31, 2006, 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 \$161.1 billion and \$159.6 billion as of September 30, 2007 and December 31, 2006, respectively, while total general account investments attributable to the Closed Block Business were \$70.0 billion and \$70.1 billion as of September 30, 2007 and December 31, 2006, respectively. The following table sets forth the composition of the investments of our general account as of the dates indicated. The average duration of our general account investment portfolio attributable to the domestic Financial Services Businesses as of September 30, 2007 is between 4 and 5 years.

	Financial Services Businesses	September 30, 2007		
		Closed Block Business	Total	% of Total
		(\$ in millions)		
Fixed Maturities:				
Public, available for sale, at fair value	\$ 91,476	\$ 38,595	\$ 130,071	56.3%
Public, held to maturity, at amortized cost	2,879	—	2,879	1.2
Private, available for sale, at fair value	19,821	12,221	32,042	13.9
Private, held to maturity, at amortized cost	594	—	594	0.3
Trading account assets supporting insurance liabilities, at fair value	14,612	—	14,612	6.3
Other trading account assets, at fair value	184	142	326	0.1
Equity securities, available for sale, at fair value	4,675	4,080	8,755	3.8
Commercial loans, at book value	18,663	7,580	26,243	11.4
Policy loans, at outstanding balance	3,815	5,399	9,214	4.0
Other long-term investments(1)	2,748	1,034	3,782	1.6
Short-term investments(2)	1,645	941	2,586	1.1
Total general account investments	161,112	69,992	231,104	100.0%
Invested assets of other entities and operations(3)	10,044	—	10,044	
Total investments	\$ 171,156	\$ 69,992	\$ 241,148	

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	December 31, 2006			
	Financial Services Businesses	Closed Block Business	Total	% of Total
	(\$ in millions)			
Fixed Maturities:				
Public, available for sale, at fair value	\$ 92,802	\$ 38,752	\$ 131,554	57.3%
Public, held to maturity, at amortized cost	3,025	—	3,025	1.3
Private, available for sale, at fair value	18,336	12,021	30,357	13.2
Private, held to maturity, at amortized cost	443	—	443	0.2
Trading account assets supporting insurance liabilities, at fair value	14,262	—	14,262	6.2
Other trading account assets, at fair value	109	—	109	0.1
Equity securities, available for sale, at fair value	4,314	3,772	8,086	3.5
Commercial loans, at book value	17,275	7,318	24,593	10.7
Policy loans, at outstanding balance	3,472	5,415	8,887	3.9
Other long-term investments(1)	2,791	965	3,756	1.6
Short-term investments(2)	2,752	1,851	4,603	2.0
Total general account investments	159,581	70,094	229,675	100.0%
Invested assets of other entities and operations(3)	5,742	—	5,742	
Total investments	<u>\$ 165,323</u>	<u>\$ 70,094</u>	<u>\$ 235,417</u>	

- (1) Other long-term investments consist of real estate and non-real estate related investments in joint ventures (other than our investment in operating joint ventures, which includes our investment in Wachovia Securities) and partnerships, investment real estate held through direct ownership and other miscellaneous investments.
- (2) Short-term investments consist primarily of money market funds with virtually no sub-prime exposure.
- (3) Includes invested assets of securities brokerage, securities trading, banking operations, real estate and relocation services, and asset management operations. Excludes assets of our asset management operations managed for third parties and those assets classified as "Separate account assets" on our balance sheet.

The increase in general account investments attributable to the Financial Services Businesses in 2007 was primarily due to portfolio growth as a result of reinvestment of net investment income partially offset by the liquidation of the investment grade fixed income investment portfolio purchased using the proceeds of the convertible senior notes issued in 2005. These notes were called for redemption during the second quarter of 2007, as discussed in Note 6 to the Unaudited Interim Consolidated Financial Statements. Also offsetting the increase was net operating and capital outflows, and declines in market value primarily attributable to increased credit spreads. The decrease in general account investments attributable to the Closed Block Business in 2007 was primarily due to net operating outflows and a decrease in market value partially offset by portfolio growth as a result of reinvestment of net investment income.

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We have substantial insurance operations in Japan, with 30% of our Financial Services Businesses' general account investments relating to our Japanese insurance operations as of both September 30, 2007 and December 31, 2006. The following table sets forth the composition of the investments of our Japanese insurance operations' general account as of the dates indicated.

	September 30, 2007	December 31, 2006
	(in millions)	
Fixed Maturities:		
Public, available for sale, at fair value	\$ 33,061	\$ 32,242
Public, held to maturity, at amortized cost	2,879	3,025
Private, available for sale, at fair value	3,325	3,139
Private, held to maturity, at amortized cost	594	443
Trading account assets supporting insurance liabilities, at fair value	1,160	1,106
Other trading account assets, at fair value	28	28
Equity securities, available for sale, at fair value	2,533	2,372
Commercial loans, at book value	2,812	2,782
Policy loans, at outstanding balance	1,091	1,016
Other long-term investments(1)	871	970
Short-term investments	35	374
Total Japanese general account investments(2)	<u>\$ 48,389</u>	<u>\$ 47,497</u>

(1) Other long-term investments consist of real estate and non-real estate related investments in joint ventures and partnerships, investment real estate held through direct ownership, and other miscellaneous investments.

(2) Excludes assets classified as "Separate accounts assets" on our balance sheet.

Our Japanese insurance operations use the yen as their functional currency, as it is the currency in which they conduct the majority of their operations. Although the majority of the Japanese general account is invested in yen denominated investments, our Japanese insurance operations also hold significant investments denominated in U.S. dollars. As of September 30, 2007, our Japanese insurance operations had \$9.6 billion of investments denominated in U.S. dollars, including \$1.1 billion that were hedged to yen through third party derivative contracts and \$3.5 billion that support liabilities denominated in U.S. dollars. As of December 31, 2006, our Japanese insurance operations had \$9.3 billion of investments denominated in U.S. dollars, including \$1.2 billion that were hedged to yen through third party derivative contracts and \$3.1 billion that support liabilities denominated in U.S. dollars.

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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 September 30, 2007						
	Financial Services Businesses		Closed Block Business		Combined	
	Yield(1)	Amount	Yield(1)	Amount	Yield(1)	Amount
			(\$ in millions)			
Fixed maturities	5.01%	\$1,426	6.29%	\$ 763	5.38%	\$2,189
Trading account assets supporting insurance liabilities	5.13	183	—	—	5.13	183
Equity securities	5.82	60	2.54	21	4.36	81
Commercial loans	6.24	280	6.77	124	6.39	404
Policy loans	5.08	47	6.12	82	5.69	129
Short-term investments and cash equivalents	5.10	93	12.93	59	6.23	152
Other investments	3.61	26	22.29	57	8.53	83
Gross investment income before investment expenses	5.17	2,115	6.49	1,106	5.54	3,221
Investment expenses	(0.13)	(128)	(0.22)	(146)	(0.16)	(274)
Investment income after investment expenses	5.04%	1,987	6.27%	960	5.38%	2,947
Investment results of other entities and operations(2)		129		—		129
Total investment income		<u>\$2,116</u>		<u>\$ 960</u>		<u>\$3,076</u>

Three Months Ended September 30, 2006						
	Financial Services Businesses		Closed Block Business		Combined	
	Yield(1)	Amount	Yield(1)	Amount	Yield(1)	Amount
			(\$ in millions)			
Fixed maturities	4.90%	\$1,357	6.55%	\$ 755	5.38%	\$2,112
Trading account assets supporting insurance liabilities	4.62	164	—	—	4.62	164
Equity securities	5.35	49	2.48	18	4.07	67
Commercial loans	6.02	250	7.25	130	6.39	380
Policy loans	4.94	41	6.18	83	5.71	124
Short-term investments and cash equivalents	4.43	90	3.15	47	4.33	137
Other investments	9.12	62	9.43	21	9.19	83
Gross investment income before investment expenses	5.07	2,013	6.41	1,054	5.45	3,067
Investment expenses	(0.15)	(138)	(0.22)	(140)	(0.17)	(278)
Investment income after investment expenses	4.92%	1,875	6.19%	914	5.28%	2,789
Investment results of other entities and operations(2)		92		—		92
Total investment income		<u>\$1,967</u>		<u>\$ 914</u>		<u>\$2,881</u>

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- (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 exclude investment income on assets other than those included in invested assets of the Financial Services Businesses. Prior periods yields are presented on a basis consistent with the current period presentation.
- (2) Includes investment income of securities brokerage, securities trading, banking operations, real estate and relocation services, and asset management operations.

The net investment income yield on our general account investments after investment expenses, excluding realized investment gains (losses), was 5.38% and 5.28% for the three months ended September 30, 2007 and 2006, respectively. The net investment income yield attributable to the Financial Services Businesses was 5.04% for the three months ended September 30, 2007, compared to 4.92% for the three months ended September 30, 2006. See below for a discussion of the change in the Financial Services Businesses' yields.

The net investment income yield attributable to the Closed Block Business was 6.27% for the three months ended September 30, 2007, compared to 6.19% for the three months ended September 30, 2006. The increase was primarily due to higher income from investments in joint ventures and limited partnerships, driven by net appreciation of underlying assets and gains from sale of underlying assets.

	Nine Months Ended September 30, 2007					
	Financial Services Businesses		Closed Block Business		Combined	
	Yield(1)	Amount	Yield(1)	Amount	Yield(1)	Amount
	(\$ in millions)					
Fixed maturities	5.06%	\$4,264	6.46%	\$2,278	5.46%	\$6,542
Trading account assets supporting insurance liabilities	5.03	529	—	—	5.03	529
Equity securities	5.04	149	2.98	71	4.12	220
Commercial loans	6.15	798	7.03	376	6.41	1,174
Policy loans	5.11	136	6.22	246	5.77	382
Short-term investments and cash equivalents	4.96	275	8.96	141	5.47	416
Other investments	5.65	118	21.39	147	9.54	265
Gross investment income before investment expenses	5.19	6,269	6.58	3,259	5.58	9,528
Investment expenses	(0.14)	(402)	(0.22)	(420)	(0.17)	(822)
Investment income after investment expenses	5.05%	5,867	6.36%	2,839	5.41%	8,706
Investment results of other entities and operations(2)		384		—		384
Total investment income		\$6,251		\$2,839		\$9,090

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	Nine Months Ended September 30, 2006					
	Financial Services Businesses		Closed Block Business		Combined	
	Yield(1)	Amount	Yield(1)	Amount	Yield(1)	Amount
	(\$ in millions)					
Fixed maturities	4.91%	\$3,929	6.58%	\$2,230	5.39%	\$6,159
Trading account assets supporting insurance liabilities	4.65	482	—	—	4.65	482
Equity securities	5.02	132	2.90	62	4.07	194
Commercial loans	6.16	734	7.69	405	6.63	1,139
Policy loans	4.94	115	6.25	248	5.77	363
Short-term investments and cash equivalents	4.75	240	7.23	139	5.15	379
Other investments	8.02	161	9.53	63	8.42	224
Gross investment income before investment expenses	5.08	5,793	6.55	3,147	5.50	8,940
Investment expenses	(0.15)	(377)	(0.24)	(395)	(0.18)	(772)
Investment income after investment expenses	4.93%	5,416	6.31%	2,752	5.32%	8,168
Investment results of other entities and operations(2)		242		—		242
Total investment income		\$5,658		\$2,752		\$8,410

- (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 exclude investment income on assets other than those included in invested assets of the Financial Services Businesses. Prior periods yields are presented on a basis consistent with the current period presentation.
- (2) Includes investment income of securities brokerage, securities trading, banking operations, real estate and relocation services, and asset management operations.

The net investment income yield on our general account investments after investment expenses, excluding realized investment gains (losses), was 5.41% and 5.32% for the nine months ended September 30, 2007 and 2006, respectively. The net investment income yield attributable to the Financial Services Businesses was 5.05% for the nine months ended September 30, 2007, compared to 4.93% for the nine months ended September 30, 2006. See below for a discussion of the change in the Financial Services Businesses' yields.

The net investment income yield attributable to the Closed Block Business was 6.36% for the nine months ended September 30, 2007, compared to 6.31% for the nine months ended September 30, 2006. The increase was primarily due to higher income from investments in joint ventures and limited partnerships, driven by net appreciation of underlying assets and gains from the sale of underlying assets partially offset by lower mortgage loan prepayment income.

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The following tables set forth the income yield and investment income, excluding realized investment gains (losses), for each major investment category of the Financial Services Business general account, excluding the Japanese operations' portion of the general account which is presented separately below, for the periods indicated.

	Three Months Ended September 30, 2007		Three Months Ended September 30, 2006	
	Yield(1)	Amount	Yield(1)	Amount
	(\$ in millions)			
Fixed maturities	6.30%	\$ 1,163	6.26%	\$ 1,111
Trading account assets supporting insurance liabilities	5.38	177	4.90	161
Equity securities	8.25	40	7.08	31
Commercial loans	6.55	249	6.38	225
Policy loans	5.58	37	5.55	32
Short-term investments and cash equivalents	5.47	84	4.60	84
Other investments	0.95	5	7.16	32
Gross investment income before investment expenses	6.10	1,755	6.05	1,676
Investment expenses	(0.11)	(106)	(0.14)	(115)
Investment income after investment expenses	5.99%	1,649	5.91%	1,561
Investment results of other entities and operations(2)		129		92
Total investment income		\$ 1,778		\$ 1,653

- (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 exclude investment income on assets other than those included in invested assets of the Financial Services Businesses. Prior periods yields are presented on a basis consistent with the current period presentation.
- (2) Includes investment income of securities brokerage, securities trading, banking operations, real estate and relocation services, and asset management operations.

The net investment income yield attributable to the non-Japanese operations' portion of the Financial Services Businesses portfolio was 5.99% for the three months ended September 30, 2007, compared to 5.91% for the three months ended September 30, 2006. The increase was primarily due to an increase in fixed maturity yields as a result of the impact of higher rates on floating rate investments and the reinvestment of proceeds from sales and maturities of fixed maturities at higher available interest rates, partially offset by lower income from investments in joint ventures and limited partnerships.

	Nine Months Ended September 30, 2007		Nine Months Ended September 30, 2006	
	Yield(1)	Amount	Yield(1)	Amount
	(\$ in millions)			
Fixed maturities	6.39%	\$3,487	6.29%	\$3,223
Trading account assets supporting insurance liabilities	5.31	513	4.95	474
Equity securities	7.55	105	7.22	92
Commercial loans	6.46	706	6.61	668
Policy loans	5.65	107	5.56	89
Short-term investments and cash equivalents	5.36	257	4.93	227
Other investments	2.49	35	5.50	74
Gross investment income before investment expenses	6.16	5,210	6.09	4,847
Investment expenses	(0.13)	(332)	(0.14)	(309)
Investment income after investment expenses	6.03%	4,878	5.95%	4,538
Investment results of other entities and operations(2)		384		242
Total investment income		\$5,262		\$4,780

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- (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 exclude investment income on assets other than those included in invested assets of the Financial Services Businesses. Prior periods yields are presented on a basis consistent with the current period presentation.
- (2) Includes investment income of securities brokerage, securities trading, banking operations, real estate and relocation services, and asset management operations.

The net investment income yield attributable to the non-Japanese operations' portion of the Financial Services Businesses portfolio was 6.03% for the nine months ended September 30, 2007, compared to 5.95% for the nine months ended September 30, 2006. The increase was primarily due to an increase in fixed maturity yields in the first nine months of 2007 as a result of reinvestment of proceeds from sales and maturities of fixed maturities at higher available interest rates, which occurred primarily in the first half of 2006, as discussed above under "—Realized Investment Gains", and the impact of higher rates on floating rate investments.

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

	Three Months Ended September 30, 2007		Three Months Ended September 30, 2006	
	Yield(1)	Amount (\$ in millions)	Yield(1)	Amount
Fixed maturities	2.72%	\$ 263	2.54%	\$ 246
Trading account assets supporting insurance liabilities	2.30	6	1.10	3
Equity securities	3.66	20	3.76	18
Commercial loans	4.53	31	3.99	25
Policy loans	3.81	10	3.58	9
Short-term investments and cash equivalents	3.45	9	3.36	6
Other investments	10.10	21	12.83	30
Gross investment income before investment expenses	3.03	360	2.86	337
Investment expenses	(0.17)	(22)	(0.15)	(23)
Total investment income	2.86%	\$ 338	2.71%	\$ 314

- (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 exclude investment income on assets other than those included in invested assets of the Financial Services Businesses. Prior periods yields are presented on a basis consistent with the current period presentation.

The net investment income yield attributable to the Japanese insurance operations' portfolios was 2.86% for the three months ended September 30, 2007, compared to 2.71% for the three months ended September 30, 2006. The increase in yield on the Japanese insurance portfolio is primarily attributable to an increase in unhedged U.S. dollar investments, the lengthening of the duration of the investment portfolio and an increase in credit exposure. Also contributing to the increase were more favorable results from joint venture investments within other investments. The U.S. dollar denominated fixed maturities that are not hedged to yen through third party derivative contracts provide a yield that is substantially higher than the yield on comparable Japanese fixed maturities. The average value of U.S. dollar denominated fixed maturities that are not hedged to yen through third party derivative contracts for the three months ended September 30, 2007 and 2006 was approximately \$7.3 billion and \$6.5 billion, respectively, based on amortized cost.

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	Nine Months Ended September 30, 2007		(\$ in millions)	Nine Months Ended September 30, 2006	
	Yield(1)	Amount		Yield(1)	Amount
Fixed maturities	2.70%	\$ 777		2.52%	\$ 706
Trading account assets supporting insurance liabilities	1.85	16		0.99	8
Equity securities	2.82	44		2.95	40
Commercial loans	4.49	92		3.66	66
Policy loans	3.78	29		3.57	26
Short-term investments and cash equivalents	2.91	18		3.40	13
Other investments	12.76	83		12.89	87
Gross investment income before investment expenses	3.00	1,059		2.80	946
Investment expenses	(0.17)	(70)		(0.18)	(68)
Total investment income	2.83%	\$ 989		2.62%	\$ 878

- (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 exclude investment income on assets other than those included in invested assets of the Financial Services Businesses. Prior periods yields are presented on a basis consistent with the current period presentation.

The net investment income yield attributable to the Japanese insurance operations' portfolios was 2.83% for the nine months ended September 30, 2007, compared to 2.62% for the nine months ended September 30, 2006. The increase in yield on the Japanese insurance portfolio is primarily attributable to an increase in unhedged U.S. dollar investments, the lengthening of the duration of the investment portfolio and an increase in credit exposure. Also contributing to the increase were more favorable results from joint venture investments within other investments. The U.S. dollar denominated fixed maturities that are not hedged to yen through third party derivative contracts provide a yield that is substantially higher than the yield on comparable Japanese fixed maturities. The average value of U.S. dollar denominated fixed maturities that are not hedged to yen through third party derivative contracts for the nine months ended September 30, 2007 and 2006 was approximately \$7.3 billion and \$6.4 billion, respectively, based on amortized cost.

Fixed Maturity Securities

Our fixed maturity securities portfolio consists of publicly traded and privately placed debt securities across an array of industry categories. The fixed maturity securities relating to our international insurance operations are primarily comprised of foreign government securities.

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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)	September 30, 2007				December 31, 2006			
	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	\$ 14,249	\$ 466	\$ 215	\$ 14,500	\$ 14,126	\$ 577	\$ 138	\$ 14,565
Finance	11,281	156	161	11,276	12,425	267	68	12,624
Utilities	9,886	379	150	10,115	9,313	454	74	9,693
Services	8,110	237	140	8,207	7,397	297	71	7,623
Energy	3,925	142	73	3,994	3,550	189	45	3,694
Transportation	2,715	105	37	2,783	2,483	128	20	2,591
Retail and Wholesale	2,659	63	39	2,683	2,605	78	20	2,663
Other	670	14	22	662	549	11	16	544
Total Corporate Securities	53,495	1,562	837	54,220	52,448	2,001	452	53,997
Foreign Government	26,692	616	141	27,167	25,164	685	70	25,779
Asset-Backed Securities	14,219	112	369	13,962	16,073	156	29	16,200
Residential Mortgage Backed	8,109	38	77	8,070	8,523	77	53	8,547
Commercial Mortgage Backed(3)	7,541	57	55	7,543	6,909	57	34	6,932
U.S. Government	3,426	335	15	3,746	2,812	324	14	3,122
Total	\$ 113,482	\$ 2,720	\$ 1,494	\$ 114,708	\$ 111,929	\$ 3,300	\$ 652	\$ 114,577

- (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 \$16 million of gross unrealized gains and \$77 million of gross unrealized losses as of September 30, 2007, compared to \$24 million of gross unrealized gains and \$53 million of gross unrealized losses as of December 31, 2006 on securities classified as held to maturity, which are not reflected in other comprehensive income.
- (3) Commercial Mortgage Backed securities were previously presented primarily within Corporate Securities—Finance.

As a percentage of amortized cost, fixed maturity investments attributable to the Financial Services Businesses as of September 30, 2007, consist primarily of 24% foreign government securities, 13% asset-backed securities, 13% manufacturing sector and 10% finance sector, compared to 22% foreign government securities, 14% asset-backed securities, 13% manufacturing sector and 11% finance sector as of December 31, 2006. As of September 30, 2007, 95% of the residential mortgage-backed securities in the Financial Services Businesses were publicly traded agency pass-through securities, which are supported by implicit or explicit government guarantees and have credit ratings of AA or AAA. Collateralized mortgage obligations represented the remaining 5% of residential mortgage-backed securities (and less than 1% of total fixed maturities in the Financial Services Businesses), and virtually all have credit ratings of AA or AAA. As of September 30, 2007, included within asset-backed securities attributable to the Financial Services Businesses on an amortized cost basis is approximately \$8.3 billion of securities collateralized by sub-prime mortgages, \$1.8 billion of externally

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managed investments in the European market, \$1.2 billion of securities collateralized by auto loans, and \$1.0 billion of securities collateralized by credit card receivables. While there is no market standard definition, we define sub-prime mortgages as residential mortgages that are originated to weaker quality obligors as indicated by weaker credit scores, as well as mortgages with higher loan to value ratios, or limited documentation. The slowing U.S. housing market, rising interest rates, and relaxed underwriting standards for some originators of sub-prime mortgages have recently led to higher delinquency rates, particularly for those mortgages issued in 2006 and 2007. The following table sets forth the composition of our asset-backed securities attributable to the Financial Services Businesses as of September 30, 2007 by credit quality, and for asset-backed securities collateralized by sub-prime mortgages, by year of issuance (vintage).

Vintage	September 30, 2007					Total Amortized Cost	Total Fair Value
	Lowest Rating Agency Rating						
	AAA	AA	A	BBB (in millions)	BB and below		
Collateralized by sub-prime mortgages:							
Enhanced short-term portfolio(1)							
2007	\$ 767	\$ —	\$ —	\$ —	\$ —	\$ 767	\$ 755
2006	2,851	—	—	—	—	2,851	2,818
2005	219	—	—	—	—	219	218
2004	—	—	—	—	—	—	—
2003 & Prior	—	—	—	—	—	—	—
Total enhanced short-term portfolio	3,837	—	—	—	—	3,837	\$ 3,791
All other portfolios							
2007	441	33	—	—	—	474	450
2006	1,412	393	36	8	—	1,849	1,739
2005	77	421	120	10	1	629	595
2004	51	412	315	5	—	783	742
2003 & Prior	67	270	263	86	7	693	648
Total all other portfolios	2,048	1,529	734	109	8	4,428	4,174
Total collateralized by sub-prime mortgages							
	5,885	1,529	734	109	8	8,265	7,965
Other asset-backed securities	2,484	381	1,540	1,304	245	5,954	5,997
Total asset-backed securities	\$ 8,369	\$ 1,910	\$ 2,274	\$ 1,413	\$ 253	\$ 14,219	\$ 13,962

- (1) Our enhanced short-term portfolio is used primarily to invest proceeds of securities lending and repurchase activities, and cash generated from certain trading and operating activities. The investment policy statement of this portfolio requires that securities purchased for this portfolio have a remaining expected average life of 2 years or less when acquired.

The table above provides ratings as assigned by nationally recognized rating agencies. In making our investment decisions we assign internal ratings to our asset-backed securities based upon our dedicated asset-backed securities unit's independent evaluation of the underlying collateral and securitization structure. The \$8.3 billion of asset-backed securities collateralized by sub-prime mortgages attributable to the Financial Services Businesses as of September 30, 2007 represents a \$0.2 billion decrease from \$8.5 billion as of June 30, 2007. For additional information regarding sales of asset-backed securities collateralized by sub-prime mortgages see "—Realized Investment Gains" above.

The gross unrealized losses related to our fixed maturity portfolio attributable to the Financial Services Businesses were \$1.5 billion as of September 30, 2007, compared to \$0.7 billion as of December 31, 2006. The gross unrealized losses as of September 30, 2007 were concentrated primarily in asset-backed securities and the

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manufacturing and finance sectors of our corporate securities. The gross unrealized losses as of December 31, 2006 were concentrated primarily in the manufacturing, utilities and foreign government sectors. Gross unrealized losses related to our asset-backed securities collateralized by sub-prime mortgages attributable to the Financial Services Businesses were \$0.3 billion as of September 30, 2007, an increase of \$0.3 billion from June 30, 2007, primarily related to credit spread increases.

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)	September 30, 2007				December 31, 2006			
	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	\$ 8,154	\$ 298	\$ 100	\$ 8,352	\$ 8,358	\$ 349	\$ 80	\$ 8,627
Utilities	5,317	269	96	5,490	5,753	323	66	6,010
Services	4,548	179	69	4,658	4,765	219	41	4,943
Finance	4,260	51	46	4,265	4,912	102	13	5,001
Energy	2,060	80	22	2,118	2,104	120	14	2,210
Retail and Wholesale	1,602	60	21	1,641	1,691	71	11	1,751
Transportation	1,192	63	20	1,235	1,061	66	12	1,115
Total Corporate Securities	27,133	1,000	374	27,759	28,644	1,250	237	29,657
Asset-Backed Securities	8,260	13	210	8,063	8,171	23	15	8,179
Residential Mortgage Backed	5,433	20	47	5,406	3,362	14	35	3,341
U.S. Government	4,728	247	23	4,952	4,376	242	38	4,580
Commercial Mortgage Backed(2)	4,151	24	39	4,136	4,018	33	33	4,018
Foreign Government	458	45	3	500	895	105	2	998
Total	\$ 50,163	\$ 1,349	\$ 696	\$ 50,816	\$ 49,466	\$ 1,667	\$ 360	\$ 50,773

- (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) Commercial Mortgage Backed securities were previously presented within Corporate Securities—Finance.

As a percentage of amortized cost, fixed maturity investments attributable to the Closed Block Business as of September 30, 2007 consist primarily of 16% asset-backed securities, 16% manufacturing sector, 11% utilities sector, 11% residential mortgage-backed securities, 9% services sector and 8% finance sector compared to 17% asset-backed securities, 17% manufacturing sector, 12% utilities sector, 10% services sector, 10% finance sector and 7% residential mortgage-backed, as of December 31, 2006. As of September 30, 2007, 85% of the residential mortgage-backed securities in the Closed Block Business were publicly traded agency pass-through securities, which are supported by implicit or explicit government guarantees and have credit ratings of AA or AAA. Collateralized mortgage obligations represented the remaining 15% of residential mortgage-backed securities (and less than 2% of total fixed maturities in the Closed Block Business), and virtually all have credit ratings of AAA. As of September 30, 2007, included within asset-backed securities attributable to the Closed Block Business on an amortized cost basis is approximately \$6.7 billion of securities collateralized by sub-prime mortgages, \$0.5 billion of securities collateralized by credit card receivables, \$0.3 billion of externally managed investments in the European market, and \$0.3 billion of securities collateralized by auto loans. See above for a

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description of asset-backed securities collateralized by sub-prime mortgages. The following table sets forth the composition of our asset-backed securities attributable to the Closed Block Business as of September 30, 2007 by credit quality, and for asset-backed securities collateralized by sub-prime mortgages, by year of issuance (vintage).

Vintage	September 30, 2007					Total Amortized Cost	Total Fair Value
	Lowest Rating Agency Rating				BB and below		
	AAA	AA	A	BBB (in millions)			
Collateralized by sub-prime mortgages:							
Enhanced short-term portfolio(1)							
2007	\$ 794	\$ —	\$ —	\$ —	\$ —	\$ 794	\$ 782
2006	2,950	—	—	—	—	2,950	2,917
2005	226	—	—	—	—	226	225
2004	—	—	—	—	—	—	—
2003 & Prior	—	—	—	—	—	—	—
Total enhanced short-term portfolio	3,970	—	—	—	—	3,970	\$ 3,924
All other portfolios							
2007	200	—	—	—	—	200	193
2006	1,115	23	—	—	—	1,138	1,085
2005	32	404	5	—	—	441	419
2004	9	309	52	—	—	370	352
2003 & Prior	47	447	87	16	4	601	566
Total all other portfolios	1,403	1,183	144	16	4	2,750	2,615
Total collateralized by sub-prime mortgages	5,373	1,183	144	16	4	6,720	6,539
Other asset-backed securities	541	116	333	503	47	1,540	1,524
Total asset-backed securities	\$ 5,914	\$ 1,299	\$ 477	\$ 519	\$ 51	\$ 8,260	\$ 8,063

- (1) Our enhanced short-term portfolio is used primarily to invest proceeds of securities lending and repurchase activities, and cash generated from certain trading and operating activities. The investment policy statement of this portfolio requires that securities purchased for this portfolio have a remaining expected average life of 2 years or less when acquired.

The \$6.7 billion of asset-backed securities collateralized by sub-prime mortgages attributable to the Closed Block Business as of September 30, 2007 represents a \$0.1 billion decrease from \$6.8 billion as of June 30, 2007. For additional information regarding sales of asset-backed securities collateralized by sub-prime mortgages see “—Realized Investment Gains” above.

The gross unrealized losses related to our fixed maturity portfolio attributable to the Closed Block Business were \$0.7 billion as of September 30, 2007 compared to \$0.4 billion as of December 31, 2006. The gross unrealized losses as of September 30, 2007 were concentrated primarily in asset-backed securities and the manufacturing, and utilities sectors of our corporate securities. The gross unrealized losses as of December 31, 2006 were concentrated primarily in the manufacturing, utilities, and services sectors. Gross unrealized losses related to our asset-backed securities collateralized by sub-prime mortgages attributable to the Closed Block Business were \$0.2 billion as of September 30, 2007, an increase of \$0.2 billion from June 30, 2007, primarily related to credit spread increases.

Fixed Maturity Securities Credit Quality

The Securities Valuation Office, or SVO, of the National Association of Insurance Commissioners, or NAIC, evaluates the investments of insurers for regulatory reporting purposes and assigns fixed maturity

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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.

Investments of our international insurance companies are not subject to NAIC guidelines. Investments of our Japanese insurance operations 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, Standard & Poor’s, or rating equivalents based on ratings assigned by Japanese credit ratings agencies.

The amortized cost of our public and private below investment grade fixed maturities attributable to the Financial Services Businesses totaled \$7.5 billion, or 7%, of the total fixed maturities as of September 30, 2007 and \$7.1 billion, or 6%, of the total fixed maturities as of December 31, 2006. Below investment grade fixed maturities represented 12% and 11% of the gross unrealized losses attributable to the Financial Services Businesses as of September 30, 2007 and December 31, 2006, respectively.

The amortized cost of our public and private below investment grade fixed maturities attributable to the Closed Block Business totaled \$5.6 billion, or 11%, of the total fixed maturities as of September 30, 2007 and \$6.2 billion, or 13%, of the total fixed maturities as of December 31, 2006. Below investment grade fixed maturities represented 17% of the gross unrealized losses attributable to the Closed Block Business as of September 30, 2007, compared to 16% of gross unrealized losses as of December 31, 2006.

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)		September 30, 2007				December 31, 2006			
NAIC Designation	Rating Agency Equivalent	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	\$ 75,115	\$ 1,470	\$ 876	\$ 75,709	\$ 75,796	\$ 1,787	\$ 322	\$ 77,261
2	Baa	13,813	452	294	13,971	13,328	580	137	13,771
	Subtotal Investment Grade	88,928	1,922	1,170	89,680	89,124	2,367	459	91,032
3	Ba	2,693	80	72	2,701	2,692	109	22	2,779
4	B	1,760	53	59	1,754	1,746	93	23	1,816
5	C and lower	114	6	4	116	115	8	2	121
6	In or near default	32	9	—	41	48	7	1	54
	Subtotal Below Investment Grade	4,599	148	135	4,612	4,601	217	48	4,770
Total Public Fixed Maturities		\$ 93,527	\$ 2,070	\$ 1,305	\$ 94,292	\$ 93,725	\$ 2,584	\$ 507	\$ 95,802

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- (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 September 30, 2007 and December 31, 2006, respectively, 38 securities with amortized cost of \$179 million (fair value, \$177 million) and 10 securities with amortized cost of \$50 million (fair value, \$51 million) that have been categorized based on expected NAIC designations pending receipt of SVO ratings.
- (3) Includes \$11 million of gross unrealized gains and \$73 million gross unrealized losses as of September 30, 2007, compared to \$22 million of gross unrealized gains and \$47 million of gross unrealized losses as of December 31, 2006 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)		September 30, 2007				December 31, 2006			
NAIC Designation	Rating Agency Equivalent	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	\$ 28,759	\$ 447	\$ 388	\$ 28,818	\$ 27,181	\$ 582	\$ 161	\$ 27,602
2	Baa	6,026	173	115	6,084	6,332	264	69	6,527
	Subtotal Investment Grade	34,785	620	503	34,902	33,513	846	230	34,129
3	Ba	2,058	50	48	2,060	2,367	103	17	2,453
4	B	1,524	25	43	1,506	2,003	63	20	2,046
5	C and lower	104	5	4	105	105	3	3	105
6	In or near default	16	6	—	22	17	3	1	19
	Subtotal Below Investment Grade	3,702	86	95	3,693	4,492	172	41	4,623
Total Public Fixed Maturities		\$ 38,487	\$ 706	\$ 598	\$ 38,595	\$ 38,005	\$ 1,018	\$ 271	\$ 38,752

- (1) Includes, as of September 30, 2007 and December 31, 2006, respectively, 15 securities with amortized cost of \$16 million (fair value, \$19 million) and 6 securities with amortized cost of \$19 million (fair value, \$19 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)		September 30, 2007				December 31, 2006			
NAIC Designation	Rating Agency Equivalent	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	\$ 6,651	\$ 216	\$ 63	\$ 6,804	\$ 6,214	\$ 248	\$ 49	\$ 6,413
2	Baa	10,445	343	89	10,699	9,463	377	73	9,767
	Subtotal Investment Grade	17,096	559	152	17,503	15,677	625	122	16,180
3	Ba	1,587	53	18	1,622	1,422	50	11	1,461
4	B	883	9	16	876	645	12	7	650
5	C and lower	229	5	1	233	321	18	4	335
6	In or near default	160	24	2	182	139	11	1	149
	Subtotal Below Investment Grade	2,859	91	37	2,913	2,527	91	23	2,595
Total Private Fixed Maturities		\$ 19,955	\$ 650	\$ 189	\$ 20,416	\$ 18,204	\$ 716	\$ 145	\$ 18,775

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- (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 September 30, 2007 and December 31, 2006, respectively, 210 securities with amortized cost of \$4,234 million (fair value, \$4,223 million) and 221 securities with amortized cost of \$3,465 million (fair value, \$3,537 million) that have been categorized based on expected NAIC designations pending receipt of SVO ratings.
- (3) Includes \$5 million of gross unrealized gains and \$4 million of gross unrealized losses as of September 30, 2007, compared to \$2 million of gross unrealized gains and \$6 million of gross unrealized losses as of December 31, 2006 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)		September 30, 2007				December 31, 2006			
NAIC Designation	Rating Agency Equivalent	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	\$ 3,096	\$ 203	\$ 36	\$ 3,263	\$ 3,098	\$ 180	\$ 26	\$ 3,252
2	Baa	6,680	343	40	6,983	6,620	355	47	6,928
	Subtotal Investment Grade	9,776	546	76	10,246	9,718	535	73	10,180
3	Ba	1,148	65	10	1,203	1,173	75	7	1,241
4	B	526	8	10	524	413	18	7	424
5	C and lower	161	6	1	166	131	14	2	143
6	In or near default	65	18	1	82	26	7	—	33
	Subtotal Below Investment Grade	1,900	97	22	1,975	1,743	114	16	1,841
Total Private Fixed Maturities		\$ 11,676	\$ 643	\$ 98	\$ 12,221	\$ 11,461	\$ 649	\$ 89	\$ 12,021

- (1) Includes, as of September 30, 2007 and December 31, 2006, respectively, 107 securities with amortized cost of \$1,680 million (fair value, \$1,689 million) and 119 securities with amortized cost of \$1,386 million (fair value, \$1,421 million) that have been categorized based on expected NAIC designations pending receipt of SVO ratings.

Credit Derivative Exposure to Public Fixed Maturities

In addition to the credit exposure from public fixed maturities noted above, we sell credit derivatives to enhance the return on our investment portfolio by creating credit exposure similar to an investment in public fixed maturity cash instruments.

In a credit derivative we sell credit protection on an identified name, or a basket of names in a first to default structure, and in return receive a quarterly premium. With single name credit default derivatives, this premium or credit spread generally corresponds to the difference between the yield on the referenced name's public fixed maturity cash instruments and swap rates, at the time the agreement is executed. With first-to-default baskets, because of the additional credit risk inherent in a basket of named credits, the premium generally corresponds to a high proportion of the sum of the credit spreads of the names in the basket. If there is an event of default by the referenced name or one of the referenced names in a basket, as defined by the agreement, then we are obligated to pay the counterparty the referenced amount of the contract and receive in return the referenced defaulted security or similar security. Subsequent defaults on the remaining names within such instruments require no further payment to counterparties.

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The majority of referenced names in the credit derivatives where we have sold credit protection, as well as all the counterparties to these agreements, are investment grade credit quality and our credit derivatives generally have maturities of five years or less. As of September 30, 2007 and December 31, 2006, we had \$1.5 billion and \$1.6 billion in outstanding notional amounts of credit derivative contracts where we have sold credit protection. The Financial Services Businesses had \$1.2 billion of outstanding notional amounts as of September 30, 2007 and December 31, 2006. The Closed Block Business had \$333 million and \$378 million of outstanding notional amounts, as of September 30, 2007 and December 31, 2006, respectively. Credit derivative contracts are recorded at fair value with changes in fair value, including the premium received, recorded in "Realized investment gains (losses), net." The premium received for the credit derivatives we sell was \$3 million for the three months ended September 30, 2007 and 2006, respectively, and \$9 million for the nine months ended September 30, 2007 and 2006, and is included in adjusted operating income as an adjustment to "Realized investment gains (losses), net" over the life of the derivative.

The following table sets forth our exposure where we have sold credit protection through credit derivatives in the Financial Services Businesses by NAIC rating of the underlying credits as of the dates indicated.

(1) NAIC Designation	Rating Agency Equivalent	September 30, 2007		December 31, 2006	
		Notional	Fair Value (in millions)	Notional	Fair Value
1	Aaa, Aa, A	\$ 547	\$ —	\$ 952	\$ 12
2	Baa	537	(20)	162	2
	Subtotal Investment Grade	1,084	(20)	1,114	14
3	Ba	40	(2)	20	—
4	B	38	(1)	38	—
5	C and lower	—	—	—	—
6	In or near default	—	—	—	—
	Subtotal Below Investment Grade	78	(3)	58	—
Total		<u>\$ 1,162</u>	<u>\$ (23)</u>	<u>\$ 1,172</u>	<u>\$ 14</u>

- (1) First-to-default credit swap baskets, which may include credits of varying qualities, are grouped above based on the lowest credit in the basket. However, such basket swaps may entail greater credit risk than the rating level of the lowest credit.

The following table sets forth our exposure where we have sold credit protection through credit derivatives in the Closed Block Business portfolios by NAIC rating of the underlying credits as of the dates indicated.

(1) NAIC Designation	Rating Agency Equivalent	September 30, 2007		December 31, 2006	
		Notional	Fair Value (in millions)	Notional	Fair Value
1	Aaa, Aa, A	\$ 258	\$ —	\$ 363	\$ 4
2	Baa	70	—	10	—
	Subtotal Investment Grade	328	—	373	4
3	Ba	5	—	5	—
4	B	—	—	—	—
5	C and lower	—	—	—	—
6	In or near default	—	—	—	—
	Subtotal Below Investment Grade	5	—	5	—
Total		<u>\$ 333</u>	<u>\$ —</u>	<u>\$ 378</u>	<u>\$ 4</u>

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- (1) First-to-default credit swap baskets, which may include credits of varying qualities, are grouped above based on the lowest credit in the basket. However, such basket swaps may entail greater credit risk than the rating level of the lowest credit.

In addition to selling credit protection, in limited instances we have purchased credit protection using credit derivatives in order to hedge specific credit exposures in our investment portfolio. The premium paid for the credit derivatives we purchase was not material for the three months ended September 30, 2007 and 2006, or the nine months ended September 30, 2007 and 2006.

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:

	September 30, 2007		December 31, 2006	
	Amortized Cost	Gross Unrealized Losses	Amortized Cost	Gross Unrealized Losses
	(in millions)			
Less than six months	\$ 342	\$ 88	\$ 17	\$ 4
Six months or greater but less than nine months	—	—	—	—
Nine months or greater but less than twelve months	—	—	—	—
Twelve months and greater	—	—	—	—
Total	\$ 342	\$ 88	\$ 17	\$ 4

The gross unrealized losses were primarily concentrated in the asset-backed securities sector as of September 30, 2007 and were primarily concentrated in the manufacturing sector as of December 31, 2006.

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:

	September 30, 2007		December 31, 2006	
	Amortized Cost	Gross Unrealized Losses	Amortized Cost	Gross Unrealized Losses
	(in millions)			
Less than six months	\$ 98	\$ 26	\$ 9	\$ 3
Six months or greater but less than nine months	—	—	—	—
Nine months or greater but less than twelve months	—	—	—	—
Twelve months and greater	—	—	—	—
Total	\$ 98	\$ 26	\$ 9	\$ 3

The gross unrealized losses were primarily concentrated in the manufacturing sector as of September 30, 2007 while the gross unrealized losses were primarily concentrated in the services sector as of December 31, 2006.

Impairments of Fixed Maturity Securities

We maintain separate monitoring processes for public and private fixed maturities and create watch lists to highlight securities that require special scrutiny and management. Our public fixed maturity asset managers

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formally review all public fixed maturity holdings on a quarterly basis and more frequently when necessary to identify potential credit deterioration whether due to ratings downgrades, unexpected price variances, and/or industry specific concerns.

For private placements our credit and portfolio management processes help ensure prudent controls over valuation and management. We have separate pricing and authorization processes to establish “checks and balances” for new investments. We apply consistent standards of credit analysis and due diligence for all transactions, whether they originate through our own in-house origination staff or through agents. Our regional offices closely monitor the portfolios in their regions. We set all valuation standards centrally, and we assess the fair value of all investments quarterly.

Fixed maturity 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 statements of financial position. Other fixed maturity securities 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:

- the extent (generally if greater than 20%) and the duration (generally if greater than six months) of the decline;
- the reasons for the decline in value (credit event, currency 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.

In addition, for our impairment review of asset-backed fixed maturity securities with a credit rating below AA, we forecast the prospective future cash flows of the security and determine if the present value of those cash flows, discounted using the effective yield of the most recent interest accrual rate, has decreased from the previous reporting period. When a decrease from the prior reporting period has occurred and the security’s market value is less than its book value, an other-than-temporary impairment is recognized by writing the security down to fair value.

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. In periods subsequent to the recognition of an other-than-temporary impairment, the impaired security is accounted for as if it had been purchased on the measurement date of the impairment. Accordingly, the discount (or reduced premium) based on the new cost basis is accreted into net investment income over the remaining life of the security based upon the amount and timing of expected future cash flows and is included in adjusted operating income. Estimated fair values for fixed maturities, other than private placement securities, are based on quoted market prices or prices obtained from independent pricing services. For these private fixed maturities, fair value is determined typically by using a discounted cash flow model, which relies upon the average of spread surveys collected from private market intermediaries who are active in both primary and secondary transactions and takes into account, among other factors, the credit quality of the issuer and the reduced liquidity associated with private placements. The estimated fair value of certain non-performing private placement fixed maturities is based on management’s estimates. Impairments on fixed maturity securities are included in “Realized investment gains (losses), net” and are excluded from adjusted operating income.

Impairments of fixed maturity securities attributable to the Financial Services Businesses were \$17 million and \$5 million for the three months ended September 30, 2007 and 2006, respectively, and \$39 million and \$21 million for the nine months ended September 30, 2007 and 2006, respectively. Impairments of fixed maturity

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securities attributable to the Closed Block Business were \$8 million and \$12 million for the three months ended September 30, 2007 and 2006, respectively, and \$17 million and \$31 million for the nine months ended September 30, 2007 and 2006, respectively. For a further discussion of impairments, see “—Realized Investment Gains” above.

Trading account assets supporting insurance liabilities

Certain products included in the retirement business we acquired from CIGNA, as well as certain products included in the International Insurance segment, are experience-rated, meaning that the investment results associated with these products will ultimately accrue to contractholders. The investments supporting these experience-rated products, excluding commercial loans, are classified as trading. These trading investments are reflected on the balance sheet as “Trading account assets supporting insurance liabilities, at fair value.” Realized and unrealized gains and losses for these investments are reported in “Asset management fees and other income.” Investment income for these investments is reported in “Net investment income.” The following table sets forth the composition of this portfolio as of the dates indicated.

	September 30, 2007		December 31, 2006	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(in millions)			
Short-term Investments and Cash Equivalents	\$ 461	\$ 461	\$ 299	\$ 299
Fixed Maturities:				
U.S. Government	170	172	173	175
Foreign Government	343	347	316	319
Corporate Securities	7,650	7,558	7,907	7,739
Asset-Backed Securities	1,218	1,196	609	603
Commercial Mortgage Backed(1)	2,665	2,667	2,182	2,165
Residential Mortgage Backed	1,210	1,180	1,933	1,905
Total Fixed Maturities	13,256	13,120	13,120	12,906
Equity Securities	1,055	1,031	833	1,057
Total trading account assets supporting insurance liabilities	<u>\$ 14,772</u>	<u>\$ 14,612</u>	<u>\$ 14,252</u>	<u>\$ 14,262</u>

(1) Commercial Mortgage Backed securities were previously presented within Corporate Securities.

As of September 30, 2007, as a percentage of amortized cost, 74% of the portfolio was comprised of publicly traded securities, compared to 76% of the portfolio as of December 31, 2006. As of September 30, 2007, 93% of the fixed maturity portfolio was classified as investment grade compared to 97% as of December 31, 2006. As of September 30, 2007, 77% of the residential mortgage-backed securities were publicly traded agency pass-through securities, which are supported by implicit or explicit government guarantees and have credit ratings of AA or AAA. Collateralized mortgage obligations represented the remaining 23% of residential mortgage backed securities, which virtually all have credit ratings of A or better. As of September 30, 2007, included within asset-backed securities is approximately \$0.6 billion of securities collateralized by sub-prime mortgages, including approximately 76% with AAA credit ratings, 21% with AA credit ratings, 1% with A credit ratings, and the remaining 2% with BBB credit ratings. For a discussion of changes in the fair value of our trading account assets supporting insurance liabilities see “—Trading Account Assets Supporting Insurance Liabilities,” below.

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The following table sets forth our public fixed maturities included in our trading account assets supporting insurance liabilities portfolio by NAIC rating as of the dates indicated.

(1)(2) NAIC Designation	Rating Agency Equivalent	September 30, 2007				December 31, 2006			
		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	\$ 7,341	\$ 34	\$ 97	\$7,278	\$ 7,772	\$ 25	\$ 117	\$7,680
2	Baa	1,636	3	32	1,607	1,800	3	42	1,761
	Subtotal Investment Grade	8,977	37	129	8,885	9,572	28	159	9,441
3	Ba	254	2	5	251	79	—	7	72
4	B	193	1	1	193	1	—	—	1
5	C and lower	7	—	—	7	1	—	—	1
6	In or near default	4	—	3	1	—	—	—	—
	Subtotal Below Investment Grade	458	3	9	452	81	—	7	74
Total Public Trading Account Assets Supporting Insurance Liabilities		\$ 9,435	\$ 40	\$ 138	\$9,337	\$ 9,653	\$ 28	\$ 166	\$9,515

- (1) See “—Fixed Maturity Securities Credit Quality” above for a discussion on NAIC designations.
- (2) Reflects equivalent ratings for investments of the international insurance operations that are not rated by U.S. insurance regulatory authorities.
- (3) Amounts are reported in “Asset management fees and other income.”

The following table sets forth our private fixed maturities included in our trading account assets supporting insurance liabilities portfolio by NAIC rating as of the dates indicated.

(1)(2) NAIC Designation	Rating Agency Equivalent	September 30, 2007				December 31, 2006			
		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	\$ 947	\$ 4	\$ 22	\$ 929	\$ 861	\$ 3	\$ 27	\$ 837
2	Baa	2,406	22	46	2,382	2,242	13	62	2,193
	Subtotal Investment Grade	3,353	26	68	3,311	3,103	16	89	3,030
3	Ba	309	4	8	305	266	3	8	261
4	B	138	—	1	137	12	—	—	12
5	C and lower	8	—	—	8	79	—	2	77
6	In or near default	13	9	—	22	7	4	—	11
	Subtotal Below Investment Grade	468	13	9	472	364	7	10	361
Total Private Trading Account Assets Supporting Insurance Liabilities		\$ 3,821	\$ 39	\$ 77	\$3,783	\$ 3,467	\$ 23	\$ 99	\$3,391

- (1) See “—Fixed Maturity Securities Credit Quality” above for a discussion on NAIC designations.
- (2) Reflects equivalent ratings for investments of the international insurance operations that are not rated by U.S. insurance regulatory authorities.
- (3) Amounts are reported in “Asset management fees and other income.”

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Commercial Loans

As of both September 30, 2007 and December 31, 2006, we held approximately 11% of our general account investments in commercial loans. This percentage is net of a \$0.1 billion allowance for losses as of both September 30, 2007 and December 31, 2006.

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.

	September 30, 2007				December 31, 2006			
	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	\$ 4,796	25.6%	\$ 2,614	34.3%	\$ 4,463	25.7%	\$ 2,629	35.8%
South Atlantic	4,352	23.2	1,498	19.7	3,423	19.7	1,364	18.6
Middle Atlantic	2,423	12.9	1,651	21.7	2,514	14.5	1,527	20.8
East North Central	1,655	8.8	413	5.4	1,464	8.4	416	5.7
Mountain	977	5.2	392	5.2	868	5.0	452	6.1
West South Central	871	4.6	417	5.5	838	4.8	401	5.4
New England	698	3.7	332	4.4	627	3.6	244	3.3
West North Central	537	2.9	148	1.9	523	3.0	207	2.8
East South Central	347	1.9	100	1.3	416	2.4	113	1.5
Subtotal—U.S.	16,656	88.8	7,565	99.4	15,136	87.1	7,353	100.0
Asia	1,447	7.7	—	—	1,576	9.1	—	—
Other	651	3.5	45	0.6	657	3.8	—	—
Total Commercial Loans	\$ 18,754	100.0%	\$ 7,610	100.0%	\$ 17,369	100.0%	\$ 7,353	100.0%

	September 30, 2007				December 31, 2006			
	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:								
Industrial buildings	\$ 3,777	20.1%	\$ 1,703	22.4%	\$ 3,558	20.5%	\$ 1,826	24.8%
Office buildings	3,370	18.0	1,502	19.8	3,151	18.2	1,398	19.0
Apartment complexes	3,347	17.8	1,525	20.0	3,055	17.6	1,498	20.4
Other	2,455	13.1	821	10.8	2,143	12.3	799	10.9
Retail stores	2,528	13.5	1,235	16.2	2,121	12.2	1,067	14.5
Agricultural properties	1,260	6.7	823	10.8	1,190	6.9	763	10.4
Residential properties	918	4.9	1	—	997	5.7	2	—
Subtotal of collateralized loans	17,655	94.1	7,610	100.0	16,215	93.4	7,353	100.0
Uncollateralized loans	1,099	5.9	—	—	1,154	6.6	—	—
Total Commercial Loans	\$ 18,754	100.0%	\$ 7,610	100.0%	\$ 17,369	100.0%	\$ 7,353	100.0%

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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:

	September 30, 2007		December 31, 2006	
	Financial Services Businesses	Closed Block Business	Financial Services Businesses	Closed Block Business
	(in millions)			
Performing	\$ 18,700	\$ 7,609	\$ 17,309	\$ 7,352
Delinquent, not in foreclosure	43	—	53	—
Delinquent, in foreclosure	6	—	—	—
Restructured	5	1	7	1
Total Commercial Loans	<u>\$ 18,754</u>	<u>\$ 7,610</u>	<u>\$ 17,369</u>	<u>\$ 7,353</u>

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

	September 30, 2007		December 31, 2006	
	Financial Services Businesses	Closed Block Business	Financial Services Businesses	Closed Block Business
	(in millions)			
Allowance, beginning of period	\$ 94	\$ 35	\$ 93	\$ 36
(Release of)/addition to allowance for losses	3	(5)	2	(1)
Charge-offs, net of recoveries	(6)	—	(2)	—
Change in foreign exchange	—	—	1	—
Allowance, end of period	<u>\$ 91</u>	<u>\$ 30</u>	<u>\$ 94</u>	<u>\$ 35</u>

Equity Securities

The equity securities attributable to the Financial Services Businesses consist principally of investments in common and preferred stock of publicly traded 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:

	September 30, 2007				December 31, 2006			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(in millions)							
Public equity	\$4,132	\$ 413	\$ 121	\$4,424	\$3,659	\$ 550	\$ 47	\$4,162
Private equity	247	6	2	251	152	5	5	152
Total Equity	<u>\$4,379</u>	<u>\$ 419</u>	<u>\$ 123</u>	<u>\$4,675</u>	<u>\$3,811</u>	<u>\$ 555</u>	<u>\$ 52</u>	<u>\$4,314</u>

Public equity securities include common stock mutual fund shares representing our interest in the underlying assets of certain of our separate account investments. These mutual funds invest primarily in high

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yield bond funds. The cost, gross unrealized gains, gross unrealized losses, and fair value of these shares as of September 30, 2007 was \$1,428 million, \$36 million, \$24 million, and \$1,440 million, respectively. The cost, gross unrealized gains, gross unrealized losses, and fair value of these shares as of December 31, 2006 was \$1,291 million, \$46 million, \$13 million, and \$1,324 million, respectively.

The equity securities attributable to the Closed Block Business consist principally of investments in common and preferred stock of publicly traded companies. 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:

	September 30, 2007				December 31, 2006			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value (in millions)	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Public equity	\$3,331	\$ 841	\$ 119	\$4,053	\$2,989	\$ 843	\$ 71	\$3,761
Private equity	25	2	—	27	10	1	—	11
Total Equity	<u>\$3,356</u>	<u>\$ 843</u>	<u>\$ 119</u>	<u>\$4,080</u>	<u>\$2,999</u>	<u>\$ 844</u>	<u>\$ 71</u>	<u>\$3,772</u>

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:

	September 30, 2007		December 31, 2006	
	Cost	Gross Unrealized Losses (in millions)	Cost	Gross Unrealized Losses
Less than six months	\$ 126	\$ 31	\$ 62	\$ 19
Six months or greater but less than nine months	—	—	—	—
Nine months or greater but less than twelve months	—	—	—	—
Twelve months and greater	—	—	—	—
Total	<u>\$ 126</u>	<u>\$ 31</u>	<u>\$ 62</u>	<u>\$ 19</u>

The gross unrealized losses as of September 30, 2007 were primarily concentrated in the manufacturing, finance, and other sectors compared to December 31, 2006 where the gross unrealized losses were primarily concentrated in the services, retail and wholesale and other 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:

	September 30, 2007		December 31, 2006	
	Cost	Gross Unrealized Losses (in millions)	Cost	Gross Unrealized Losses
Less than six months	\$ 111	\$ 33	\$ 16	\$ 5
Six months or greater but less than nine months	—	—	1	1
Nine months or greater but less than twelve months	—	—	—	—
Twelve months and greater	—	—	—	—
Total	<u>\$ 111</u>	<u>\$ 33</u>	<u>\$ 17</u>	<u>\$ 6</u>

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The gross unrealized losses as of September 30, 2007 were primarily concentrated in the manufacturing, finance and services sectors compared to December 31, 2006 where the gross unrealized losses were primarily concentrated in the utilities and transportation sectors.

Impairments of Equity Securities

For those equity securities classified as available for sale 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:

- the extent (generally if greater than 20%) and the duration (generally if greater than six months) of the decline;
- the reasons for the decline in value (credit event, currency 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.

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 publicly traded equity securities are based on quoted market prices or prices obtained from independent pricing services. Estimated fair values for privately traded equity securities are determined using valuation and discounted cash flow models that require a substantial level of judgment. Impairments on equity securities are included in “Realized investment gains (losses), net” and are excluded from adjusted operating income.

Impairments of equity securities attributable to the Financial Services Businesses were \$9 million and \$0 million for the three months ended September 30, 2007 and 2006, respectively and \$28 million and \$8 million for the nine months ended September 30, 2007 and 2006, respectively. Impairments of equity securities attributable to the Closed Block Business were \$4 million and \$1 million for the three months ended September 30, 2007 and 2006, respectively and \$5 million and \$17 million for the nine months ended September 30, 2007 and 2006, respectively. For a further discussion of impairments, see “—Realized Investment Gains” above.

Other Long-Term Investments

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

	September 30, 2007		December 31, 2006	
	Financial Services Businesses	Closed Block Business	Financial Services Businesses	Closed Block Business
	(in millions)			
Joint ventures and limited partnerships:				
Real estate related	\$ 320	\$ 261	\$ 293	\$ 216
Non real estate related	544	933	372	785
Real estate held through direct ownership	935	4	992	13
Other	949	(164)	1,134	(49)
Total other long-term investments	<u>\$ 2,748</u>	<u>\$1,034</u>	<u>\$ 2,791</u>	<u>\$ 965</u>

Trading Account Assets Supporting Insurance Liabilities

“Trading account assets supporting insurance liabilities, at fair value” include assets that support certain products included in the retirement business we acquired from CIGNA, as well as certain products included in the International Insurance segment, which are experience-rated, meaning that the investment results associated with these products will ultimately accrue to contractholders. Realized and unrealized investment gains and losses for these investments are reported in “Asset management fees and other income.” Investment income for these investments is reported in “Net investment income.”

Results for the three months ended September 30, 2007 and 2006 include the recognition of \$36 million and \$257 million of investment gains, respectively, and for the nine months ended September 30, 2007 and 2006 include the recognition of \$10 million of investment gains and \$8 million of investment losses, respectively, on “Trading account assets supporting insurance liabilities, at fair value.” These gains and 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 gains and losses, which will ultimately accrue to the contractholders, are excluded from adjusted operating income. In addition, results for the three months ended September 30, 2007 and 2006 include increases of \$6 million and \$168 million, respectively, and for the nine months ended September 30, 2007 and 2006 include decreases of \$4 million and \$28 million, respectively, in contractholder liabilities due to asset value changes in the pool of investments that support these experience-rated contracts. These liability changes are reflected in “Interest credited to policyholders’ account balances” and are also excluded from adjusted operating income. As prescribed by U.S. GAAP, changes in the fair value of mortgage loans, other than when associated with impairments, are not recognized in income in the current period, while the impact of these changes in mortgage loan value are reflected as a change in the liability to contractholders in the current period. Included in the amounts above related to the change in the liability to contractholders are increases related to mortgage loans of \$23 million and \$39 million for the three months ended September 30, 2007 and 2006, respectively, and increases related to mortgage loans of \$8 million and \$14 million for the nine months ended September 30, 2007 and 2006, respectively.

Divested Businesses

Our income from continuing operations includes results from several businesses that have been or will be sold or exited that do not qualify for “discontinued operations” accounting treatment under U.S. GAAP. The results of these divested businesses are reflected in our Corporate and Other operations, but excluded from adjusted operating income. A summary of the results of the divested businesses that have been excluded from adjusted operating income is as follows for the periods indicated:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Exchange shares previously held by Prudential Equity Group	\$ 11	\$ 6	\$ 5	\$ 45
Prudential Securities capital markets	3	2	12	1
Prudential Home Mortgage Company	1	—	8	—
Property and casualty insurance	—	2	4	12
Total divested businesses excluded from adjusted operating income	<u>\$ 15</u>	<u>\$ 10</u>	<u>\$ 29</u>	<u>\$ 58</u>

Results for our equity sales, trading and research operations known as Prudential Equity Group, previously included in the Financial Advisory segment, have been classified as discontinued operations for all periods presented, as a result of our decision to exit these operations. In addition, income from securities relating to trading exchange memberships of Prudential Equity Group, previously reported within the Financial Advisory

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segment or Corporate and Other operations, has been classified within divested businesses and excluded from adjusted operating income for all periods presented. See Note 3 to the Unaudited Interim Consolidated Financial Statements for additional information concerning Prudential Equity Group.

Liquidity and Capital Resources

Prudential Financial

The principal sources of funds available to Prudential Financial, the parent holding company and registrant, to meet its obligations, including the payment of shareholder dividends, debt service, operating expenses, capital contributions and obligations to subsidiaries are dividends, returns of capital, interest income from its subsidiaries, and cash and short-term investments. These sources of funds are complemented by Prudential Financial's access to the capital markets and bank facilities. We believe that cash flows from these sources are sufficient to satisfy the current liquidity requirements of Prudential Financial, including reasonably foreseeable contingencies. As of September 30, 2007, Prudential Financial had cash and short-term investments of approximately \$1.336 billion, an increase of \$232 million, or 21.0%, from December 31, 2006. Prudential Financial's principal sources and uses of cash and short-term investments for the first nine months of 2007 were as follows:

	Nine Months Ended September 30, 2007 (in millions)
Sources:	
Dividends and/or returns of capital from subsidiaries(1)	\$ 2,850
Proceeds from the issuance of retail medium-term notes, net of repayments(2)	597
Proceeds from the issuance of long-term debt(3)	792
Proceeds from the issuance of short-term debt, net of repayments	1,679
Proceeds from stock-based compensation and exercise of stock options	323
Total sources	<u>6,241</u>
Uses:	
Capital contributions to subsidiaries(4)	178
Capital contribution to Rabbi Trust(5)	95
Share repurchases(6)	2,250
Repayment of floating rate convertible senior notes(3)	2,000
Shareholder dividends	83
Purchase of funding agreements from Prudential Insurance, net of maturities(2)	597
Net payments under intercompany loan agreements	288
Other, net	518
Total uses	<u>6,009</u>
Net increase in cash and short-term investments	<u>\$ 232</u>

- (1) Includes dividends and/or returns of capital of \$1.214 billion from Prudential Insurance, \$673 million from international insurance and investments subsidiaries, \$310 million from securities subsidiaries, \$223 million from asset management subsidiaries, \$176 million from a reinsurance subsidiary, \$165 million from American Skandia, \$80 million from an investment subsidiary conducting spread-lending activities, and \$9 million from other businesses.
- (2) Proceeds from the issuance of retail medium-term notes are used primarily to purchase funding agreements from Prudential Insurance. See "—Financing Activities" for a discussion of our retail note program.
- (3) See "—Financing Activities."
- (4) Includes capital contributions of \$90 million to international insurance and investments subsidiaries and \$88 million to domestic insurance subsidiaries.

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- (5) See “—Uses of Capital—Rabbi Trust.”
- (6) See “—Uses of Capital—Share Repurchases.”

Sources of Capital

Prudential Financial is a holding company whose principal asset is its investments in subsidiaries. Prudential Financial’s capitalization and use of financial leverage are consistent with its ratings targets. Our long-term senior debt rating targets for Prudential Financial are “A” for Standard & Poor’s Rating Services, or S&P, Moody’s Investors Service, Inc., or Moody’s, and Fitch Ratings Ltd., or Fitch, and “a” for A.M. Best Company, or A.M. Best. We seek to capitalize all of our subsidiaries and businesses in accordance with their ratings targets. Our financial strength rating targets for our domestic life insurance companies are “AA/Aa/AA” for S&P, Moody’s and Fitch, respectively, and “A+” for A.M. Best. For updates to our ratings since December 31, 2006 see “—Ratings.” The primary components of capitalization for the Financial Services Businesses consist of the equity we attribute to the Financial Services Businesses (excluding accumulated other comprehensive income related to unrealized gains and losses on investments and pension and postretirement benefits) and outstanding capital debt of the Financial Services Businesses, as discussed below under “—Financing Activities.” Based on these components, the capital position of the Financial Services Businesses as of September 30, 2007 was as follows:

	<u>September 30, 2007</u> (in millions)
Attributed equity (excluding unrealized gains and losses on investments and pension/postretirement benefits)	\$ 22,244
Capital debt(1)	4,135
Total capital	<u>\$ 26,379</u>

- (1) Our capital debt to total capital ratio was 15.7% as of September 30, 2007.

As shown in the table above, as of September 30, 2007, the Financial Services Businesses had approximately \$26.4 billion in capital, all of which was available to support the aggregate capital requirements of its three divisions and its Corporate and Other operations. Based on our assessments of these businesses and operations, we believe that this level of capital exceeds the amount required to support current business risks by over \$2.5 billion as of September 30, 2007. Although some of these resources are in our regulated subsidiaries, and their availability may be subject to prior regulatory notice, approval or non-disapproval, we believe these resources give us substantial financial flexibility.

We believe that migrating toward a capital structure comprised of 70% attributed equity, 20% capital debt and 10% hybrid equity securities is consistent with our ratings objectives for Prudential Financial, and would support the issuance of approximately \$5 billion of additional capital debt and hybrid equity securities. This capital structure assumes that the hybrid equity securities we issue achieve 75% equity credit, with the remaining 25% treated as capital debt, and that market conditions exist which make hybrid equity securities a cost effective source of capital.

The Risk Based Capital, or RBC, ratio is the primary measure by which we evaluate the capital adequacy of Prudential Insurance, which includes businesses in 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.

In April 2007, we transferred \$1 billion of assets within the qualified pension plan under Section 420 of the Internal Revenue Code from assets supporting pension benefits to assets supporting retiree medical benefits. The

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transfer resulted in a reduction to the prepaid benefit for the qualified pension plan and an offsetting decrease in the accrued benefit liability for the postretirement plan with no net effect on stockholders' equity on the Company's consolidated financial position. The net effect of this transfer added approximately \$600 million to Prudential Insurance's statutory capital and increased Prudential Insurance's RBC ratio.

In the second quarter of 2007, Prudential Insurance declared an ordinary dividend of \$97 million and an additional extraordinary dividend of \$1.2 billion to Prudential Holdings, LLC. Of this total, \$1.0 billion was paid to Prudential Holdings during the second quarter of 2007 and in turn distributed to Prudential Financial. The remaining \$297 million was paid to Prudential Holdings in the third quarter of 2007 and in turn \$214 million was distributed to Prudential Financial. In June 2007, American Skandia Life Assurance Corporation paid an ordinary dividend of \$112 million to American Skandia, which American Skandia subsequently paid as a dividend to Prudential Financial. In August 2007, Pruco Reinsurance Ltd, a Bermuda captive reinsurance company, executed a return of capital to Prudential Financial of \$176 million.

Uses of Capital

Share Repurchases. In November 2006, Prudential Financial's Board of Directors authorized the Company to repurchase up to \$3.0 billion of its outstanding Common Stock in calendar year 2007. The timing and amount of any repurchases under this authorization will be determined by management based upon market conditions and other considerations, and the repurchases may be effected in the open market, through derivative, accelerated repurchase and other negotiated transactions and through prearranged trading plans complying with Rule 10b5-1(c) of the Exchange Act. The 2007 stock repurchase program supersedes all previous repurchase programs. During the first nine months of 2007, we repurchased 24.3 million shares of our Common Stock at a total cost of \$2.3 billion.

Rabbi Trust. In July 2007, we established an irrevocable trust, commonly referred to as a "rabbi trust," for the purpose of holding assets of the Company to be used to satisfy its obligations with respect to certain non-qualified retirement plans. Assets held in a rabbi trust are available to the general creditors of the Company in the event of insolvency or bankruptcy. We may from time to time at our discretion make contributions to the trust to fund accrued benefits payable to participants in one or more of the plans, and, in the case of a change in control of the Company, as defined in the trust agreement, we will be required to make contributions to the plans to fund the accrued benefits, vested and unvested, payable on a pretax basis to participants in the plans. We made a discretionary payment to the trust fund in July 2007 in the amount of \$95 million.

Demutualization Consideration. We remain obligated to disburse \$93 million of demutualization consideration to governmental authorities if we are unable to establish contact with eligible policyholders within time periods prescribed by state unclaimed property laws. These laws historically required remittance after periods ranging from three to seven years, but many states have enacted laws that reduce these holding periods to accelerate the reporting of unclaimed demutualization property.

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 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 losses and revaluation of assets. Prudential Insurance must also notify the New Jersey Department of Banking and Insurance 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 or would not be paid from earned surplus, Prudential Insurance must also obtain the prior non-disapproval of the Department. 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

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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 certain other circumstances.

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. We anticipate that it will be several years before these restrictions will allow Gibraltar Life to pay dividends. There are also regulatory restrictions on the payment of dividends by The Prudential Life Insurance Company, Ltd., or Prudential of Japan. Prudential of Japan paid its first dividend in 2006 of \$13 million and a second dividend in 2007 of \$101 million to Prudential International Insurance Holdings, Ltd., which subsequently distributed the proceeds to Prudential Financial. The ability of our asset management subsidiaries, and the majority of our other operating subsidiaries, to pay dividends is largely unrestricted.

Alternative Sources of Liquidity

Prudential Financial, the parent holding company, maintains an intercompany liquidity account that is designed to maximize the use of cash by facilitating the lending and borrowing of funds between the parent holding company and its affiliates on a daily basis. Depending on the overall availability of cash, the parent holding company invests excess cash on a short-term basis or borrows funds in the capital markets. Additional longer term liquidity is available through inter-affiliate borrowing arrangements. It also has access to bank facilities. See "—Lines of Credit and Other Credit Facilities."

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 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 rate and credit risk profiles, of each portfolio in a manner consistent with the unique characteristics of the product liabilities. We use a projection process for cash flows from operations to ensure sufficient liquidity to meet projected cash outflows, including claims.

Liquidity is measured against internally developed benchmarks that take into account the characteristics of the asset portfolio. The results are affected substantially by the overall asset type and quality of our investments.

Cash Flow

The principal sources of liquidity for 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 and annuity operations. The principal uses of that liquidity include benefits, claims, dividends paid to policyholders, and payments to policyholders and contractholders in connection with surrenders, withdrawals and net policy loan activity. Other uses of liquidity include commissions, general and administrative expenses, purchases of investments, and payments in connection with financing activities.

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

Our 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 cash flows are the risk of default by debtors, our counterparties' willingness to extend repurchase and/or securities lending arrangements and market volatility. We closely manage these risks through our credit risk management process and regular monitoring of our liquidity position.

In managing the liquidity of our domestic insurance operations, we also consider the risk of policyholder and contractholder withdrawals of funds earlier than our assumptions when 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.

	September 30, 2007		December 31, 2006	
	Amount	% of Total (\$ in millions)	Amount	% of Total
Not subject to discretionary withdrawal provisions	\$ 33,049	46%	\$30,209	42%
Subject to discretionary withdrawal, with adjustment:				
With market value adjustment	18,494	26	20,540	28
At market value	1,180	1	1,169	2
At contract value, less surrender charge of 5% or more	1,618	2	1,953	3
Subtotal	54,341	75	53,871	75
Subject to discretionary withdrawal at contract value with no surrender charge or surrender charge of less than 5%	17,722	25	18,096	25
Total annuity reserves and deposit liabilities	\$ 72,063	100%	\$71,967	100%

Individual life insurance policies are less susceptible to withdrawal than our annuity reserves and deposit liabilities because policyholders may incur surrender charges and be subject to 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.

Gross account withdrawals for our domestic insurance operations' products amounted to approximately \$14.4 billion and \$14.5 billion for the first nine months of 2007 and 2006, respectively. Because these withdrawals were consistent with our assumptions in asset/liability management, the associated cash outflows did not have a material adverse impact on our overall liquidity.

Liquid Assets

Liquid assets include cash, cash equivalents, short-term investments, fixed maturities that are not designated as held to maturity and public equity securities. As of September 30, 2007 and December 31, 2006, our domestic insurance operations had liquid assets of \$138.3 billion and \$140.9 billion, respectively. The portion of liquid assets comprised of cash and cash equivalents and short-term investments was \$7.5 billion and \$8.4 billion as of September 30, 2007 and December 31, 2006, respectively. As of September 30, 2007, \$113.2 billion, or 90%, of

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the fixed maturity investments that are not designated as held to maturity within our domestic insurance company general account portfolios were rated investment grade. The remaining \$12.9 billion, or 10%, of these 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 measures 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 current liquidity requirements, including under foreseeable stress scenarios.

Given the size and liquidity profile of our investment portfolios, we believe that claim experience varying from our projections does not constitute a significant liquidity risk. Our asset/liability management process takes into account the expected maturity of investments and expected claim payments as well as the specific nature and risk profile of the liabilities. Historically, there has been no significant variation between the expected maturities of our investments and the payment of claims.

Our domestic insurance companies' liquidity is managed through access to substantial investment portfolios as well as a variety of instruments available for funding and/or managing short-term cash flow mismatches, including from time to time those arising from claim levels in excess of projections. To the extent we need to pay claims in excess of projections, we may borrow temporarily or sell investments sooner than anticipated to pay these claims, which may result in realized investment gains or losses or increased borrowing costs affecting results of operations. For a further discussion of realized investment gains or losses, see "—Realized Investment Gains and General Account Investments —Realized Investment Gains." We believe that borrowing temporarily or selling investments earlier than anticipated will not have a material impact on the liquidity of our domestic insurance companies. Payment of claims and sale of investments earlier than anticipated would have an impact on the reported level of cash flow from operating and investing activities, respectively, in our financial statements.

Prudential Funding, LLC

Prudential Funding, LLC, or Prudential Funding, a wholly owned subsidiary of Prudential Insurance, serves as an additional source of financing to meet the working capital needs of Prudential Insurance and its subsidiaries. Prudential Funding also lends to other subsidiaries of Prudential Financial up to limits established with the New Jersey Department of Banking and Insurance. To the extent that other subsidiaries of Prudential Financial have financing needs in excess of these limits, these needs are met through financing from Prudential Financial directly or from third parties. 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. The impact of Prudential Funding's financing capacity on liquidity is considered in the internal liquidity measures of the domestic insurance operations.

As of September 30, 2007, Prudential Financial, Prudential Insurance and Prudential Funding had unsecured committed lines of credit totaling \$4.5 billion. There were no outstanding borrowings under these facilities as of September 30, 2007. For a further discussion of lines of credit, see "—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. We monitor liquidity through the use of internal liquidity measures, taking into account the liquidity of the asset portfolios.

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As with 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 September 30, 2007 and December 31, 2006, our international insurance subsidiaries had total general account insurance related liabilities (other than dividends payable to policyholders) of \$52.1 billion and \$49.1 billion, respectively. Of those amounts, \$28.2 billion and \$27.8 billion, respectively, were 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 plan of 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 \$20.4 billion and \$21.2 billion of Gibraltar Life's insurance related reserves as of September 30, 2007 and December 31, 2006, respectively.

The following table sets forth the schedule (for each fiscal year ending March 31) of special surrender charges on Gibraltar Life policies that are in force:

<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>
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 generally subject to discretionary withdrawal at contract value, less applicable surrender charges, which currently start at 5% or more.

A special dividend to certain Gibraltar Life policyholders was payable in 2005 and will again be payable in 2009. The special dividend is based on 70% of the net increase in the fair value of certain real estate and loans, net of transaction costs and taxes, included in the Gibraltar Life reorganization plan. As of September 30, 2007, a liability of \$349 million related to the 2009 special dividend is included in "Policyholders' dividends." The 2009 special dividend will take the form of either additional policy values or cash. Gibraltar Life's investment portfolio is structured to provide adequate liquidity for the special dividend.

Prudential of Japan had \$18.4 billion and \$16.8 billion of general account insurance related liabilities, other than dividends to policyholders, as of September 30, 2007 and December 31, 2006, respectively. Prudential of Japan did not have a material amount of general account annuity reserves or deposit liabilities subject to discretionary withdrawal as of September 30, 2007 or December 31, 2006. 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 September 30, 2007 and December 31, 2006, our international insurance subsidiaries had cash and short-term investments of approximately \$1.8 billion and \$1.1 billion, respectively, and fixed maturity investments, other than those designated as held to maturity, with fair values of \$39.9 billion and \$37.0 billion, respectively. As of September 30, 2007, \$38.8 billion, or 97%, of the fixed maturity investments that are not designated as held to maturity within our international insurance subsidiaries were rated investment grade. The remaining \$1.1 billion, or 3%, of these fixed maturity investments were rated non-investment grade. Of those amounts, \$21.8 billion of the investment grade fixed maturity investments and \$0.6 billion of the non-investment grade fixed maturity investments were associated with Gibraltar Life. We consider attributes of the various categories of liquid assets (for example, type of asset and credit quality) in calculating internal liquidity measures to evaluate the adequacy of our international insurance operations' liquidity under stress scenarios. We believe that ongoing operations and the liquidity profile of our international insurance assets provide sufficient liquidity under reasonably foreseeable stress scenarios.

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Asset Management Subsidiaries

Our asset management businesses, which include real estate, public and private fixed income and public equity asset management, as well as commercial mortgage origination, servicing and securitization, proprietary investing and retail investment products, such as mutual funds and wrap-fee products, are largely unregulated from the standpoint of dividends and distributions. Our asset management subsidiaries through which we conduct these businesses generally do not have restrictions on the amount of distributions they can make, and they provide a stable source of significant cash flow to Prudential Financial.

The principal sources of liquidity for our asset management subsidiaries include asset management fees, revenues from proprietary investments and commercial mortgage operations, and available borrowing lines from internal sources including Prudential Funding and Prudential Financial. The principal uses of liquidity include the financing associated with our propriety investments and commercial mortgage operations, general and administrative expenses, and distribution of dividends and returns of capital to Prudential Financial.

The primary liquidity risks for our asset management subsidiaries include the potential impacts of adverse market conditions and poor investment management performance on the profitability of the businesses. Our asset management subsidiaries continue to maintain sufficiently liquid balance sheets. As of September 30, 2007 and December 31, 2006, our asset management subsidiaries had cash and cash equivalents and short-term investments of \$1.4 billion and \$949 million, respectively. We believe the cash flows from our asset management businesses are adequate to satisfy the current liquidity requirements of their operations, as well as requirements that could arise under foreseeable stress scenarios, which are monitored through the use of internal measures.

Prudential Securities Group

As of September 30, 2007 and December 31, 2006, Prudential Securities Group's assets totaled \$8.0 billion and \$7.4 billion, respectively. Prudential Securities Group owns our 38% investment in Wachovia Securities as well as the retained wholly owned businesses. On October 1, 2007, Wachovia completed the acquisition of the retail securities brokerage business of A.G. Edwards, Inc., or A.G. Edwards, for \$6.8 billion and has indicated they will combine A.G. Edwards with Wachovia Securities in early 2008. See Note 10 to the Unaudited Interim Consolidated Financial Statements for additional information concerning this acquisition and its potential effects on our investment in Wachovia Securities. The wholly owned businesses remaining in Prudential Securities Group continue to maintain sufficiently liquid balance sheets, consisting mostly of cash and cash equivalents, segregated client assets, and short-term receivables from clients, broker-dealers, and exchanges. Distributions from our investment in Wachovia Securities to Prudential Securities Group totaled \$275 million and \$208 million for the nine months ended September 30, 2007 and 2006, respectively.

On June 6, 2007, we announced our decision to exit the equity sales, trading, and research operations of the Prudential Equity Group, or PEG, the results of which were historically included in the Financial Advisory Segment. As discussed in Note 3 of the Unaudited Interim Consolidated Financial Statements, PEG's operations were substantially wound down by June 30, 2007 and are reflected in discontinued operations for all periods presented. PEG has sufficient capital and liquidity to cover the costs associated with the divestiture.

Financing Activities

As of September 30, 2007 and December 31, 2006, total short- and long-term debt of the Company on a consolidated basis was \$25.0 billion and \$24.0 billion, respectively, which includes \$12.7 billion and \$11.6 billion, respectively, related to the parent company, Prudential Financial.

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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, other than debt to consolidated subsidiaries, as of the dates indicated:

	September 30, 2007	December 31, 2006
	(in millions)	
Borrowings:		
General obligation short-term debt:		
Commercial paper	\$ 1,965	\$ 282
Floating rate convertible senior notes	2,000	4,000
Current portion of long-term debt	1,023	107
General obligation long-term debt:		
Senior debt	5,384	5,421
Retail medium-term notes	2,312	1,777
Total general obligations	\$ 12,684	\$ 11,587

Prudential Financial's short-term debt includes commercial paper borrowings that are primarily used to fund the working capital needs of Prudential Financial's subsidiaries and Prudential Financial. These borrowings were \$1,965 million and \$282 million as of September 30, 2007 and December 31, 2006, respectively. The weighted average interest rate on the commercial paper borrowings under this program was 5.38% and 4.92% for the nine months ended September 30, 2007 and 2006, respectively.

During the third quarter of 2007, the credit markets, and specifically the commercial paper market were adversely impacted by concerns over the sub-prime mortgage exposure of certain financial institutions and asset-backed commercial paper programs. As a result, the financing cost of Prudential Financial commercial paper increased moderately versus its historical cost basis relative to the target federal funds rate as investors demanded a premium for "top-tier split" rated commercial paper; that is commercial paper rated A-1 by Standard & Poor's, P-2 by Moody's and F1 by Fitch.

While the cost of financing Prudential Financial commercial paper increased during the current quarter relative to our historical cost basis versus the target federal funds rate we experienced no material change in investor demand for our commercial paper, which remains sufficient to meet our financing needs. We continue to monitor market conditions and believe we have sufficient flexibility to reduce the size of the Prudential Financial commercial paper program through our alternative sources of liquidity, as discussed under "—Alternative Sources of Liquidity," liquidation of assets, drawing on our available lines of credit or pursuing other options as appropriate.

In March 2006, Prudential Financial filed an updated shelf registration statement with the SEC, superseding its previous shelf registration statement, that permits the issuance of public debt, equity and hybrid securities. The updated shelf registration statement was established under the SEC rules adopted in 2005 that allow for automatic effectiveness upon filing, pay-as-you-go fees and the ability to add securities by filing automatically effective amendments for companies qualifying as "Well-Known Seasoned Issuers." As a result, this new shelf registration statement has no stated issuance capacity.

In March 2006, Prudential Financial filed a prospectus supplement for a new Medium-Term Notes, Series D program under the shelf registration statement, which superseded its Medium-Term Notes, Series C program. The Company is authorized to issue up to \$5 billion of notes under the Series D program. As of September 30, 2007, approximately \$2.0 billion remained available under the program. During 2007, Prudential Financial issued \$795 million of medium term notes under the Series D program with \$295 million of these notes maturing in one to three years, \$250 million maturing in five years and \$250 million maturing in ten years. The net proceeds from the sale of these notes were used for general corporate purposes, including with respect to some of these

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issuances, a loan to a domestic insurance subsidiary used to finance certain regulatory reserves required to be held in connection with the intercompany reinsurance of certain term life policies. In addition, in September 2007, Prudential Financial issued ¥9 billion of 20-year medium-term notes to an international insurance subsidiary under the Series D program. The net proceeds from the yen denominated notes, as well as the related future interest and principal payments, were hedged to U.S. dollars using derivative instruments. The net proceeds from the yen denominated notes were used for general corporate purposes and their carrying value as of September 30, 2007 was \$78 million. The weighted average interest rates on Prudential Financial's medium-term and senior notes, including the effect of interest rate hedging activity, were 5.40% and 5.49% for the first nine months of 2007 and 2006, respectively, excluding the effect of debt issued to consolidated subsidiaries.

In March 2006, Prudential Financial filed a prospectus supplement under the shelf registration statement for its retail medium-term notes, including the InterNotes® program, which superseded the 2005 retail medium-term notes program. The Company is authorized to issue up to \$2.5 billion of notes under the new program. As of September 30, 2007, approximately \$1.1 billion remained available under the program. This retail medium-term notes program serves as a funding source for a spread product of our Retirement segment that is economically similar to funding agreement-backed medium-term notes issued to institutional investors, except that the retail notes are senior obligations of Prudential Financial and are purchased by retail investors. The weighted average interest rates on Prudential Financial's retail medium-term notes were 5.59% and 5.45% for the first nine months of 2007 and 2006, respectively, excluding the effect of debt issued to consolidated subsidiaries.

In September 2006, Prudential Financial updated its European medium-term notes program under the shelf registration statement. The Company is authorized to issue up to \$1.5 billion of notes under the program. As of September 30, 2007, there was no debt outstanding under this program.

In January, April and October 2007, Prudential Financial filed prospectus supplements to register under the shelf registration statement resales of the floating rate convertible senior notes that were issued in a private placement in November 2005 (\$2.0 billion) and shares of restricted Prudential Financial Common Stock issued to certain holders of the convertible senior notes. On April 13, 2007, Prudential Financial announced its intention to call all such outstanding floating rate convertible senior notes for redemption on May 21, 2007. Prior to the redemption, substantially all holders elected to convert their senior notes as provided under their terms. The senior notes required net settlement in shares; therefore, upon conversion, the holders received cash equal to the par amount of the senior notes surrendered for conversion plus accrued interest and shares of Prudential Financial Common Stock for the portion of the settlement amount in excess of the par amount. The settlement amount in excess of the par amount was based upon the excess of the closing market price of Prudential Financial Common Stock for a 10-day period defined under the terms of the senior notes, or \$100.80 per share, over the initial conversion price of \$90 per share. Accordingly, at conversion Prudential Financial issued 2,367,887 shares of Common Stock from treasury. The conversion had no impact on our results of operations and resulted in a net increase to shareholders' equity of \$44 million, reflecting the tax benefit associated with the conversion of the senior notes. The payment of principal and accrued interest was funded primarily through the liquidation of the investment grade fixed income investment portfolio purchased with the proceeds of the convertible senior notes issued in 2005. Prudential Financial is obligated to file once per quarter a prospectus supplement to register resales of restricted Prudential Financial Common Stock issued to certain holders of these convertible senior notes.

In April, July and October 2007, Prudential Financial filed prospectus supplements to register under the shelf registration statement resales of the floating rate convertible senior notes that were issued in a private placement in December 2006 (\$2.0 billion). These convertible senior notes are convertible by the holders at any time after issuance into cash and shares of Prudential Financial's Common Stock. The conversion price, \$104.21 per share, is subject to adjustment upon certain corporate events. The conversion feature requires net settlement in shares; therefore, upon conversion, a holder would receive cash equal to the par amount of the convertible notes surrendered for conversion and shares of Prudential Financial Common Stock only for the portion of the settlement amount in excess of the par amount, if any. These convertible senior notes are redeemable by Prudential Financial, at par plus accrued interest, on or after December 13, 2007. Holders of the notes may also require Prudential Financial to repurchase the notes, at par plus accrued interest, on contractually specified dates,

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of which the first such date is December 12, 2007. The interest rate on these convertible senior notes is a floating rate equal to 3-month LIBOR minus 2.4%, to be reset quarterly. See Note 12 to our Consolidated Financial Statements included in our Current Report on Form 8-K dated October 4, 2007 for additional information concerning these convertible senior notes. Prudential Financial is obligated to file once per quarter a prospectus supplement to register resales of these convertible senior notes and shares of Prudential Financial Common Stock, if any, issued to holders of these convertible senior notes.

Current capital markets activities for the Company on a consolidated basis principally consist of unsecured short-term and long-term debt borrowings issued by Prudential Funding and Prudential Financial, unsecured third party bank borrowings, and asset-based or secured 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. These short-term spread portfolios hold asset-backed securities, a portion of which are collateralized by sub-prime mortgages. See “Realized Investment Gains and General Account Investments—General Account Investments—Fixed Maturity Securities” for a further discussion of our asset-backed securities collateralized by sub-prime holdings.

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

	September 30, 2007	December 31, 2006
	(in millions)	
Borrowings:		
General obligation short-term debt(1)	\$ 13,160	\$ 12,452
General obligation long-term debt:		
Senior debt	8,352	8,545
Surplus notes(2)	1,294	1,043
Total general obligation long-term debt	9,646	9,588
Total general obligations	22,806	22,040
Limited and non-recourse borrowing:		
Limited and non-recourse short-term debt	324	84
Limited and non-recourse long-term debt(3)	1,875	1,835
Total limited and non-recourse borrowing	2,199	1,919
Total borrowings(4)	25,005	23,959
Total asset-based financing	21,348	19,123
Total borrowings and asset-based financings	\$ 46,353	\$ 43,082

(1) As of December 31, 2006, included \$250 million of fixed rate surplus notes that matured in July 2007.

(2) As of September 30, 2007 and December 31, 2006, included \$850 million and \$600 million, respectively, of surplus notes issued by a subsidiary of Prudential Insurance to fund regulatory reserves.

(3) As of September 30, 2007 and December 31, 2006, \$1.750 billion of limited and non-recourse debt outstanding was attributable to the Closed Block Business.

(4) Does not include \$8.1 billion and \$6.5 billion of medium-term notes of consolidated trust entities secured by funding agreements purchased with the proceeds of such notes as of September 30, 2007 and December 31, 2006, respectively. These notes are included in “Policyholders’ account balances.” For additional information see “—Funding Agreement Notes Issuance Program.”

Total general debt obligations increased by \$766 million from December 31, 2006 to September 30, 2007, reflecting a \$58 million net increase in long-term debt and a \$708 million net increase in short-term debt. The net increase in long-term debt was primarily driven by the net issuance of medium-term notes, retail medium-term notes, and surplus notes, offset by the reclassification of long-term debt to short-term debt, during the nine months ended September 30, 2007. The net increase in short-term debt was primarily due to the reclassification

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of long-term debt to short-term debt and higher outstanding commercial paper supporting our operating businesses at Prudential Financial, partially offset by the repayment of the floating rate convertible senior notes.

Prudential Funding's commercial paper and master note borrowings as of September 30, 2007 and December 31, 2006 were \$7.4 billion and \$7.3 billion, respectively. The weighted average interest rates on the commercial paper borrowings and master notes were 5.24% and 4.87% for the nine months ended September 30, 2007 and 2006, respectively. Prudential Financial has issued a subordinated guarantee covering Prudential Funding's domestic commercial paper program.

During the third quarter of 2007, the financing cost of Prudential Funding's commercial paper was relatively unchanged versus its historical cost basis relative to the target federal funds rate. Prudential Funding's commercial paper is rated A-1+, P-1, F1+ by Standard & Poor's, Moody's, and Fitch, respectively.

The total principal amount of debt outstanding under Prudential Funding's domestic medium-term note programs was \$772 million, as of September 30, 2007 and December 31, 2006, of which \$600 million was reflected in the general obligation short-term debt as of September 30, 2007. The weighted average interest rates on Prudential Funding's long-term debt, including the effect of interest rate hedging activity, were 6.24%, and 5.78% for the nine months ended September 30, 2007 and 2006, respectively.

Prudential Insurance had outstanding fixed rate surplus notes totaling \$444 million and \$693 million as of September 30, 2007 and December 31, 2006, respectively, of which \$250 million, which matured in July 2007, was reflected in the general obligation short-term debt as of December 31, 2006. These debt securities, which are included as surplus of Prudential Insurance on a statutory accounting basis, are subordinated to other Prudential Insurance borrowings and to policyholder obligations and are subject to regulatory approvals for principal and interest payments.

During the fourth quarter of 2006, a subsidiary of Prudential Insurance entered into a surplus note purchase agreement with an unaffiliated financial institution that provides for the issuance of up to \$3 billion of ten-year floating rate surplus notes for the purpose of financing certain regulatory reserves required to be held in connection with the intercompany reinsurance of certain term life insurance policies. Surplus notes issued under this facility are subordinated to policyholder obligations and are subject to regulatory approvals for principal and interest payments. Concurrent with entering into the agreement, the subsidiary issued \$600 million of notes under this facility. In the third quarter of 2007, the subsidiary issued an additional \$250 million of surplus notes, resulting in a total of \$850 million of notes currently outstanding under this facility. See Note 12 to our Consolidated Financial Statements included in our Current Report on Form 8-K dated October 4, 2007 for additional information.

Our total borrowings consist of capital debt, investment related debt, securities business related debt and debt related to specified other businesses. Capital debt is borrowing that is used or will be used to meet the capital requirements of Prudential Financial as well as borrowings invested in equity or debt securities of direct or indirect subsidiaries of Prudential Financial and subsidiary borrowings utilized for capital requirements. 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 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 September 30, 2007 and December 31, 2006 include \$1.750 billion of limited and non-recourse debt attributable to the Closed Block Business.

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

	September 30, 2007	December 31, 2006
	(in millions)	
General obligations:		
Capital debt	\$ 4,135	\$ 4,377
Investment related	12,940	13,907
Securities business related	4,058	2,334
Specified other businesses	1,673	1,422
Total general obligations	22,806	22,040
Limited and non-recourse debt	2,199	1,919
Total borrowings	\$ 25,005	\$ 23,959
Short-term debt	\$ 13,484	\$ 12,536
Long-term debt	11,521	11,423
Total borrowings	\$ 25,005	\$ 23,959
Borrowings of Financial Services Businesses	\$ 22,390	\$ 20,471
Borrowings of Closed Block Business	2,615	3,488
Total borrowings	\$ 25,005	\$ 23,959

Funding Agreement Notes Issuance Program

In 2003, Prudential Insurance established a Funding Agreement Notes Issuance Program pursuant to which a Delaware statutory trust issues medium-term notes (which are included in our statements of financial position in "Policyholders' account balances" and not included in the foregoing table) secured by funding agreements issued to the trust by Prudential Insurance and included in our Retirement segment. The funding agreements provide cash flow sufficient for the debt service on the related medium-term notes. The medium-term notes are sold in transactions not requiring registration under the Securities Act of 1933, as amended. As of September 30, 2007 and December 31, 2006, the outstanding aggregate principal amount of such notes totaled approximately \$8.1 billion and \$6.5 billion, respectively, out of a total authorized amount of up to \$15 billion. The notes have fixed or floating interest rates and original maturities ranging from two to seven years.

Lines of Credit and Other Credit Facilities

As of September 30, 2007, Prudential Financial, Prudential Insurance and Prudential Funding had unsecured committed lines of credit totaling \$4.5 billion. In May 2007, Prudential Financial and certain of its subsidiaries entered into a new \$2.0 billion 5-year credit facility, which includes 22 financial institutions, replacing a \$1.5 billion facility that would have expired in September 2010. An additional \$2.5 billion is also available under a facility that expires in December 2011, which includes 21 financial institutions. Borrowings under the outstanding facilities will mature no later than the respective expiration dates of the facilities. We use these facilities primarily as back-up liquidity lines for our commercial paper programs, and there were no outstanding borrowings under any of these facilities as of September 30, 2007.

Our ability to borrow under these facilities is conditioned on the 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 June 30, 2007 was \$10.0 billion and continues to be above the \$5.5 billion threshold. The ability of Prudential Financial to borrow under these facilities is also conditioned on its maintenance of consolidated net worth of at least \$12.5 billion, calculated in accordance with GAAP. Prudential Financial's net worth on a consolidated basis totaled \$23.0 billion and \$22.9 billion as of September 30, 2007 and December 31, 2006, respectively. We also use uncommitted lines of credit from banks and other financial institutions.

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Ratings

On May 3, 2007, S&P raised Prudential Insurance, PRUCO Life Insurance, PRUCO Life Insurance of New Jersey, American Skandia Life Assurance, Prudential Retirement Insurance and Annuity, Prudential Life Insurance Co., Ltd. (Prudential of Japan) and Gibraltar Insurance Co., Ltd. counterparty credit and financial strength ratings to “AA” from “AA-.” S&P also raised the counterparty credit rating on Prudential Financial to “A+/A-1” from “A/A-1”, the counterparty credit rating on the capital and surplus notes of Prudential Insurance to “A+” from “A”, the counterparty credit rating on Prudential Funding, LLC to “AA” from “AA-” and the long-term senior debt rating of PRICOA Global Funding to “AA” from “AA-”. S&P stated that the outlook on all these companies is stable.

There have been no updates during 2007 to the remainder of our ratings, which were disclosed in “Business—Ratings” in our 2006 Annual Report on Form 10-K.

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, 2006, a description of which may be found in our Annual Report on Form 10-K for the year ended December 31, 2006, Item 7A, “Quantitative and Qualitative Disclosures About Market Risk,” filed with the Securities and 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 Rule 13a-15(e), as of September 30, 2007. Based on such evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of September 30, 2007, our disclosure controls and procedures were effective. No change in our internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f), occurred during the quarter ended September 30, 2007, 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.

In October 2007, the District Court for Valencia County, New Mexico, in *Azar, et al. v. Prudential Insurance* approved the settlement of approximately \$2 million without any objections. The settlement is expected to become final in November 2007.

In September 2007, the Second Circuit Court of Appeals reversed the district court’s decision in *CHS Electronics Inc. v. Credit Suisse First Boston Corp. et al.* denying class certification and remanded the case to the district court for further proceedings.

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In August 2007, the United States District Court for the Southern District of Florida issued its decision and order dismissing *Dupree et al. v. Prudential Insurance, et al.* In September 2007, plaintiffs filed a notice of appeal with the Eleventh Circuit Court of Appeals.

In August and September 2007, the United States District Court for the District of New Jersey in *In Re Employee Benefit Insurance Brokerage Antitrust Litigation* dismissed the anti-trust and RICO claims but has not yet ruled on the dismissal motion of the other claims.

In August 2007, the United States Bankruptcy Court for the Southern District of New York in *Enron Corp. v. J.P. Morgan Securities, Inc., et al.* dismissed the Prudential defendants pursuant to the previously approved settlement agreement.

In October 2007, Prudential Retirement Insurance and Annuity Co. (“PRIAC”) filed an action in the United States District Court for the Southern District of New York, *Prudential Retirement Insurance & Annuity Co. v. State Street Global Advisors*, in PRIAC’s fiduciary capacity and on behalf of certain defined benefit and defined contribution plan clients of PRIAC, against an unaffiliated asset manager, State Street Global Advisors (“SSgA”) and SSgA’s affiliate, State Street Bank and Trust Company (“State Street”). This action seeks, among other relief, restitution of certain losses attributable to certain investment funds sold by SSgA as to which PRIAC believes SSgA employed investment strategies and practices that were misrepresented by SSgA and failed to exercise the standard of care of a prudent investment manager. PRIAC also intends to vigorously pursue any other available remedies against SSgA and State Street in respect of this matter. Given the unusual circumstances surrounding the management of these SSgA funds and in order to protect the interests of the affected plans and their participants while PRIAC pursues these remedies, PRIAC is also implementing a process under which affected plan clients that authorize PRIAC to proceed on their behalf will receive payments from funds provided by PRIAC for the losses referred to above. The Company’s consolidated financial statements, and the results of the Retirement segment included in the Company’s Investment Division, for the quarter ended September 30, 2007 include a pre-tax charge of \$81 million, reflecting these payments to plan clients and certain related costs.

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 and rights to indemnification, should not have a material adverse effect on our financial position.

The foregoing discussion is limited to recent developments concerning our legal and regulatory proceedings. See Note 9 to the Unaudited Interim Consolidated Financial Statements included herein for additional discussion of our litigation and regulatory matters, including those referred to above.

Item 1A. Risk Factors

You should carefully consider the risks described under “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2006. These risks could materially affect our business, results of operations or financial condition, cause the trading price of our Common Stock to decline materially or cause our actual results to differ materially from those expected or those expressed in any forward looking statements made by or on behalf of the Company. These risks are not exclusive, and additional risks to which we are subject include, but are not limited to, the factors mentioned under “Forward-Looking Statements” above and the risks of our businesses described elsewhere in our Annual Report on Form 10-K and in the immediately following paragraph and elsewhere in this Quarterly Report on Form 10-Q.

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The third quarter of 2007 was characterized by adverse capital market conditions generally affecting the value and liquidity of asset-backed securities supported by sub-prime mortgages, as well as other investments. These market conditions also impacted the cost of refinancing debt, including commercial paper borrowings. Regardless of market conditions, certain investments we hold, including private bonds and commercial mortgages, are relatively illiquid. While we have various sources of liquidity other than selling these investments, if we needed to sell these investments we may have difficulty doing so in a timely manner at a price we would realize if we otherwise held the investments. Adverse capital market conditions could impact the liquidity of our investments, affecting their value and potentially resulting in higher realized and/or unrealized losses. Adverse market conditions could impact the cost of refinancing debt, including commercial paper borrowings. Prolonged adverse market conditions, could also impact our ability to fund foreseen and unforeseen cash and collateral requirements.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) On May 21, 2007, in connection with the redemption of all of the Company's outstanding floating rate convertible senior notes due 2035, the Company issued in reliance upon the exemption from registration provided by Section 3(a)(9) of the Securities Act 2,367,887 shares of its Common Stock, of which 188,014 shares were not registered as of such date for resale under the Company's shelf registration statement on Form S-3. \$2 billion aggregate principal amount of senior notes had been issued in November 2005 to qualified institutional buyers in reliance on Section 4(2) of the Securities Act and Rule 144A under the Securities Act. Prior to the redemption, substantially all holders elected to convert their senior notes as provided for under their terms. The senior notes required net settlement in shares; therefore, upon conversion, the holders received cash equal to the par amount of the senior notes surrendered for conversion plus accrued interest and shares of the Company's Common Stock for the portion of the settlement amount in excess of the par amount. The settlement amount in excess of the par amount was based upon the excess of the closing market price of the Company's Common Stock for a 10-day period defined under the terms of the senior notes, or \$100.80 per share, over the initial conversion price of \$90 per share. The payment of principal and accrued interest was funded primarily through the liquidation of the investment grade fixed income investment portfolio purchased with the proceeds from the issuance of the senior notes. See Item 2—"Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Financing Activities".

(c) The following table provides information about purchases by the Company during the quarter ended September 30, 2007, 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(1)
July 1, 2007 through July 31, 2007	2,603,264	\$ 95.36	2,598,000	
August 1, 2007 through August 31, 2007	5,723,715	\$ 87.84	5,719,000	
September 1, 2007 through September 30, 2007	9,539	\$ 92.05	—	
Total	8,336,518	\$ 90.19	8,317,000	\$ 750,232,974

- (1) In November 2006, Prudential Financial's Board of Directors authorized the Company to repurchase up to \$3.0 billion of its outstanding Common Stock in calendar year 2007.
- (2) Includes shares of Common Stock withheld from participants for income tax withholding purposes whose shares of restricted stock, restricted stock units, and performance shares vested during the period. Restricted stock, restricted stock units, and performance shares 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.

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Item 6. Exhibits

10.1	First Amendment to the Prudential Financial, Inc. Omnibus Incentive Plan, effective September 11, 2007.*
10.2	The Prudential Insurance Company of America Deferred Compensation Plan (as amended and restated effective as of January 1, 2008).*
10.3	The Prudential Deferred Compensation Plan for Non-Employee Directors (as amended through October 9, 2007).*
10.4	Prudential Financial, Inc. Non-Employee Director Compensation Summary (as adopted on October 9, 2007, effective January 1, 2008).*
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.

* This exhibit is a management contract or compensatory plan or arrangement.

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, 6th Floor
Newark, NJ 07102

SIGNATURES

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

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: November 1, 2007

Exhibit Index

Exhibit Number and Description

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* This exhibit is a management contract or compensatory plan or arrangement.

**FIRST AMENDMENT
TO THE
PRUDENTIAL FINANCIAL, INC.
OMNIBUS INCENTIVE PLAN**

Pursuant to the power reserved to it in Section 11.1 of the Prudential Financial, Inc. Omnibus Incentive Plan, as amended and restated (the "Plan"), the Plan is hereby amended, effective September 11, 2007, as follows:

The first sentence in the first paragraph of Sections 5.4 of the Plan is hereby restated in its entirety as follows:

"In the event of any Adjustment Event, (a) the aggregate number of shares of Common Stock available for Awards under Section 5.1, (b) the aggregate limitations on the number of shares that may be awarded as a particular type of Award or that may be awarded to any particular Participant in any particular period under Section 5.2 and (c) the aggregate number of shares subject to outstanding Awards and the respective exercise prices or base prices applicable to outstanding Awards shall be equitably adjusted by the Committee, in such manner as the Committee shall determine, with respect to such Adjustment Event, and the Committee's determination shall be conclusive."

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

DEFERRED COMPENSATION PLAN

(UNLESS OTHERWISE NOTED,
AS AMENDED AND RESTATED EFFECTIVE AS OF JANUARY 1, 2008)

This document constitutes part of a prospectus covering securities that have been registered
under the Securities Act of 1933.

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

DEFERRED COMPENSATION PLAN

ARTICLE I—PURPOSE, EFFECTIVE DATE

1.1 Purpose

The purpose of The Prudential Insurance Company of America Deferred Compensation Plan (the “Plan”) is to provide the opportunity for selected employees to defer, subject to the Plan’s terms, a portion of their incentive compensation and have it accumulate on a tax-deferred basis. The Plan is intended to be, and shall be administered as, an unfunded plan maintained for the purpose of providing deferred compensation for a select group of management or highly compensated employees within the meaning of Title I of ERISA (as defined below).

1.2 Effective Date

The Plan, as hereby amended and restated, is generally effective as of January 1, 2008, unless specifically noted otherwise.

ARTICLE II—DEFINITIONS

For the purposes of this Plan, the following terms shall have the meanings indicated, unless the context clearly indicates otherwise:

“Account” means the bookkeeping convention device used by the Employer to measure and determine the amount to be paid to a Participant under the Plan, which shall be bifurcated into a Pre-2005 Account and a Post-2004 Account, to the extent provided in Section 6.1 hereof.

“Annual Compensation” means, for purposes of determining general eligibility to participate in the Plan under Section 3.1(a)(iii) and for purposes of determining “Eligible Compensation” for Insurance Sales Professionals referenced at Section 3.2(a)(iv), (a) for such Insurance Sales Professionals, the total compensation received by such employee that is reportable on Form W-2 as gross income for any Plan Year; and (b) for all other Employees, such Employee’s gross salary and incentive bonus (including any sales bonus) payable in any Plan Year.

“Beneficiary” or “Beneficiaries” means the person, persons or entity entitled under Article V to receive any Plan benefits payable after a Participant’s death.

“Board” means the Board of Directors of the Company.

“Code” means the Internal Revenue Code of 1986, as amended from time to time (including, but not limited to, any regulations or other interpretative guidance promulgated under the Code by the U.S. Department of the Treasury or the Internal Revenue Service, as applicable, which also may be cited separately as “Treasury Regulations” for purposes of this Plan).

“Committee” shall have the meaning set forth in Section 7.1.

“Company” means The Prudential Insurance Company of America.

“Company Retirement Plan” means either (a) The Prudential Traditional Retirement Plan Document, or (b) the Prudential Cash Balance Pension Plan Document, both components of The Prudential Merged Retirement Plan.

“Continuing Service Participant” means a Participant who ceases to be an employee of, but continues to provide services to, any of the 409A Service Recipients following his Retirement or Termination of Employment, or is reasonably expected (at the time of such Retirement or Termination of Employment) to provide services to any of the 409A Service Recipients within 12 months of such termination of employment.

“Corporate Compensation” has the meaning set forth in Section 7.1.

“Deferral Commitments” has the meaning set forth in Section 3.2(b).

“Deferral Period” means, for each Participant, the period of time commencing on the first day of the Plan Year in which Eligible Compensation would otherwise be payable unless deferred pursuant to the terms of the Plan, and ending on the date elected by the Participant (or otherwise determined under the Plan) as provided for in Article III and Article IV.

“Disability” means the first date on or prior to the Participant’s Termination of Employment as of which a Participant has satisfied each of the following conditions: (i) the Participant has satisfied the criteria necessary for determination that such Participant qualifies for long-term disability benefits under the Company’s Welfare Benefits Plan, or comparable long-term disability benefits plan or program sponsored by the Employer or Participating Subsidiary, if applicable; (ii) the Participant has received benefits under the disability plan referenced in subclause (i) above for a period of not less than three months; and (iii) the Participant has been absent from active service due to a medically determinable physical or mental impairment for a continuous period of at least 12 months.

“Eligible Compensation” shall have the meaning set forth in Section 3.2(a).

“Eligible Employee” shall have the meaning set forth in Section 3.1(a).

“Employer” means the Company and any successor of the Company as designated by the Board.

“Employee” generally means, as of any relevant date, any individual who is compensated by the Employer or any Participating Subsidiary for services actually rendered as either a common law employee or as a statutory employee under Code Section 3121(d)(3) (relating to full time life insurance salesman) including, for these purposes and to the degree not specifically described above, agents and other insurance sales professionals of the Employer and any Participating Subsidiary. The term “Employee,” however, for purposes of Section 3.1 of this Plan, does not include: (a) any individual who is on a paid or unpaid leave of absence from the Company or any Participating Subsidiary; (b) any individual who is on Disability; (c) any individual who is receiving severance or similar benefits related to a Termination of Employment from a severance plan or program sponsored or maintained by the Company, any Participating Subsidiary, or any other affiliate of the Company; or (d) any employee or agent of a subsidiary or an affiliate of the Company that is not a Participating Subsidiary at such time as the Deferral Commitment for a particular Plan Year must be made, unless otherwise provided for in Exhibit A.

“ERISA” means the Employee Retirement Income Security Act of 1974, as amended from time to time (including, but not limited to, any regulations or other interpretative guidance promulgated under ERISA by either the U.S. Department of Labor, the Internal Revenue Service (with respect to Title II of ERISA), or the Pension Benefit Guaranty Corporation (with respect to Title IV of ERISA), as applicable).

PAGE 3 - DEFERRED COMPENSATION PLAN

“409A Service Recipients” means the Company and each other entity which is in the same controlled group of affiliated employers as the Company, as determined in accordance with the rules under Section 414(b) and (c) of the Code.

“Financial Hardship” means severe financial hardship to the Participant resulting from a sudden and unexpected illness or accident of the Participant or of a dependent (as defined in Section 152(a) of the Code) of the Participant, loss of the Participant’s property due to casualty, or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant. The circumstances that will constitute a Financial Hardship will depend upon the facts of each case, but in any case, payment may not be made to the extent that such hardship is or may be relieved:

- (a) Through reimbursement or compensation by insurance or otherwise;
- (b) By liquidation of the Participant’s or Participant spouse’s assets, to the extent the liquidation of such assets would not itself cause severe financial hardship; or
- (c) By cessation of deferrals under the Plan.

For purposes of the definition of the term “Financial Hardship,” the term “unforeseeable emergencies” does not encompass sending a Participant’s dependent to college or the desire to purchase a home, and is intended to be interpreted consistent with the definition of the term under Treasury Regulations Section 1.457-2(h)(4).

“Hardship Withdrawal” has the meaning set forth in Section 4.3.

“Institutional and Retirement Sales Professionals,” “Institutional Sales Professionals,” “Insurance Sales Professionals,” “Investment Professionals,” and “Investment Sales Professionals,” as used in Article III, refer to Employees of the Employer or any Participating Subsidiary performing such functions as such terms are generally understood within the Employer or such Participating Subsidiary.

“Insurance Sales Matching Contributions” has the meaning set forth in Section 3.2(c).

“Participant” means (a) an Employee who has satisfied the eligibility requirements of Article III for any Plan Year and (b) has amounts credited to his or her Account under the terms of Article VI.

“Participating Subsidiary” means the following affiliates of the Employer as of the Plan’s Effective Date: PruLease, PAMCO, Prudential Investment Corporation, Prudential Bank & Trust, INTECH, Prudential Mutual Funds LLC, Prudential Real Estate Affiliates, PTC Services, Inc., Prudential HR Management Company, Prudential Mortgage Capital Company LLC, and Prudential Financial, Inc. (effective as of January 1, 2002). In addition to these entities, the term “Participating Subsidiary” means

- (a) any affiliate of the Employer, including, but not limited to
 - (i) any member of a “controlled group of corporations” (as such term is defined in Code Section 1563(a), without regard to the limitations of Code Sections 1563(a)(4) and 1563(e)(3)(C)) of which the Employer is a member,
 - (ii) any trade or business, whether incorporated or not, which for any part of a Plan Year is considered to be under common control with the Employer under Code Section 414(c),
 - (iii) any member of an affiliated service group (as such term is defined under Code Section 414(m)) of which the Employer is a member; and

(b) that the Compensation Committee of the Board as of the Effective Date or hereafter has designated as an entity whose employees may be eligible to participate under the applicable terms of the Plan.

“Participation Agreement” means the agreement submitted by a Participant to the Committee (or its representative, Corporate Compensation (including any Plan Administrator designated by Corporate Compensation)) prior to the beginning of the Deferral Period, with respect to a Deferral Commitment made for such Deferral Period.

“Plan” means this Deferred Compensation Plan as amended from time to time.

“Plan Year” means the calendar year.

“Post-2004 Account” means a sub-account established within a Participant’s Account pursuant to Section 6.1 to separately record the portion, if any, of a Participant’s Account which is attributable to Eligible Compensation that had been credited to such Account and which was earned or vested after December 31, 2004, and earnings thereon.

“Pre-2005 Deferred Compensation Account” means a sub-account established within a Participant’s Account pursuant to Section 6.1 to separately record the portion, if any, of a Participant’s Account which is attributable to Eligible Compensation that had been credited to such Account and which was earned and vested as of December 31, 2004, and earnings thereon.

“Prudential Cash Balance Pension Plan” means the Prudential Cash Balance Pension Plan Document, a component of the Company Retirement Plan.

“Prudential Traditional Retirement Plan” means The Prudential Traditional Retirement Plan Document, a component of the Company Retirement Plan.

“Retires” or “Retirement” means a Participant’s Termination of Employment (as defined below, including the special provisions applicable to a Continuing Service Participant) on or after the earliest date on which he or she satisfies any of the following conditions: (i) has attained age 50 and has completed 20 years of service; (ii) has attained age 55 and has completed 10 years of service or (iii) has attained age 65. Whether a Participant Retires or has reached Retirement shall be determined regardless of whether, as of the date of his or her Termination of Employment, the Participant has commenced receipt of his or her Pension from the Prudential Traditional Retirement Plan or any comparable retirement plan sponsored by the Employer or Participating Subsidiary

“Termination of Employment” means a Participant’s separation from service from the 409 Service Recipients for any reason other than death; provided however, that, in the case of any Continuing Service Participant, the term Termination of Employment or Retirement (and any similar terms used in this Plan) shall be deemed to refer to the date at which such Participant incurs a “separation from service,” within the meaning of Section 409A of the Code and the regulations promulgated thereunder, from the 409A Service Recipients. This means that rather than being entitled to receive a distribution hereunder upon, or at a specified time following, a termination of employment, a Continuing Service Participant shall only be entitled to receive such distribution upon, or at a specified time following, such a separation from service.

“Unforeseeable Emergency” means a severe financial hardship to the Participant resulting from an illness or accident of the Participant or the Participant’s spouse or dependents; loss of the Participant’s property due to casualty; or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant. Whether a Participant has an Unforeseeable Emergency shall be determined on the particular facts and circumstances pertaining to such Participant, in accordance with the provisions of Section 409A of the Code and the regulations promulgated thereunder.

ARTICLE III—
ELIGIBILITY, PARTICIPATION AND DEFERRAL COMMITMENTS

3.1 Eligibility and Participation

- (a) **Eligibility.** Eligibility to participate in the Plan shall be limited to any one of the following Employees (each, an “Eligible Employee”) who is:
- (i) at Vice President rank (Grade 06P) and above;
 - (ii) at Managing Director rank and above; and/or
 - (iii) the following select group of management and highly compensated Employees who satisfy the Annual Compensation thresholds set forth below as of the particular Plan Year (if noted):
 - (A) For Plan Year 2000 Deferral Commitments only:
 - (I) An Investment Professional at Senior Vice President and Vice President rank whose Annual Compensation exceeds (or is anticipated to exceed) \$200,000 in any Plan Year; and
 - (II) An Institutional and Retirement Sales Professional at Vice President rank whose Annual Compensation exceeds (or is anticipated to exceed) \$250,000 in any Plan Year;
 - (B) For Plan Year 2001 Deferral Commitments and beyond:
 - (I) An Investment Professional at Senior Vice President and Vice President rank whose Annual Compensation exceeds (or is anticipated to exceed) \$200,000 in any Plan Year;
 - (II) An Investment Sales Professional at Regional Manager rank and above whose Annual Compensation exceeds (or is anticipated to exceed) \$200,000 in any Plan Year; and
 - (III) An Institutional Sales Professional at Sales Manager rank and above whose Annual Compensation exceeds (or is anticipated to exceed) \$200,000 in any Plan Year; and/or
 - (C) An Insurance Sales Professional whose Annual Compensation exceeds (or is anticipated to exceed) \$100,000 for such Plan Year.
- (b) **Participation.** An Eligible Employee may elect to participate in the Plan with respect to the Deferral Period by submitting a Participation Agreement by the 31st day of December, or such other date specified in the enrollment materials, which must be in the year preceding the Plan Year in which the services in respect of which the Eligible Compensation is payable commence to be performed by the Participant.

3.2 Deferral Commitments and Insurance Sales Professionals Matching Contributions

- (a) **Eligible Compensation.** The following compensation is eligible for deferral, in whole or in part, under the Plan by an Eligible Employee (“Eligible Compensation”):
- (i) Grants under the Employer’s or any Participating Subsidiary’s long-term incentive award plans, the precise amounts of which, as of the time such Employee may complete a Participation Agreement, are unknown to such Employee;

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- (ii) Grants under the Employer's or any Participating Subsidiary's sales bonus award plans, the precise amounts of which, as of the time such Employee may complete a Participation Agreement, are unknown to such Employee;
 - (iii) Grants under the Employer's or any Participating Subsidiary's annual incentive award plans, the precise amounts of which, as of the time such Employee may complete a Participation Agreement, are unknown to such Employee; and
 - (iv) For Insurance Sales Professionals described in Section 3.1(a)(iii)(c) above, all amounts in excess of \$100,000 of Annual Compensation earned during the Plan Year subsequent to the year in which such Employee executes a Participation Agreement in accordance with the terms of Section 3.4.

For purposes of this Section 3.2(a), the term "Eligible Compensation" does not include any (a) salary payments made to Eligible Employees (except as may be included under the terms of Section 3.2(a)(iv) above), (b) any supplemental bonuses paid to an Eligible Employee that are not part of a compensation plan sponsored by the Employer or any Participating Subsidiary, (c) any severance payments paid to an Eligible Employee, or (d) any amounts under any such long-term incentive award, sales bonus award or annual incentive award plans or other programs or arrangements that are "guaranteed" by the Employer or any Participating Subsidiary to an Eligible Employee, whether or not as part of an employment or severance agreement with such Eligible Employee, or are otherwise known or determinable by such Employee as of the time of such Eligible Employee's enrollment in the Plan pursuant to a Participation Agreement. Notwithstanding anything else contained herein to the contrary, so long as an Eligible Employee completes a Participation Agreement in respect thereof at a time established by Corporate Compensation in compliance with the requirements of Section 409A of the Code, grants under the Employer's or any Participating Subsidiary's notional carried interest investment plan, as to which the Eligible Employee had an earned and vested right to payment as of December 31, 2004 and payment of which is made after 2007, shall be treated as Eligible Compensation.

(b) **Form of Deferral.** The amount of Eligible Compensation that Eligible Employees may defer under the Plan with respect to services to be performed in any subsequent Plan Year or Years (the "Deferral Commitment") shall be indicated on any Participation Agreement as a percentage (in five percent (5%) increments up to eighty percent (80%)) for Participants that are Insurance Sales Professionals; and for all other Participants, a percentage (in five percent (5%) increments up to eighty-five percent (85%) of such participant's annual incentive award or long-term incentive award.

(c) **Insurance Sales Professional Matching Contribution.** For any Eligible Employee who is an Insurance Sales Professional and who makes a Deferral Commitment under the Plan in respect of any Plan Year, an Insurance Sales Professional Matching Contribution shall be made on such Participant's behalf with respect to the Deferral Commitment in an amount equal to three percent (3%) of such Deferral Commitment.

3.3 Deferral Period

Once the Eligible Employee has completed a Participation Agreement with respect to an amount of Eligible Compensation, a new Deferral Period begins on the first day of the Plan Year in which the Participant commences the services in respect of which the Eligible Compensation would otherwise be earned unless deferred pursuant to the terms of the Plan. Except as otherwise expressly provided herein, such new Deferral Period will extend, at the Participant's election, as set forth in the Participation Agreement, to any of the following:

- 1) A specified date in a year subsequent to the year in which the Eligible Compensation deferred under the terms of this Plan would otherwise have been payable to such Participant;
- 2) The Participant's Retirement;
- 3) January of the year following the Participant's Retirement; or
- 4) The Participant's death, Disability or Termination of Employment;

provided, however, effective for Plan Years beginning after Plan Year 2007, (i) to the degree that a Participant has elected a fixed payment date pursuant to clause (1) above that has not occurred at the date of the Participant's Retirement, payments from the Participant's Account will commence, regardless of such fixed date election, on the first anniversary of the Participant's Retirement, and (ii) in all events, irrespective of the Participant's election of a specified date, Retirement, January of the year following Retirement or Disability or Termination of Employment under this Section 3.3, payments shall commence under the Plan no later than the last day of the Plan Year in which any such Participant has attained age 70 1/2, as determined under the books and records of the Company.

3.4 Enrollment

(a) **General Rule.** In order for an Eligible Employee to become a Participant under the Plan, the Eligible Employee must complete a Participation Agreement and submit it to the Committee (or its representative, Corporate Compensation) in the time frame specified in Section 3.1(b). If a Participation Agreement is not received by such date, the Eligible Employee is deemed to have elected not to defer any Eligible Compensation under the Plan for such subsequent Plan Year. Once received by the Committee (or its representative, Corporate Compensation (including any Plan Administrator designated by Corporate Compensation)), such election to defer Eligible Compensation is irrevocable by the Eligible Employee.

(b) **Effect of Enrollment in the Event of a Termination of Employment.** Effective in respect of compensation payable for services to be commenced in Plan Years beginning on or after January 1, 2008, if an otherwise Eligible Employee incurs a Termination of Employment after completing a Participation Agreement in respect of services to be performed commencing in such Plan Year, but prior to the commencement of such Plan Year, such election for that Plan Year will be deemed null and void and no amounts will be credited to the Participant's Account under the Plan. In the event that an Eligible Employee completed a Participation Agreement and commenced the services to which such Eligible Compensation relates, such Participation Agreement will continue in full force and effect (to the extent the Participant is otherwise entitled to receive any compensation under the terms of the plan(s) or agreement(s) governing the payment of such Eligible Compensation). Any amount credited to the Participant's account following Termination of Employment shall be paid in accordance with the provisions of Article IV applicable with respect to such Deferral Commitment.

3.5 Vesting

Participants will, at all times, be fully vested in the notional value of their Account balances under the Plan (which, due to notional gains, losses and interest, may be greater or lesser than the amount of Eligible Compensation actually deferred under the Plan).

ARTICLE IV—DISTRIBUTIONS

4.1 Distribution Election Requirements

A Participant may elect to commence to receive a distribution of amounts deferred with respect to a Deferral Period (i) at a fixed date or (ii) at or within a specified period of time following Retirement; provided, however, that (i) if a Participant has a Termination of Employment prior to qualifying for Retirement or prior to the occurrence of a specified date on which payments are to commence in respect of a Deferral Period, any distributions to be made under the Plan (other than distributions that have already commenced to be paid as of a fixed date prior to Termination of Employment) shall be made in connection with such Termination of Employment regardless of the Participant's election of a different commencement date, and (ii) certain other exceptions specified below may, in specified circumstances, modify a Participant's election as to the payment commencement date. Upon enrollment in respect of a Deferral Period, in order for the Participation Agreement to be deemed valid by the Committee (or its representative, Corporate Compensation) in respect of Eligible Compensation, the Participant must elect (i) either a fixed payment commencement date or the time at which distributions will commence following Retirement, (ii) a general distribution option for amounts deferred under the Plan (other than on account of a Termination of Employment prior to qualifying for Retirement or prior to attaining an elected fixed payment date for the commencement of such distributions) that will establish a specified schedule for the payment of distributions of the deferred amounts, and (iii) a distribution option that will establish a specified schedule for the payment of distributions of the deferred amounts in the event of the Participant's Termination of Employment prior to qualifying for Retirement or prior to attaining an elected fixed payment date for the commencement of such distributions. A Participant who fails to elect (i) a payment commencement date shall be deemed to have elected to receive a distribution commencing immediately (subject to Section 4.1(d)) following his or her Termination of Employment (including, where applicable, Retirement) or (ii) a distribution option (whether under the general rules or in connection with a Termination of Employment prior to qualifying for Retirement) shall be deemed to have elected a single, lump sum payment.

(a) **Payment Date.** Participants will elect a payment date to commence payment of amounts deferred each Plan Year that they participate in the Plan. The payment date options that a Participant may elect are:

- (i) Retirement;
- (ii) January of the year following Retirement; or
- (iii) A future specified date in a year that is subsequent to the year in which the Eligible Compensation deferred under the terms of this Plan would otherwise have been payable to such Participant;

provided that, (A) to the degree that a Participant has elected a fixed payment date pursuant to (iii) above that has not occurred at the date of the Participant's Retirement, payments from the Participant's Account will commence, regardless of such fixed date election, on the first anniversary of the Participant's Retirement, (B) in all events, irrespective of the Participant's election of a specified date, Retirement, or January of the year following Retirement; payments shall commence under the Plan no later than the last day of the Plan

Year in which any such Participant has attained age 70 ¹/₂, as determined under the books and records of the Company and (C) any election to commence distributions upon Retirement or the January following Retirement shall be subject to the provisions of Section 4.1(d), if applicable to the Participant.

(b) **General Distribution Option.** For Participants whose service continues until Retirement or who have elected payment at a fixed payment date which occurs prior to the date of the Participant's Termination of Employment, any one of the following general distribution options may be chosen for payments commencing at the payment date determined in accordance with Section 4.1(a):

- (i) A single, lump sum payment;
- (ii) 36 monthly installments;
- (iii) 60 monthly installments; or
- (iv) 120 monthly installments

(c) **Distribution Option in Case of Termination.** For Participants whose service does not continue until Retirement, except as expressly provided in Section 4.1(d) below, distributions which have not been scheduled to commence under the Plan in accordance with the Participant's elections will commence promptly (and in no event more than 90 days) following such Termination of Employment regardless of any election made pursuant to Section 4.1(a). A Participant may choose either of the following distribution options in the event that distribution commences on account of the Participant's Termination of Employment prior to qualifying for Retirement :

- (i) A single, lump sum payment payable as soon as practicable after such termination; or
- (ii) 36 monthly installments beginning January of the year following the Participant's Termination of Employment.

(d) **Six Month Delay in Commencement of Distribution in Respect of Specified Employees.** Notwithstanding anything else contained in this Section 4.1 or elsewhere in the Plan to the contrary, any distribution from a Participant's Post-2004 Account on account of Termination of Employment or Retirement (other than any such event occurring in connection with the Participant's death or Disability) to a Participant who, at the time such distribution would commence, is a "specified employee" within the meaning of Section 409A and the regulations promulgated thereunder shall not commence earlier than six months following the date such Participant incurs such Termination of Employment or Retirement. To the extent that any amount other than distributable to a Participant is delayed by reason of this Section 4.1(d), such amounts shall continue to be held in accordance with the terms of the Plan and the delayed distribution shall be made on the six month anniversary of the Participant's Termination of Employment or Retirement. Corporate Compensation shall determine who is specified employee as of each December 31 in accordance with procedures adopted in compliance with Section 409A, and such determination shall be effective for determining who is a specified employee with respect to distributions commencing in the 12 month period commencing on the next following April 1 and continuing through the second following March 31.

4.2 Payments

(a) **General Rule.** Subject to the terms of the Plan (including, but not limited to, Section 4.1(c) and 4.1(d)), payments will be made as of the date or event elected in the Participation Agreement and according to the distribution payment option elected.

(b) **Small Account Balances – Lump Sum Cashout.** Notwithstanding the foregoing, in the event the Participant's Account balance, when coupled with the amounts credited to the Participant under all other account balance plans maintained by any of the 409A Service Recipients which are required to be aggregated with this Plan for purposes of Section 409A of the Code, is ten thousand dollars (\$10,000) or less at the time a distribution of the Participant's Account balance would commence by reason of the application of Sections 4.1, 4.6 or 4.7, the amount of such Participant's Account balance under this Plan and all other such account balance plans shall be paid out in a lump sum notwithstanding the form of benefit payment elected by the Participant under Section 4.1(b) or (c), Section 4.6 or 4.7, as applicable. For purposes of this Section 4.2(b), a Participant's Account balance shall be valued in accordance with the general provisions of Section 6.4(a).

4.3 Hardship and Unforseeable Emergency Withdrawals

In the event of Financial Hardship, a Participant may request payment of all or a portion of the amounts credited to a Participant's Pre-2005 Account to be accelerated (a "Hardship Withdrawal"). In the event the Participant requests that payment be advanced through a Hardship Withdrawal, the amount involved cannot exceed the funds required to satisfy the Financial Hardship or the balance in the Participant's Pre-2005 Account. A Participant may request to receive a distribution from his or her Post-2004 Account on account of an Unforseeable Emergency. The amount that may be distributed pursuant to the immediately preceding sentence shall not exceed the amount necessary to resolve the financial need arising due to an Unforseeable Emergency and the taxes that would due upon such distribution or, if less, the Participant's balance in his or her Pre-2005 Account as of the date of such withdrawal. In no event shall any financial need be deemed an Unforseeable Emergency to the extent that the related financial need is or may be relieved through reimbursement or compensation from insurance or otherwise, by liquidation of the Participant's assets, to the extent such liquidation would not itself cause severe financial hardship (including, without limitation, distribution of any amount that is available for a Hardship Withdrawal from the Participant's Pre-2005 Account), or by cessation of deferrals under the Plan.

The Participant will be required to produce any information that the Committee finds necessary or appropriate to make a determination of whether the participant has a Financial Hardship or an Unforseeable Emergency. Any Hardship Withdrawal or withdrawal on an account of an Unforseeable Emergency shall be payable in a lump sum within 30 days of the date that the Committee shall have determined that such a Hardship or Unforseeable Emergency exists which entitles a Participant to receive a distribution under this Section 4.3.

In the event the Participant receives a Hardship Withdrawal or a withdrawal with respect to an Unforseeable Emergency, the Participant will be precluded from deferring additional Eligible Compensation in respect of services that would commence to be performed in the subsequent Plan Year.

4.4 Early Distribution With Penalty

A request for an Early Distribution With Penalty of the Participant's Pre-2005 Account balance may be made by submitting a Deferred Compensation Withdrawal Form at any time during a Plan Year. The balance distributed from the Pre-2005 Account will be reduced by a penalty of ten percent (10%) of the Account. For purposes of any such Early Distribution With Penalty, the Account will be valued as of the last day of the month immediately preceding the date on which the request is

received and will be paid in a lump sum within thirty (30) days of receipt by the Committee (or its representative, Corporate Compensation (including any Plan Administrator designated by Corporate Compensation)) of such Withdrawal Form.

If an Early Distribution With Penalty payment is made, the Participant will be precluded from deferring additional Eligible Compensation in respect of services that would commence to be performed in the subsequent Plan Year.

Any penalty amounts withheld from the Early Distribution With Penalty are taxable income to the Participant, and shall be returned to the Employer's general assets.

4.5 Distributions on the Participant's Death

Notwithstanding the distribution and payment options elected, payment of the entire account balance in a single lump sum will be made to the Participant's designated Beneficiary upon notification of the Participant's death. Should the Participant's death occur after monthly installments have already started in accordance with the applicable provisions of the Plan, the balance of the Participant's account shall become due and payable in one single lump sum to the Beneficiary within thirty (30) days of notification of Participant's death.

4.6 Distributions on the Participant's Disability

Should the Participant incur a Disability, payment(s) in the elected form specified for General Distribution Options will begin within thirty (30) days of notification of the Participant's Disability, except that, if Disability should occur after monthly installments have already started in accordance with the applicable provisions of the Plan, payments will continue for the remainder of the elected installment period.

4.7 Distributions On the Participant's Termination of Employment

Except as provided in the next following sentence, in the event of a Participant's Termination of Employment for any reason other than Retirement, death, or Disability, distribution of any amounts in respect of a Deferral Commitment shall be made in connection with such Termination of Employment, in accordance with the distribution option applicable to such Deferral Commitment pursuant to Section 4.1(c), regardless of whether the Participant had otherwise elected to commence payment of the Deferral Commitment at a fixed payment date that is after the date of such Termination of Employment. Notwithstanding the immediately preceding sentence, if payment in respect of a Deferral Commitment were to have commenced as of fixed date specified by the Participant occurring prior to such Termination of Employment, distributions shall be made (or continue) in respect of such Deferral Commitment on the basis otherwise elected by the Participant and without adjustment due to such Termination of Employment.

ARTICLE V—BENEFICIARY DESIGNATION

5.1 Beneficiary Designation

A Participant shall have the right, at any time, to designate one (1) or more persons or an entity as Beneficiary (both primary as well as secondary) to whom benefits under this Plan shall be paid in the event of Participant's death prior to complete distribution of the Participant's Account. Each Beneficiary designation shall be in writing, on a form specified by the Committee (or its representative, Corporate Compensation), and shall be filed with the Committee (or its representative, Corporate Compensation (including any Plan Administrator designated by Corporate Compensation)) during the Participant's lifetime, and any such election shall apply to the Participant's entire Account balance. If a Participant fails to designate a Beneficiary or if a Beneficiary does not survive the Participant, payment will be made to the Participant's estate in the event of the Participant's death.

5.2 Changing Beneficiary

A Participant may change his/her Beneficiary at any time by completing a Beneficiary designation, again in writing on a form specified by the Committee (or its representative, Corporate Compensation). The change will take effect only after it is received by the Committee (or its representative, Corporate Compensation (including any Plan Administrator designated by Corporate Compensation)) and determined to be in good order. Any previous Beneficiary's interest in the Participant's Account under the Plan will end as of the date the request is received and determined to be in good order, even if the Participant is not living when the request is received, and any such election to change Beneficiaries shall apply to the Participant's entire Account balance.

ARTICLE VI—ACCOUNTS

6.1 Participant Accounts

An Account shall be established on behalf of each Participant under the Plan, and all Eligible Compensation amounts that such Participant elects to defer under the terms of the Plan (as well as any Insurance Sales Professional Matching Contribution) shall be credited in such Account at the time it would have otherwise been payable to the Participant (or, in the event of any Insurance Sales Professional Matching Contribution, when the Eligible Compensation related to such Matching Contribution would have been payable to the Participant). In respect of any Participant who had an Account to which deferred Eligible Compensation had been credited in respect of any Plan Year prior to 2005, such Account shall be bifurcated into two sub-accounts: the Pre-2005 Account and the Post-2004 Account.

6.2 Earnings Indices and Investment Options for Accounts

A Participant's Account will be credited with notional interest, earnings (and, where applicable, notional investment gain or loss) that are intended to mirror the investment performance and results of the indices/notional investment options selected by the Participant on the Participation Agreement beginning with the date of deferral (or, if attributable to Insurance Sales Professional Matching Contributions, the date such amounts are credited to the Account) until such time as payment of the entire account balance is made.

For Plan Year 2000, the available notional investment options under the Plan are intended to mirror the performance of four of the investment options available to participants of the Prudential Employee Savings Plan in 2000, as follows: (a) the Fixed Rate Fund; (b) the Prudential Stock Index Fund; (c) the Prudential Balanced Fund; and (d) the Prudential Jennison Growth Fund. For Plan Years beginning on or after January 1, 2001, the available notional investment options under the Plan are intended to mirror the performance of all of the then-current investment options available to participants of the Prudential Employee Savings Plan in such year. With respect to amounts deemed allocated to the notional Fixed Rate Fund under the Plan, such amounts will be credited with interest in the same general manner as interest would be credited to amounts actually invested in the actual Fixed Rate Fund; with respect to amounts deemed allocated to the other notional investment options under the Plan, such amounts will be credited under the Plan as if the Participant had actually purchased units of such separate account/mutual funds on the date of such deferral. To the extent that various actual investment options are added to, or removed from, the Prudential Employee Savings Plan, comparable changes shall be made in the available notional investment options under this Plan, and any such changes shall be communicated to Participants as soon as administratively practicable.

A Participant may elect any combination of the available notional investment options; provided, however, that the Participant's allocation of his or her account must be stated in five percent (5%) increments.

6.3 Changing Indices

A Participant may change how the notional amounts reflected in his or her Account are deemed invested by completing an Account Reallocation Form. Such deemed investment allocations may be changed periodically, and in no event less than once per calendar quarter. Effective with the 2002 Plan Year, allocations may be changed monthly and changes will be effective on the first day of the following month.

To the extent that additions to, or subtractions from, the number of indices/notional investment options are made under this Plan, Participants will be asked to complete an Account Reallocation Form to indicate if they wish to reallocate their notional Account balances. In the event no such Form is received, no changes to the Participant's Account will be made except that, in the event a particular indices/notional investment option is eliminated and no Form has been completed, the notional amounts credited in such eliminated index shall be credited under the notional Fixed Account Fund as of the date of such elimination (or as soon as administratively practicable thereafter).

6.4 Account Valuation and Reports

(a) **Periodic Account Valuation.** For purposes of Account recordkeeping, periodic updates of the notional value of each Participant's Account (and of the aggregate unfunded liabilities of the Plan as a whole) shall be made at the direction of the Committee (in any event, no less frequently than as of the end of each calendar quarter). With respect to any distribution for a Participant's Account as provided for in Article IV of the Plan, the aggregate value of any such distribution shall be calculated by reference to the notional value of the Account as of the last day of the month prior to the month in which such distribution is either anticipated to commence (including after giving effect to the provisions of Section 4.1(d)).

(b) **Participant Statements.** Quarterly statements illustrating Participant Account balances, including any notional gains or losses in such Accounts, shall be made available to Participants as soon as practicable after the end of each calendar year quarter, in a form and manner prescribed by the Committee.

ARTICLE VII—ADMINISTRATION

7.1 Administration of the Plan

The Compensation Committee of the Board shall appoint a committee (the "Committee") to administer the Plan, which shall be comprised of the Vice President – Total Compensation, the Vice President – Employee Benefits and a Vice President – Compensation of the Company. In addition, a member of the Law Department shall serve as a non-voting secretary of the Committee. The Committee shall maintain such procedures and records as will enable the Committee to determine the Participants and their Beneficiaries who are entitled to receive benefits under the Plan and the amounts thereof. Further, the Committee may elect to delegate its administrative responsibilities under the Plan (including, but not limited to, the distribution of Participation Agreements and the monitoring of the various recordkeeping services related to Accounts under the Plan) to, among other entities, the Corporate Compensation unit of the Company's Human Resources function ("Corporate Compensation"). To the degree the delegation of such responsibilities is specifically referenced under the terms of the Plan, the Committee shall be deemed to have so elected to delegate such responsibilities to Corporate Compensation.

7.2 General Powers of Administration

Subject to oversight by the Compensation Committee of the Board, the Committee shall have the exclusive right, power, and authority, in its sole, full and absolute discretion, to interpret any and all of the provisions of the Plan, to supervise the administration and operation of the Plan, and to consider and decide conclusively any questions (whether of fact or otherwise) arising in connection with the administration of the Plan or any claim for benefits arising under the Plan. Any decision or action of the Committee shall be conclusive and binding on all parties, including the Participants.

ARTICLE VIII—AMENDMENT AND TERMINATION OF PLAN

8.1 Amendment of the Plan

(a) **General.** The Committee shall have the authority to adopt minor amendments to the Plan without prior approval by the Compensation Committee of the Board that:

- (i) are necessary or advisable for purposes of complying with applicable laws and regulations;
- (ii) relate to administrative practices under the Plan;
- (iii) relate to the selection or deletion of additional notional investment options for Participants in their accounts; or
- (iv) have an insubstantial financial effect on the Plan.

The Compensation Committee of the Board shall have the authority to adopt any other amendments to the Plan not encompassed under the terms of the preceding sentence. Any such amendments must be made by written instrument, and notice of such amendments shall be provided as soon as practicable to Participants after their adoption.

(b) **Amendments Related to Certain Corporate Transactions.** Without limiting the provisions of Section 8.1(a) above, in the event of a corporate transaction or transactions involving the sale, spin-off or other disposition of assets or equity interests in the Employer or any Participating Subsidiary to an unaffiliated entity (“Third Party Acquirer”) and which, as a result of such transaction or transactions, it is anticipated that Participants may be transferred to, or be employed by, the Third Party Acquirer or other entities which, as a result of such transaction, are no longer affiliated with the Employer (the “Transferred Participants”), the Company may amend the Plan to provide for the transfer of Account liabilities rather than the distribution of Account balances to such affected Participants in accordance with the terms of Section 4.1(c) and 4.7, as follows:

- (i) Both the Employer (or, if relevant, the Participating Subsidiary) and the Third Party Acquirer must agree to the transfer of Account liabilities with respect to all of the Transferred Participants transferred to, or employed by, the Third Party Acquirer or its affiliates; and
- (ii) The Third Party Acquirer must agree to establish a new plan (or modify an existing deferred compensation plan) (the “Transferee Plan”), on or prior to the corporate transaction and the transfer of Account liabilities pertaining to the Transferred Participants that, in a form satisfactory to the Employer, provides, among other things, for:
 - (A) the assumption by the Transferee Plan of all applicable terms (other than notional investment options) of such Transferred Participant’s Participation Agreements with respect to any amounts deferred or credited under the Plan on or prior to the effective date of such Account transfer;

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- (B) the provision of at least equivalent notional investment options to those offered under the Plan to Participants as of the proposed date of Account liability transfer; and
 - (C) the assumption of (and indemnification by) the Third Party Acquirer of the Company, Employer and all Participating Subsidiaries (including their agents, employees, officers and other representatives) of any and all liabilities relating to such Transferred Participants' Account liability transferred from the Plan to the Transferee Plan (including, but not limited to, assumption of the Employer's responsibility under Section 8.3 of the Plan through the adoption of identical language in the Transferee's Plan effective as of the transfer of such Account liabilities).

8.2 Termination of the Plan

The Company reserves the right to terminate the Plan in any respect and at any time and may do so pursuant to a written resolution of the Compensation Committee of the Board. Notwithstanding the foregoing, no termination of the Plan shall accelerate or otherwise change the time at which, or the form in which, amounts are distributable hereunder, unless such acceleration or other change can be effected in connection with such termination without causing all or any portion of such amounts to be subject to the additional rate of tax imposed under Section 409A of the Code.

8.3 Limitations on Amendment or Termination of the Plan

Notwithstanding anything else to the contrary set forth in the Plan, any amendment or termination of the Plan may not adversely affect the rights of any Participant or Beneficiary to receive the amount of benefits earned and accrued under the Plan prior to such amendment or termination; provided, however, that

- (a) any amendment satisfying the terms of Section 8.1(b);
- (b) any alteration of the notional investment options under the Plan as set forth under Section 8.1(a),
- (c) any acceleration of payments of amounts accrued under the Plan by operation of the Plan's terms; or
- (d) any decision by the Committee or the Compensation Committee to limit participation (or other features of the Plan) prospectively under the Plan

shall not be deemed to violate this provision.

ARTICLE IX—MISCELLANEOUS

9.1 Unfunded Plan/ Participant's Rights Unsecured and Unfunded

This Plan is an unfunded plan maintained primarily to provide deferred compensation benefits for a select group of management or highly-compensated employees within the meaning of Sections 201,301 and 401 of ERISA, and therefore is exempt from the provisions of Parts 2,3 and 4 of Title I of ERISA. Accordingly, no assets of the Company shall be segregated or earmarked to represent the liability for accrued benefits under the Plan. Amounts referenced in Participant Account statements are only recordkeeping devices reflecting such liability for accrued benefits, and do not reflect any actual amounts credited. The right of a Participant (or his or her Beneficiary) to receive a payment hereunder shall be an unsecured claim against the general assets of the Company. All payments under the Plan shall be made from the general funds of the Company. The Company is not required to set aside money or any other property to fund its obligations under the Plan, and all amounts that may be set aside by the Company prior to the distribution of Account balances under the terms of the Plan remain the property of the Company.

Notwithstanding the foregoing, nothing in this Section 9.1 shall preclude the Company, in its sole discretion, after the Effective Date, from establishing a "rabbi trust" or other vehicle in connection with the operation of this Plan, provided that no such action shall cause the Plan to fail to be an unfunded plan designed to provide deferred compensation benefits for a select group of management or highly-compensated employees for purposes within the meaning of Title I of ERISA.

9.2 Plan Is Not a Contract of Employment

This Plan shall not constitute a contract of employment between the Employer and/or any Participating Subsidiary and the Participant. Nothing in this Plan shall give a Participant the right to be retained in the service of the Employer or to interfere with the right of the Employer to discipline or discharge a Participant at any time.

9.3 Notice

Any notice required or permitted under the Plan shall be sufficient if in writing and hand delivered, sent by first class, registered or certified mail, or by such other means as the Committee, in its sole discretion, may deem appropriate. Such notice shall be deemed as given as of the date of delivery or, if delivery is made by mail, as of the date shown on the postmark or on the receipt for registration or certification. Mailed notice to the Committee shall be directed to the Company's address, c/o Corporate Compensation. Mailed notice to a Participant or Beneficiary shall be directed to the individual's last known home or office address in Employer's records.

9.4 No Guarantee of Benefits

Nothing contained in the Plan shall constitute a guaranty by the Employer or any other person or entity that the assets of the Company will be sufficient to pay any benefit hereunder.

9.5 Non-Alienation Provision

No interest of any person or entity in, or right to receive a benefit or distribution under, the Plan shall be subject in any manner to sale, transfer, assignment, pledge, attachment, garnishment, or other alienation or encumbrance of any kind; nor may such interest or right to receive a distribution be taken, either voluntarily or involuntarily for the satisfaction of the debts of, or other obligations or claims against, such person or entity, including claims for alimony, support, separate maintenance and claims in bankruptcy proceedings.

9.6 Applicable Law

The Plan shall be construed and administered under the laws of the State of New Jersey, except to the extent that such laws are preempted by ERISA.

9.7 Taxes

To the extent required by law, amounts accrued under the Plan shall be subject to federal and state income, federal social security and federal or state unemployment taxes during the year the services giving rise to such amounts were performed (or, if later, when the amounts are both determinable and not subject to a substantial risk of forfeiture). The Company, the Employer or the Participating Subsidiary (as applicable) shall withhold from any payments made pursuant to the Plan such amounts as may be required by federal, state or local law, and the Company, the Employer or the Participating Subsidiary (as applicable) further reserves the right: (a) to limit or reduce the amounts intended to be deferred under the terms of the Plan as may be necessary or appropriate in order to ensure that any required tax withholdings can be deducted; and/or (b) to require the Participant to pay any taxes owed on such amounts through payroll deduction.

9.8 Excess Payments

If the compensation, years of service, age, or any other relevant fact relating to any person is found to have been misstated, the Plan benefit payable by the Company to a Participant or Beneficiary shall be the Plan benefit which would have been provided on the basis of the correct information. Any excess payments due to such misstatement, or due to any other mistake of fact or law, shall be refunded to the Company or withheld by it from any further amounts otherwise payable under the Plan.

9.9 No Impact on Other Benefits

Amounts deferred and accrued under the Plan shall not be included in a Participant's compensation for purposes calculating benefits under any other plan, program or arrangement sponsored by the Employer or Participating Subsidiary, unless such plan, program or arrangement so provides.

9.10 Data

Each Participant or Beneficiary shall furnish the Committee with all proofs of dates of birth and death and proofs of continued existence necessary for the administration of the Plan, and the Company shall not be liable for the fulfillment of any Plan benefits in any way dependent upon such information unless and until the same shall have been received by the Committee in a form satisfactory to it.

9.11 Incapacity of Recipient

If a Participant or other Beneficiary entitled to a distribution under the Plan is living under guardianship or conservatorship, distributions payable under the terms of the Plan to such Participant or Beneficiary shall be paid to his or her appointed guardian or conservator and such payment shall be a complete discharge of any liability of the Company, the Employer and the Participating Subsidiary (as the case may be) under the Plan.

9.12 Usage of Terms and Headings

Words in the masculine gender shall include the feminine and the singular shall include the plural, and vice versa, unless qualified by the context. Any headings are included for ease of reference only, and are not to be construed to alter the terms of the Plan.

Exhibit A — Certain Employee Transfers

Transfer of Employees from the Company to Jennison Associates During Plan Year 2000

With respect to any Employee that (a) was transferred from the Company to Jennison Associates (a subsidiary of the Company that is not a Participating Subsidiary) in Plan Year 2000 pursuant to the transfer of the Company's public equity management unit to Jennison Associates and (b) that would otherwise have been treated as an "Eligible Employee" as defined under the Plan but for such transfer, such Employees shall continue to be eligible to submit a Participation Agreement to defer Eligible Compensation (as generally defined in Section 3.2(a) of the Plan) that would otherwise be payable to such Employees in Plan Year 2001 pursuant to the terms of the Plan. Once such deferrals are made, such affected Employees will be treated as Employees who have transferred employment from the Company to a subsidiary or affiliate of the Company that is not a Participating Subsidiary, and the general provisions of the Plan will continue to be in full force and effect.

THE PRUDENTIAL DEFERRED COMPENSATION PLAN
FOR NON-EMPLOYEE DIRECTORS

The Prudential Deferred Compensation Plan for Non-Employee Directors (the “Plan”) was established by The Prudential Insurance Company of America (“Prudential Insurance”), effective as of July 1, 1974, for the purpose of providing a method of deferring payment to non-employee directors of the Company (the “Non-Employee Directors”) of their fees, as fixed from time to time by the Board of Directors of the Company until termination of their services on the Board. The Plan was amended and restated effective as of May 12, 1998. Effective as of January 1, 2002, the Plan was amended to transfer sponsorship from Prudential Insurance to Prudential Financial, Inc. (the “Company”) to reflect the change in corporate structure resulting from the demutualization of Prudential Insurance, and the establishment of the Company as the publicly-held parent company of Prudential Insurance as of December 17, 2001. Effective as of September 10, 2002, the Plan has been amended and restated, with such changes generally to be effective as of January 1, 2003 as set forth herein, to provide for the deferral of “Stock Based Fees” and “Cash Based Fees” (as defined below), the provision of certain additional notional investment options under the Plan related to the deferral of such Fees, and to address the suspension of, and “rollover” of accrued amounts under, the Pension Plan (as defined below). The Plan was further amended on March 11, 2003, the principal change being the addition of Section 7.1 to provide a limit on the number of shares to be distributed under the Plan. The Plan was further amended on October 9, 2007 in order to cause the terms of the Plan to comply with the requirements of Section 409A of the Code.

The Plan is intended to be, and shall be administered as, an unfunded plan maintained for the purpose of providing deferred compensation for the Non-Employee Directors and, as such, is not an “employee benefit plan” within the meaning of Title I of ERISA (as defined below). To the degree applicable, the Plan is also intended to comply with the provisions of New Jersey Statutes Annotated 17B:18-52.

ARTICLE I

DEFINITIONS

The following capitalized terms shall have the meanings hereinafter set forth in this Plan:

“Adjustment Event” means any stock dividend, stock split or share combination of, or extraordinary cash dividend on, the Common Stock or recapitalization, reorganization, merger, consolidation, split-up, spin-off, combination, dissolution, liquidation, exchange of shares, warrants or rights offering to purchase Common stock at a price substantially below fair market value or other similar event affecting the Common Stock of the Company.

“Board of Directors” or “Board” means the Board of Directors of the Company.

“Cash-Based Fees” shall mean, effective as of January 1, 2003, Fees payable in U.S. currency to the Company’s Non-Employee Directors, the amount of which may be periodically amended or modified consistent with the requirements of the By-laws and Statement of Corporate Governance Principles and Practices of the Company.

“Change of Control” shall be deemed to have occurred if any of the following events shall occur:

(i) any Person (as defined below) acquires “beneficial ownership” (within the meaning of Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of the Company representing 25% or more of the combined Voting Power (as defined below) of the Company’s securities; or

(ii) within any 24-month period, the persons who, at the beginning of such period, were the members of the Board (the “Incumbent Company Directors”) shall cease to constitute at least a majority of the Board or the board of directors of any successor to the Company; provided, however, that any director elected to the Board, or nominated for election to the Board, by a majority of the Incumbent Company Directors then still in office shall be deemed to be an Incumbent Company Director for purposes of this subclause (ii); or

(iii) upon the consummation of a merger, consolidation, share exchange, division, sale or other disposition of all or substantially all of the assets of the Company (a “Company Corporate Event”), immediately following the consummation of which the stockholders of the Company immediately prior to such Company Corporate Event do not hold, directly or indirectly, a majority of the Voting Power of

(x) in the case of a merger or consolidation, the surviving or resulting corporation,

(y) in the case of a share exchange, the acquiring corporation or

(z) in the case of a division or a sale or other disposition of assets, each surviving, resulting or acquiring corporation which, immediately following the relevant Company Corporate Event, holds more than 25% of the consolidated assets of the Company immediately prior to such Company Corporate Event, provided that no Change of Control shall be deemed to have occurred with respect to any Participant who is employed, immediately following such Company Corporate Event, by any entity in which the policyholders or stockholders of the Company, as the case may be, immediately prior to such Company Corporate Event hold, directly or indirectly, a majority of the Voting Power; or

(iv) any other event occurs which the Board declares to be a Change of Control.

Notwithstanding the foregoing, a Change of Control shall not be deemed to have occurred merely as a result of an underwritten offering of the equity securities of the Company where no Person (including any group (within the meaning of Rule 13d-5(b) under the Exchange Act)) acquires more than 25% of the beneficial ownership interests in such securities.

“Code” means the Internal Revenue Code of 1986, as amended.

“Committee” means the Committee that has been appointed by the Board of Directors pursuant to Article V of the Plan.

“Common Stock” means the common stock, par value \$0.01, of the Company.

“Company” means Prudential Financial, Inc.

“Controlled Group” means the Company and (i) each corporation which is a member of a controlled group of corporations (within the meaning of Section 414(b) of the Code) which includes the Company, (ii) each trade or business (whether or not incorporated) which is under common control with the Company (within the meaning of Section 414(c) of the Code), (iii) each organization included in the same affiliated service group (within the meaning of Section 414(c) of the Code) as the Company, and (iv) each other entity required to be aggregated with the Company pursuant to regulations promulgated under Section 414(o) of the Code. Any such entity shall be treated as part of the Controlled Group only for the period while it is a member of the controlled group or considered to be in a common control group.

“Deferred Compensation Accounts” shall have the meaning set forth in Section 3.1 of the Plan.

“Deferred Stock Units” shall have the meaning set forth in Section 7.1.

“Early Distribution With Penalty” shall have the meaning set forth in Section 4.3.

“Effective Date” means July 1, 1974.

“ERISA” means the Employee Retirement Income Security Act of 1974, as amended.

“Exchange Act” means the Securities Exchange Act of 1934, as amended.

“Fees” includes all fee income payable to Non-Employee Directors for their service on the Board of Directors, including, but not limited to (i) annual service fees, (ii) meeting fees (including orientation meeting fees), and (iii) compensation that may be payable to such Non-Employee Directors for serving on any of the committees of the Board of Directors. The term “Fees” does not include travel payments that may be made to such Non-Employee Directors as a result of attending orientation meetings of the Board of Directors, payments that constitute reimbursement for expenses incurred by such Non-Employee Director in connection with his or her services to the Board of Directors, nor any fees that may be payable to such Non-Employee Director for service as a trustee of The Prudential Foundation. Effective January 1, 2003, the term “Fees” shall include both Stock-Based Fees and Cash-Based Fees, unless otherwise noted in this Plan.

“Fixed Units” shall have the meaning set forth in Section 3.3(b)(i).

“Hardship” means an unanticipated emergency that is caused by an event beyond the control of the Participant or beneficiary, and that would result in severe financial hardship to such Participant or beneficiary.

“Non-Employee Director” means any Director of the Company who is not a salaried officer or employee of either the Company or any entity within the Controlled Group.

“Participant” means a Non-Employee Director of the Company (and, if applicable, their beneficiaries) who has elected to participate in the Plan and thereby defer all or a portion of the Fees to be earned by such Participant in the next applicable Plan Period.

“Pension Plan” means The Pension Plan For Non-Employee Directors Of Prudential Financial, Inc., as suspended by the Company as of December 31, 2002.

“Pension Plan Rollover Deferrals” has the meaning set forth in Section 3.3 (a) (ii).

“Person” means any person (within the meaning of Section 3(a)(9) of the Exchange Act), including any group (within the meaning of Rule 13d-5(b) under the Exchange Act), but excluding any of the Company, any Subsidiary or any employee benefit plan sponsored or maintained by the Company or any Subsidiary.

“Plan Period” has the following meaning: (a) with respect to the “First Plan Period,” the period commencing on July 1, 1974, and terminating on December 31, 1974, and (b) with respect to all subsequent Plan Periods, the period of time commencing on January 1 and terminating on December 31 for all successive calendar years.

“Post-2004 Deferred Compensation Account” means a sub-account established within a Participant’s Deferred Compensation Account pursuant to Section 3.1 to separately record the portion, if any, of a Participant’s Deferred Compensation Account which is attributable to Fees deferred in respect of Plan Periods commencing after December 31, 2004 and earnings thereon.

“Pre-2003 Fee Deferrals” has the meaning set forth in Section 3.3(a)(i).

“Pre-2005 Deferred Compensation Account” means a sub-account established within a Participant’s Deferred Compensation Account pursuant to Section 3.1 to separately record the portion, if any, of a Participant’s Deferred Compensation Account which is attributable to Fees deferred in respect of Plan Periods ended on or before December 31, 2004 and earnings thereon.

“Retirement Date” means the first day of the month following the month in which the Participant terminates his or her services as a Non-Employee Director.

“Secretary” means the Secretary of the Board of Directors and, for purposes of this Plan and various administrative procedures described herein, the term “Secretary” shall also include any member of the Secretary’s Department of the Company,

“Stock-Based Fees” shall mean, effective as of January 1, 2003, Fees payable in Common Stock to the Company’s Non-Employee Directors, the amount of which may be periodically amended or modified consistent with the requirements of the By-laws and Statement of Corporate Governance Principles and Practices of the Company.

“Subsidiary” means any corporation or partnership in which the Company owns, directly or indirectly, more than 50% of the total combined voting power of all classes of stock of such corporation or of the capital interest or profits interest of such partnership.

“Unforeseeable Emergency” means is a severe financial hardship to the Participant resulting from an illness or accident of the Participant or the Participant’s spouse or dependents; loss of the Participant’s property due to casualty; or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant. Whether a Participant has an Unforeseeable Emergency shall be determined on the particular facts and circumstances pertaining to such Participant, in accordance with the provisions of Section 409A of the Code and the regulations promulgated thereunder.

ARTICLE II

PARTICIPATION REQUIREMENTS

2.1 Eligibility. A Non-Employee Director will be deemed a Participant in the Plan either (a) if he or she defers all or a portion of the Fees to be earned during a Plan Period as provided herein, and/or (b) if such Non-Employee Director has accrued a pension under the terms of the Pension Plan the value of which is to be transferred to this Plan as of such date pursuant to the suspension and subsequent termination of the Pension Plan.

2.2 Elections.

- (a) General Rules. The election to defer all or a portion of the Participant’s Fees for the next Plan Period, as well as the election of the form and timing of any distributions on the Participant’s behalf, shall be made by written notice delivered by the Participant to the Secretary not later than the last day of the open trading window under the Company’s Personal Securities Trading Policy immediately preceding the first day of such Plan Period. In the case of a Non-Employee Director who first becomes eligible during such Plan Period, such election must be made by written notice not later than thirty (30) days after such Non-Employee Director first becomes eligible; provided, however, that with respect to such initial elections, no Fees attributable to the period before which the election is made and presented to the Secretary are eligible for deferral under this Plan. Each such election shall be irrevocable during such Plan Period and thereafter, except as set forth below.
- (b) Amendment of Election Form.
 - (i) *Amounts Earned and Vested as of December 31, 2004*. Each Participant may, no later than the last day of the year prior to the year of his or her anticipated Retirement Date, amend his or her

election forms with respect to his or her Pre-2005 Deferred Compensation Account balance (a) to change the previously-elected form of distribution in respect of all distributions under the Plan to another distribution form permitted under Section 4.1, or (b) to change the starting date for commencement of all payments under the Plan to another definitely determinable date on or after such Retirement Date, provided, however that such election shall be made during an open trading window under the Company's Personal Securities Trading Policy.

- (ii) *Amounts Earned after December 31, 2004.* Each Participant may amend his or her election forms with respect to his or her Post-2004 Deferred Compensation Account balance (a) to change the previously-elected form of distribution in respect of all distributions under the Plan to another distribution form permitted under Section 4.1, or (b) to change the starting date for commencement of all payments under the Plan to another definitely determinable date on or after such Retirement Date, provided, however that such election shall be made during an open trading window under the Company's Personal Securities Trading Policy. Notwithstanding the foregoing to be effective, any election made pursuant to this Section 2.2(b)(ii) must satisfy the following conditions: (x) it must be made at least twelve months prior to the date as of which distribution to the Participant in respect of his or her Post-2004 Deferred Compensation Account would otherwise have been made to the Participant and (y) it must defer the commencement date of distribution to the Participant in respect of his or her Post-2004 Deferred Compensation Account for at least five (5) years from the date that would have applied absent such election.

2.3 Pension Plan Rollover Elections. With respect to any Non-Employee Director not already a Participant, or a current Participant of the Plan who has accrued a pension under the terms of the Pension Plan the value of which is to be transferred to this Plan as of such date pursuant to the suspension and subsequent termination of the Pension Plan, such individuals must, by written notice delivered by the Participant to the Secretary not later than the last day of the open trading window under the Company's Personal Securities Trading Policy immediately preceding the first day of such Plan Period, elect the form and timing of any distributions on the Participant's behalf with respect to such Pension Plan Rollover Deferrals.

Such election form shall specify, at a minimum, that:

- (a) For Participants of the Plan and other Non-Employee Directors who become Participants in this Plan by virtue of such Pension Plan Rollover who are in active service with the Board as of December 31, 2002, the form (lump sum or installment) and timing of any distribution of such Pension Plan Rollover Deferrals as generally provided for under Section 4.1(a) of the Plan; and

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- (b) For Participants of the Plan and other Non-Employee Directors who become Participants in this Plan by virtue of such Pension Plan Rollover who were in active service with the Board as of December 31, 2001 but had retired from the Board prior to December 31, 2002, such Participants will be permitted to elect only five (5) or ten (10) annual installment payments of such amounts, to commence on or after January 1, 2003.

No other election shall be permitted with respect to such Pension Plan Rollover Deferrals, except as set forth in Section 4.4 below.

ARTICLE III

DEFERRED COMPENSATION ACCOUNTS

3.1 Establishment of Deferred Compensation Accounts. An account shall be established for each Participant which shall be designated as his or her Deferred Compensation Account. In respect of any Participant who had deferred Fees hereunder in respect of any Plan Period prior to 2005, such Deferred Compensation Account shall be bifurcated into two sub-accounts: the Pre-2005 Deferred Compensation Account and the Post-2004 Deferred Compensation Account. Each Participant's Deferred Compensation Account may be further sub-allocated as generally provided for under Section 3.3(a) below as a recordkeeping matter and accounting convenience, but the Company shall not be required to segregate any amounts credited to the Deferred Compensation Accounts in any manner or in any form, except in its sole discretion.

3.2 Crediting of Fees to Deferred Compensation Accounts. Upon the execution of a valid election to defer all or a portion of the Fees attributable to services performed by the Participant in the next Plan Period, such Fees shall be credited to the Participant's Deferred Compensation Accounts in the following manner:

- (a) Annual Service Fees. To the degree the Fees deferred by the Participant constitute annual service fees, the amount of the annual service fee to be earned by the Participant for services rendered during the First Plan Period shall be credited in two equal installments on or about the last business day of September and December in such Plan Period and for services rendered during any other Plan Period shall be credited in four equal installments on or about the last business day of March, June, September, and December in the Plan Period to which such service fee relates to his or her Deferred Compensation Account, subject to the provisions of Section 3.4.
- (b) Meeting/Committee Fees. To the degree the Fees deferred by the Participant constitute meeting fees or committee fees, the amount of each fee to be earned by a Participant for attendance at a meeting during a Plan Period shall be credited to his or her Deferred Compensation Account on the last business day of the calendar quarter during the Plan Period when such meeting occurred.

3.3 Earnings Indices and Investment Options for Stock-Based Fees and Cash-Based Fees Within the Deferred Compensation Accounts (Fixed Units and Deferred Stock Units); Allocation Limitations.

A Participant's Deferred Compensation Account will be credited with notional interest, earnings (and, where applicable, notional investment gain or loss) that are intended to mirror the investment performance and results of the two notional investment options offered under the Plan and selected by the Participant on the Participation Agreement, subject to the limitations set forth below:

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- (a) Sub-Allocation of Deferred Compensation Accounts. Amounts credited to each Participant's Deferred Compensation Account shall be identified in the Plan's records as comprised of up to four subaccounts, as follows:
- (i) Amounts credited to an applicable Participant's Deferred Compensation Account for Plan Periods ending on December 31, 2002 (including any interest accrued on such balances (the "Pre-2003 Fee Deferrals");
 - (ii) Amounts credited to an applicable Participant's Deferred Compensation Account as a result of the suspension and subsequent termination of the Pension Plan as of December 31, 2002 (the "Pension Plan Rollover Deferrals");
 - (iii) Stock-Based Fee Deferrals; and
 - (iv) Cash-Based Fee Deferrals.
- (b) Available Notional Investment Options under the Plan. Effective for Plan Years beginning on or after January 1, 2003, there are two (2) available notional investment options under the Plan – the "Fixed Units" and the "Deferred Stock Units":
- (i) Fixed Units. The Fixed Units are intended to mirror the performance of the Fixed Rate Fund, one of the actual investment options available to participants of the Prudential Employee Savings Plan. With respect to amounts deemed allocated to the Fixed Units under the Plan by any Participant, such amounts will be credited with interest in the same general manner as interest would be credited to amounts invested in the actual Fixed Rate Fund. To the extent that the Fixed Rate Fund is amended, replaced or removed from the Prudential Employee Savings Plan, comparable changes shall be made in the available notional investment option under this Plan, and any such changes shall be communicated to Participants as soon as administratively practicable.
 - (ii) Deferred Stock Units. The Deferred Stock Units are intended to mirror the performance of shares of Common Stock, with each Deferred Stock Unit the equivalent of one share of Common Stock. With respect to amounts deemed allocated to Deferred Stock Units by any Participant, such amounts will be credited under the Plan as if the Participant had actually purchased shares of Common Stock on the date of such deferral. If dividends on the Common Stock

are declared while a Participant holds Deferred Stock Units in his or her Deferred Compensation Account, additional Deferred Stock Units will be credited to such Account in the following manner. First, a notional value equal to the cash value of dividends that would be paid upon the same number of whole shares of Common Stock as the Participant has Deferred Stock Units in his or her Deferred Compensation Account on the dividend crediting date (e.g., the date such dividend is payable) will be calculated. Second, such notional value will be deemed to be allocated to the Participant's Deferred Compensation Account and credited to a corresponding number of Deferred Stock Units to such Account (in whole or fractional units) as of the same date, as soon as administratively practicable.

- (c) Allocation Limitations. Generally, a Participant may elect a combination of the two available notional investment options with respect to the amount of Fees deferred under the Plan, subject to the limitations set forth below:
- (i) Cash-Based Fees. With respect to any Cash-Based Fee amounts, such amounts (including any earnings) may be allocated to either the Fixed Units or the Deferred Stock Units under the Plan; provided, however, that the Participant's allocation of his or her account must be stated in five percent (5%) increments.
 - (ii) Stock-Based Fees. With respect to any Stock-Based Fees deferred under the Plan, such amounts (and any notional dividends paid with respect to such amounts) may only be allocated to the Deferred Stock Units under the Plan.
 - (iii) Pre-2003 Fee Deferrals. With respect to any Pre-2003 Fee Deferrals, such amounts may be allocated to either the Fixed Units or the Deferred Stock Units under the Plan; provided, however, that the Participant's allocation of his or her account must be stated in five percent (5%) increments.
 - (iv) Pension Plan Rollover Deferrals. With respect to any Pension Plan Rollover Deferrals deferred under the Plan, such amounts (and any notional dividends paid with respect to such amounts) may only be allocated to the Deferred Stock Units under the Plan.
- (d) Changing Notional Investment Options. Subject to the allocation limitations set forth in Section 3.3(c) above, a Participant may change how the notional amounts reflected in his or her Account are deemed invested by completing an Account Reallocation Form. Such deemed investment allocations may be changed periodically during an open trading window under the Company's Personal Securities Policy, and in no event more

than once per calendar quarter. Changes will be effective the first day of the following month. To the extent that additions to, or subtractions from, the number of indices/notional investment options are made under this Plan, Participants will be asked to complete an Account Reallocation Form to indicate if they wish to reallocate their notional Account balances. In the event no such Form is received, no changes to the Participant's Account will be made except that, in the event a particular notional investment option is eliminated and no Form has been completed, the notional amounts credited in such eliminated option shall be credited under the Fixed Units (or, if such option has been eliminated, a notional investment equivalent to any money market fund option offered under the Prudential Employee Savings Plan) as of the date of such elimination (or as soon as administratively practicable thereafter). The aforementioned allocation limitations apply at all times during which the Participant is in active service as a Non-Employee Director of the Company, and for a period of two (2) years following his or her Retirement Date (or such other period after the Retirement Date as the Committee, in its sole discretion, may impose).

(e) Account Valuation and Reports.

- (i) Periodic Account Valuation. For purposes of Deferred Compensation Account recordkeeping, periodic updates of the notional value of each Participant's Deferred Compensation Account (and of the aggregate unfunded liabilities of the Plan as a whole) shall be made at the direction of the Committee (in any event, no less frequently than as of the end of each calendar quarter). With respect to any distribution for a Participant's Account as provided for in Article IV of the Plan, the aggregate value of any such distribution shall be calculated by reference to the notional value of the Account as of the last day of the month prior to the month in which such distribution is either anticipated to commence or has been requested to commence by the Participant (or Beneficiary, as applicable).
- (ii) Participant Statements. Quarterly statements illustrating Participant Deferred Compensation Account balances, including any notional gains or losses in such Accounts, shall be made available to Participants as soon as practicable after the end of each calendar year quarter, in a form and manner prescribed by the Committee.

3.4 Special Rules Governing Deferral of Annual Service Fees. If, prior to the end of the Plan Period, a Participant (a) becomes an employee of the Company or any member of the Controlled Group, (b) ceases for any reason to be a Non-Employee Director, or (c) has elected to defer all or a portion of his or her annual services fees and the effective date of participation by a Participant for any Plan Period is other than the first day thereof, such Participant's Deferred

Compensation Account will be credited with that proportion of the annual service fee that the Participant has elected to defer for the full Plan Period which the number of days of his or her participation in the Plan during such Plan Period bears to the total number of days in such Plan Period.

ARTICLE IV

DISTRIBUTIONS FROM THE PLAN

4.1 Timing and Form of Distribution. The Company shall pay to the Participant (or, in the event of the Participant's death, to the Participant's designated beneficiary) a sum equal to the amount then standing to his or her credit in his or her Deferred Compensation Account (plus interest as provided for under Section 3.3 herein), in the following manner:

- (a) Normal Form of Benefits – Lump Sum or Installment Payments. Payments shall be made in a lump sum, or in installments (either five (5) or ten (10) annual installments, if the form of distribution is Common Stock or cash, and/or sixty (60) or one hundred twenty (120) monthly installments, if the form of distribution is cash), as elected by the Participant in his or her deferral election form, to begin on either (i) a date prior to the Participant's Retirement Date, provided that such date must be no earlier than the January 1 in the year following the Plan Period during which such Fees would otherwise have been payable to the Participant, (ii) within 90 days following the Participant's Retirement Date, or (iii) such later date as selected by the Participant in accordance with the provisions of Section 2.2 (provided, however, that in any event, distributions from the Plan must commence in the year such Participant attains age 70 ¹/₂). In the event an installment option is chosen, such installments shall be as nearly equal as practicable and shall continue even if the Participant again serves on the Board of Directors.

Any such distribution provided for under the terms of this Section 4.3(a) will be made in the following forms:

- (i) For Deferred Compensation Account balances attributable to Pension Plan Rollover and Stock-Based Fees, the form of distribution shall be Common Stock; and
- (ii) For Deferred Compensation Account Balances attributable to Cash-Based Fees or Pre-2003 Fee Deferrals, the form of distribution shall be either cash or Common Stock, at the election of the Participant.

In the event that an installment option has been elected by the Participant, such Participant will have the right during such allocation period to reallocate the amounts yet to be distributed under the Plan among the notional investment options described in and subject to the limits set forth in Article III. Any such reallocation elections shall be made on a form, and under procedures established by the Committee, in its sole discretion.

Notwithstanding the above, if the Participant dies (either before payments commence from the Plan or while such payments are being made), the balance of the Participant's Deferred Compensation Account shall immediately become due and payable in one lump sum in cash to the Participant's beneficiary or, if no beneficiary is designated or then living, to the Participant's estate within 90 days of the date of the Participant's death.

- (b) Small Account Balances – Lump Sum Cashout. Notwithstanding the foregoing, in the event the Participant's Deferred Compensation Account balance is ten thousand dollars (\$10,000) or less at the time a distribution of the Participant's Deferred Compensation Account balance would commence by reason of the application of this Section, payment of such Participant's Account balance shall be made in a single lump sum in cash and/or Common Stock (consistent with the general requirements of Section 4.1(a)(i) and (ii) above) within 90 days of the date such distribution would otherwise have commenced, notwithstanding the form of benefit payment elected by the Participant under the terms of Article II (for Pension Plan Rollover Deferrals) or Article IV (for all other deferrals), as applicable. For purposes of this Section, a Participant's Account balance shall be valued in accordance with the general provisions of Section 3.3(e).
- (c) Annuity Option. A Participant whose Retirement Date occurred on or after January 1, 1989 but before January 1, 1999 had the ability to elect to receive payments in any form of annuity offered in the normal course of business by the Company; provided, however, that the election of such method of payment could not result in the receipt of payments on an annual basis in greater amounts than under a method of payment, if any, previously elected by the Participant. The annuity option provided herein did not involve the transfer by the Company to the Participant of an annuity contract, but merely describes an optional form of payment. Effective January 1, 1999, this distribution option will no longer be available to Participants whose Retirement Date has not occurred as of such date.

4.2 Distribution Due to Hardship or Unforeseeable Emergency. Notwithstanding any other provisions of the Plan, the Committee may determine, in the Committee's sole discretion, to accelerate the payment of amounts in a Participant's Pre-2005 Account in the event of the Participant incurring a Hardship. For purposes of this Section, the Committee may only permit the accelerated payment of an amount not to exceed the amount necessary to satisfy the Hardship liability and, in no event, may the Committee permit the payment under the Plan of an amount exceeding the Participant's balance in his or her Pre-2005 Account as of the date of such withdrawal. A Participant may, upon submission of such evidence thereof as the Committee shall

require, receive a distribution from his or her Post-2004 Account on account of an Unforseeable Emergency. The amount that may be distributed pursuant to the immediately preceding sentence shall not exceed the amount necessary to resolve the financial need arising due to an Unforseeable Emergency and the taxes that would be due upon such distribution or, if less, the Participant's balance in his or her Pre-2005 Account as of the date of such withdrawal. In no event shall any financial need be deemed an Unforseeable Emergency to the extent that the related financial need is or may be relieved through reimbursement or compensation from insurance or otherwise, by liquidation of the Participant's assets, to the extent such liquidation would not itself cause severe financial hardship (including, without limitation, any amount that is available for withdrawal due to Hardship from the Participant's Pre-2005 Deferred Compensation Account, or by cessation of deferrals under the Plan. Any distribution on account of Hardship or an Unforseeable Emergency shall be made within 30 days of the date that the Committee shall have determined that such a Hardship or Unforseeable Emergency exists to enable the Participant to receive a distribution under this Section 4.2.

4.3 Early Distribution With Penalty for Amounts Earned and Vested as of December 31, 2004. A request for an Early Distribution With Penalty of the Participant's Pre-2005 Deferred Compensation Account balance (not including, for these purposes, any Pension Plan Rollover Amounts or Stock-Based Fees), if any, may be made by submitting a Deferred Compensation Withdrawal Form in any Plan Year during an open trading window under the Company's Insider Trading Policy. The Participant's Pre-2005 Deferred Compensation Account balance distributed will be reduced by a penalty of ten percent (10%) of such Account balance. For purposes of any such Early Distribution With Penalty, the Account will be valued as of the last day of the month immediately preceding the date on which the request is received and will be paid in a lump sum, in cash and stock (as provided for under the general provisions of Section 4.1), within thirty (30) days of receipt by the Committee of such Withdrawal Form. Any penalty amounts withheld from the Early Distribution With Penalty are taxable income to the Participant, and may be used by the Committee in its sole discretion.

4.4 Distribution on a Change of Control. In the event of a Change of Control, Participants under the Plan will have the ability to make a one-time election to commence payment of their Pre-2005 Deferred Compensation Account balance, in whatever manner (lump sum or installment) previously chosen by such Participant, no earlier than the January 1st of the year following the Plan Period during which such Change of Control occurs. Such election shall be made by written notice delivered by the Participant to the Secretary not later than five (5) days before the end of such Plan Period.

ARTICLE V

ADMINISTRATION OF THE PLAN

5.1 Administration of the Plan. The Board of Directors shall appoint a Committee to administer the Plan, which shall be comprised of the following three persons: the Vice President and Secretary of the Company, the Vice President of Total Compensation of the Company's (or as the case may be, Prudential Insurance's) Human Resources Department, and a Vice President and Corporate Counsel – Financial Management, of the Company's Law Department (with the Vice President and Secretary of the Company serving, where appropriate, as the primary contact

for questions related to the Plan's operation by Participants). The Committee shall maintain such procedures and records as will enable the Committee to determine the Participants and their beneficiaries who are entitled to receive benefits under the Plan and the amounts thereof.

5.2 General Powers of Administration. The Committee shall have the exclusive right, power, and authority to interpret, in its sole discretion, any and all of the provisions of the Plan; and to consider and decide conclusively any questions (whether of fact or otherwise) arising in connection with the administration of the Plan or any claim for benefits arising under the Plan. Any decision or action of the Committee shall be conclusive and binding on the Company and the Participants. The Plan is designed to comply with the applicable requirements of Section 409A of the Code and the regulations promulgated thereunder, and shall be administered and construed to the maximum extent possible consistent with the requirements of such Section and such regulations.

ARTICLE VI

AMENDMENT AND TERMINATION

6.1 Amendment of the Plan. The Committee shall have the authority to adopt minor amendments to the Plan without prior approval by the Board of Directors that:

- (a) are necessary or advisable for purposes of complying with applicable laws and regulations;
- (b) relate to administrative practices under the Plan (including, but not limited to, the establishment of any procedures or processes or accounts related to the distribution of Common Stock or other amounts under the Plan);
- (c) relate to the selection or deletion of additional notional investment options for Participants in their accounts; or
- (d) have an insubstantial financial effect on the Plan.

The Board of Directors shall have the authority to adopt any other amendments to the Plan not encompassed under the terms of the preceding sentence, except that any amendment to increase the number of shares to be distributed under Article VII shall be approved by the Company's shareholders. Any such amendments must be made by written instrument, and notice of such amendments shall be provided as soon as practicable to Participants after their adoption.

6.2 Limitations on Amendment or Termination of the Plan. The Company reserves the right to amend or terminate the Plan in any respect and at any time, without the consent of Participants or beneficiaries; provided, however, that the following conditions with respect to such amendment or termination must be satisfied in order for such amendment or termination to be binding and in effect:

- (a) Such amendment or termination must be made pursuant to a written resolution of the Committee which is approved thereafter by the Board of Directors; and

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- (b) Such amendment or termination resolution may not adversely affect the rights of any Participant or beneficiary to receive benefits earned and accrued under the Plan prior to such amendment or termination; provided, however, that
- (i) any alteration of the notional investment options under the Plan,
 - (ii) any acceleration of payments of amounts accrued under the Plan by action of the Committee or the Corporate Governance Committee or by operation of the Plan's terms; or
 - (iii) any decision by the Committee or the Corporate Governance Committee to limit participation (or other features of the Plan) prospectively under the Plan

shall not be deemed to violate this provision.

6.3 Continuation or Termination — Change of Control. In the event of a Change of Control where the Company is not the surviving entity, any successor to the Company may elect to continue or to terminate the Plan (in either event, assuming any and all liabilities for such Plan); provided, however, that in the event the Plan is terminated by such entity, the Plan shall be terminated in accordance with the requirements of this Article VI (including, but not limited to, the requirements of Section 6.2 herein) and any applicable requirements under Section 409A of the Code and the regulations promulgated thereunder necessary to avoid causing any amounts credited to any Participant's Deferred Compensation Account to be taxable under the provisions of such Section 409A.

ARTICLE VII

GENERAL PROVISIONS

7.1 Common Stock Subject to the Plan. The number of shares of Common Stock that may be distributed under the Plan in accordance with Article IV shall be 500,000 shares of Common Stock, which number may be modified by the Corporate Governance Committee for an Adjustment Event.

7.2 Participant's Rights Unsecured and Unfunded. This Plan is an unfunded plan maintained primarily to provide deferred compensation benefits for Non-Employee Directors, and therefore is exempt from the provisions of Parts 2,3 and 4 of Title I of ERISA. Accordingly, no assets of the Company shall be segregated or earmarked to represent the liability for accrued benefits under the Plan. Amounts referenced in Participant Account statements are only recordkeeping devices reflecting such liability for accrued benefits, and do not reflect any actual amounts credited. The right of a Participant (or his or her Beneficiary) to receive a payment

hereunder shall be an unsecured claim against the general assets of the Company or any successor to the Company. All payments under the Plan shall be made from the general funds of the Company or any successor. The Company is not required to set aside money or any other property to fund its obligations under the Plan, and all amounts that may be set aside by the Company prior to the distribution of Account balances under the terms of the Plan remain the property of the Company (or, if applicable, any successor).

Notwithstanding the foregoing, nothing in this Section 7.1 shall preclude the Company, in its sole discretion, from establishing a “rabbi trust” or other vehicle in connection with the operation of this Plan, provided that no such action shall cause the Plan to fail to be an unfunded plan designed to provide deferred compensation benefits for Non-Employee Directors within the meaning of Title I of ERISA.

7.3 No Guarantee of Benefits. Nothing contained in the Plan shall constitute a guaranty by the Company or any other person or entity that the assets of the Company will be sufficient to pay any benefit hereunder.

7.4 No Creation of Employee Rights; Plan is Not A Contract of Employment. Participation in the Plan shall not be construed to give or deem any Participant to be an employee of the Company. This Plan shall not constitute a contract of employment between the Company and any Participant.

7.5 Non-Alienation Provision. No interest of any person or entity in, or right to receive a benefit or distribution under, the Plan shall be subject in any manner to sale, transfer, anticipation, assignment, pledge, attachment, garnishment, or other alienation or encumbrance of any kind; nor may such interest or right to receive a distribution be taken, either voluntarily or involuntarily for the satisfaction of the debts of, or other obligations or claims against, such person or entity, including claims for alimony, support, separate maintenance and claims in bankruptcy proceedings.

7.6 Applicable Law; Severability. The Plan shall be construed and administered under the laws of the State of New Jersey, except to the extent that such laws are preempted by ERISA, if applicable. In the event any provision of this Plan shall be determined to be illegal or invalid for any reason, the remaining portion(s) shall continue in full force and effect as if such illegal or invalid provision had never been included herein.

7.7 Taxes. To the extent required by law, amounts accrued under the Plan shall be subject to federal and state income, federal social security and federal or state unemployment taxes (if applicable) during the year the services giving rise to such amounts were performed (or, if later, when the amounts are both determinable and not subject to a substantial risk of forfeiture). The Company shall withhold from any payments made pursuant to the Plan such amounts as may be required by federal, state or local law, and the Company further reserves the right: (a) to limit or reduce the amounts intended to be deferred under the terms of the Plan as may be necessary or appropriate in order to ensure that any required tax withholdings can be deducted; and/or (b) to require the Participant to pay any taxes owed on such amounts.

7.8 Excess Payments. If the compensation, years of service, age, or any other relevant fact relating to any person is found to have been misstated, the Plan benefit payable by the Company to a Participant or beneficiary shall be the Plan benefit which would have been provided on the basis of the correct information. Any excess payments due to such misstatement, or due to any other mistake of fact or law, shall be refunded to the Company or withheld by it from any further amounts otherwise payable under the Plan.

7.9 No Impact on Other Benefits. Amounts accrued under the Plan shall not be included in a Participant's compensation for purposes of calculating benefits under any other plan, program or arrangement sponsored by the Company.

7.10 Data. Each Participant or beneficiary shall furnish the Committee all proofs of dates of birth and death and proofs of continued existence necessary for the administration of the Plan, and the Company shall not be liable for the fulfillment of any Plan benefits in any way dependent upon such information unless and until the same shall have been received by the Committee in a form satisfactory to it.

7.11 Incapacity of Recipient. If a Participant or other beneficiary entitled to a distribution under the Plan is living under guardianship or conservatorship, distributions payable under the terms of the Plan to such Participant or beneficiary shall be paid to his or her appointed guardian or conservator and such payment shall be a complete discharge of any liability of the Company under the Plan.

7.12 Usage of Terms and Headings. Words in the masculine gender shall include the feminine and the singular shall include the plural, and vice versa, unless qualified by the context. Any headings are included for ease of reference only, and are not to be construed to alter the terms of the Plan.

Prudential Financial, Inc. Non-Employee Director Compensation Summary
(As adopted on October 9, 2007, effective January 1, 2008)

- Upon becoming a director, each non-employee director (a “Director”) receives a one-time grant of \$100,000 in Prudential Financial stock units that are deferred until retirement from the Board.
- Each Director receives an annual retainer of \$200,000 of which 50% is automatically deferred in units of Prudential Financial stock payable upon retirement under The Prudential Deferred Compensation Plan for Non-Employee Directors. The remaining 50% may be deferred at the Director’s option.
- All Committee Chairpersons receive an additional \$15,000 retainer (50% of which is automatically deferred in stock units).
- Audit Committee members receive an annual committee retainer of \$25,000 (50% of which is automatically deferred in stock units).
- Members of each standing Board Committee other than the Audit committee and the Executive Committee, and of any non-standing committee of Directors that may be established from time to time, receive an annual committee retainer of \$10,000 (50% of which is automatically deferred in stock units).
- There are no meeting fees, other than fees for attending meetings of the Community Resources Committee (which generally meets on a day separate from Board meetings). Members of this committee receive \$1,250 per meeting.

PRUDENTIAL FINANCIAL, INC.
RATIO OF EARNINGS TO FIXED CHARGES

	Nine months ended September 30, 2007	Three months ended September 30, 2007	Year Ended December 31,				
			2006	2005	2004	2003	2002
	(\$ in millions)						
Earnings:							
Income from continuing operations before income taxes, extraordinary gain on acquisition and cumulative effect of accounting change	\$ 4,013	\$ 1,223	\$4,716	\$4,488	\$3,338	\$1,948	\$ 30
Undistributed income (loss) of investees accounted for under the equity method	268	82	101	306	116	94	(37)
Interest capitalized	—	—	—	—	—	—	8
Adjusted earnings	3,745	1,141	4,615	4,182	3,222	1,854	59
Add fixed charges:							
Interest credited to policyholders' account balances	2,388	820	2,917	2,699	2,359	1,857	1,869
Gross interest expense(1)	1,057	364	1,161	775	492	403	435
Interest component of rental expense	45	15	58	64	66	103	150
Total fixed charges	3,490	1,199	4,136	3,538	2,917	2,363	2,454
Total earnings plus fixed charges	\$ 7,235	\$ 2,340	\$8,751	\$7,720	\$6,139	\$4,217	\$2,513
Ratio of earnings to fixed charges	2.07	1.95	2.12	2.18	2.10	1.78	1.02

- (1) Interest expense on short-term and long-term debt. Includes interest expense of securities businesses reported in "Net investment income" in the Consolidated Statements of Operations, capitalized interest and amortization of debt discounts and premiums.

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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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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: November 1, 2007

/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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

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- (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to 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: November 1, 2007

/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 September 30, 2007 (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.

Date: November 1, 2007

/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 September 30, 2007 (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.

Date: November 1, 2007

/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.