

Section 1: 10-K (10-K)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 31, 2017

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Transition Period from _____ to _____

Commission File No. 1-32525

AMERIPRISE FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware

13-3180631

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

1099 Ameriprise Financial Center, Minneapolis, Minnesota

55474

(Address of principal executive offices)

(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock (par value \$.01 per share)	The New York Stock Exchange, Inc.

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller reporting company

(Do not check if a smaller reporting company)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The aggregate market value, as of June 30, 2017, of voting shares held by non-affiliates of the registrant was approximately \$19.1 billion.

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

Class	Outstanding at February 9, 2018
Common Stock (par value \$.01 per share)	146,332,164 shares

DOCUMENTS INCORPORATED BY REFERENCE

Part III: Portions of the registrant's Proxy Statement to be filed with the Securities and Exchange Commission in connection with the Annual Meeting of Shareholders to be held on April 25, 2018 ("Proxy Statement").

AMERIPRISE FINANCIAL, INC.
FORM 10-K

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PART I.

Item 1. Business

Overview

Ameriprise Financial, Inc. is a diversified financial services company with a more than 120 year history of providing solutions to help clients confidently achieve their financial objectives. Ameriprise is a holding company incorporated in Delaware that primarily engages in business through its subsidiaries. Accordingly, references to “Ameriprise,” “Ameriprise Financial,” the “Company,” “we,” “us,” and “our” may refer to Ameriprise Financial, Inc. exclusively, to our entire family of companies, or to one or more of our subsidiaries. Our headquarters is located at 55 Ameriprise Financial Center, Minneapolis, Minnesota 55474. We also maintain executive offices in New York City.

We are America’s leader in financial planning and a leading global financial institution with \$897 billion in assets under management and administration as of December 31, 2017. We offer a broad range of products and services designed to achieve the financial objectives of individual and institutional clients. Our strategy is centered on helping our clients confidently achieve their goals by providing advice and by managing and protecting their assets and income. We utilize two go-to-market approaches in carrying out this strategy: Wealth Management and Asset Management.

Wealth Management

Our wealth management capabilities are centered on the long-term, personal relationships between our clients and our financial advisors (our “advisors”). Through our advisors, we offer financial planning, products and services designed to be used as solutions for our clients’ cash and liquidity, asset accumulation, income, protection, and estate and wealth transfer needs. The financial product solutions we offer through our advisors include both our own products and services and the products of other companies. Our advisor network is the primary channel through which we offer our own life and disability income insurance and annuity products and services. Our focus on personal relationships, as demonstrated by our exclusive *Confident Retirement*[®] approach to financial planning, allows us to address the evolving financial and retirement-related needs of our clients. Over the years we have evolved our target market to move more upmarket as we respond to the needs of our clients. We currently view our primary target market segment as the mass affluent and affluent (which we define as households with investable assets of more than \$100,000), and increasingly those with \$500,000 to \$5,000,000 in investable assets.

Our network of approximately 9,900 advisors is the primary means through which we engage in our wealth management activities. We offer our advisors training, tools, leadership, marketing programs and other field and centralized support to assist them in serving their clients. Our nationally recognized brand and practice vision, local marketing and field support, integrated operating platform, practice expansion and succession opportunities and comprehensive set of products and solutions constitute a compelling value proposition for financial advisors, as evidenced by our strong advisor retention rate and our ability to attract and retain experienced and productive advisors. We continuously invest in and develop capabilities and tools designed to maximize advisor productivity and client satisfaction.

We are in a compelling position to capitalize on significant demographic and market trends driving increased demand for financial advice and solutions. In the U.S., the ongoing transition of baby boomers into retirement continues to drive demand for financial advice and solutions. In addition, the amount of investable assets held by mass affluent and affluent households (our target market) has grown and accounts for over half of U.S. investable assets. We believe our differentiated financial planning model, broad range of products and solutions, and demonstrated financial strength throughout the economic and market uncertainty of recent years, will help us capitalize on these trends and best serve our clients.

Asset Management

Our asset management capabilities (represented by the *Columbia Threadneedle Investments*[®] brand) are global in scale. We offer a broad spectrum of investment advice and products to individual, institutional and high-net worth investors. These investment products are primarily provided through third parties, though we also provide our asset management products through our advisor channel. Our underlying asset management philosophy is based on delivering consistently strong, competitive investment performance. The quality and breadth of our asset management capabilities are demonstrated by 114 of our mutual funds being rated as four- and five-star funds by Morningstar.

We are positioned to continue to grow our assets under management and strengthen our asset management offerings to existing and new clients. Our asset management capabilities are well positioned to address mature markets in the U.S. and Europe. We also have the capability to leverage our existing strengths in order to effectively expand into new global and emerging markets. In the past few years, we have expanded beyond our traditional strengths in the U.S. and UK to gather assets in Continental Europe, Asia, Australia, the Middle East, South America and Africa. In addition, we continue to pursue opportunities to leverage the collective capabilities of our global asset management business in order to enhance our current range of investment solutions, develop new solutions and investment management strategies that are responsive to client demand in an increasingly complex marketplace and maximize the distribution capabilities of our global business.

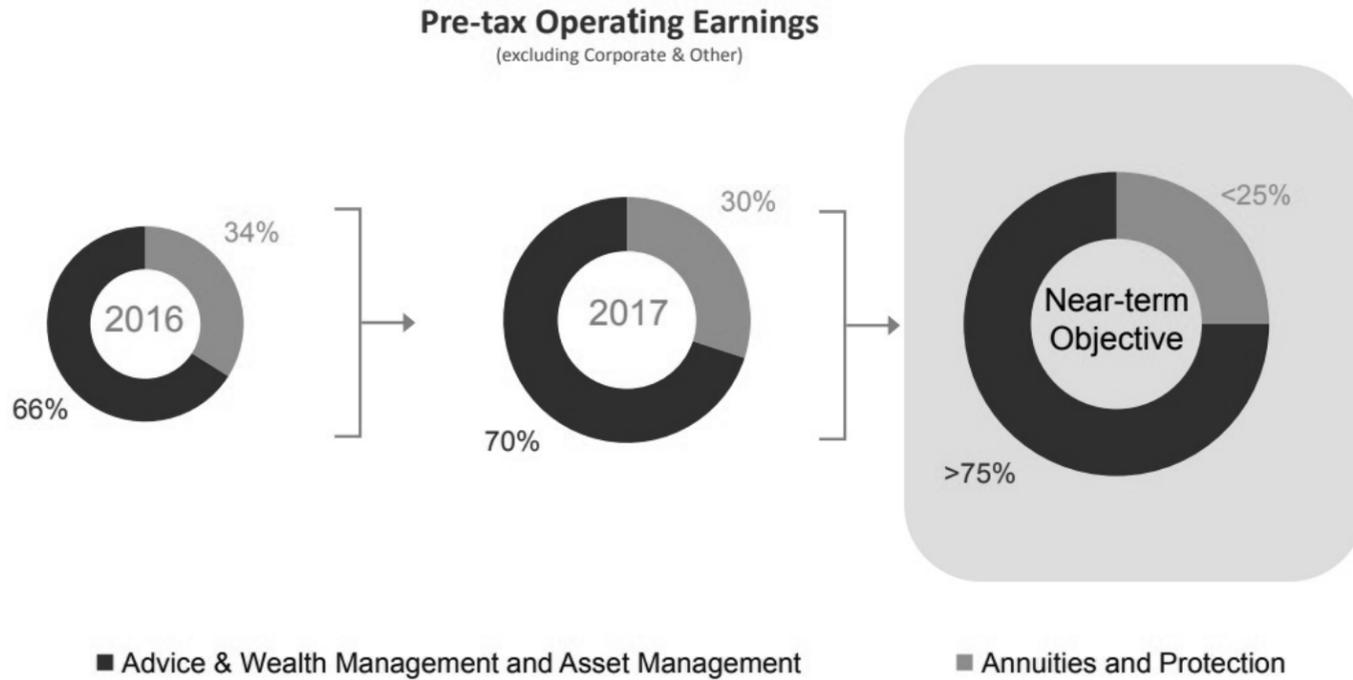
Financial markets and macroeconomic conditions have had and will continue to have a significant impact on our operating and performance results. In addition, the business and regulatory environment in which we operate is subject to elevated uncertainty and

substantial and frequent change. To succeed, we expect to continue focusing on our key strategic objectives and obtaining operational and strategic leverage from our core capabilities. The success of these and other strategies may be affected by the factors discussed below in Item 1A of this Annual Report on Form 10-K - "Risk Factors", and other factors as discussed herein.

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

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

As a diversified financial services firm, we believe our ability to gather assets across the enterprise is best measured by our assets under management and administration metric. At December 31, 2017, we had \$897.0 billion in assets under management and administration compared to \$787.4 billion as of December 31, 2016. For a more detailed discussion of assets under management and administration see "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in Part II, Item 7 of this Annual Report on Form 10-K. The following chart shows our current business mix through the contributions of each segment to our pretax operating earnings (excluding Corporate & Other segment) as well as a historical comparison that reflects how we have executed on our strategy to shift our business mix toward lower capital, fee-based business that are higher growth areas in Advice & Wealth Management and Asset Management.



Our Principal Brands

We utilize multiple brands for the products and services offered by our businesses. We believe that using distinct brands for these products and services allows us to differentiate them in the marketplace.



We use the *Ameriprise Financial*[®] brand as our enterprise brand, as well as the name of our advisor network and certain of our retail products and services. The retail products and services that use the *Ameriprise Financial* brand include those that we provide through our advisors (e.g., financial planning, investment advisory accounts and retail brokerage services) and products and services that we market directly to consumers or through affinity groups (e.g., personal auto and home insurance).



Columbia Threadneedle Investments[®] brand is our global brand that represents the combined capabilities, resources and reach of Columbia Management and Threadneedle. This brand reinforces the strength of both firms in their established markets of the UK, Europe and the U.S. and helps us grow our presence in key markets including Asia Pacific, Latin America, Africa and the Middle East.



We use our *RiverSource*[®] brand for our annuity and protection products issued by the RiverSource Life companies, including our life and disability income insurance products.

History and Development

Our company has a more than 120 year history of providing solutions to help clients confidently achieve their financial objectives. Our earliest predecessor company, Investors Syndicate, was founded in 1894 to provide face-amount certificates to consumers with a need for conservative investments. By 1937, Investors Syndicate had expanded its product offerings through Federal Housing Authority mortgages, and later, mutual funds, by establishing Investors Mutual, one of the pioneers in the mutual fund industry. In 1949, Investors Syndicate was renamed Investors Diversified Services, Inc., or IDS. In 1957, IDS added life insurance products, and later, annuity products, through IDS Life Insurance Company (now known as “RiverSource Life Insurance Company”). In 1972, IDS began to expand its network by delivering investment products directly to clients of unaffiliated financial institutions. IDS also introduced its comprehensive financial planning processes to clients, integrating the identification of client needs with the products and services to address those needs in the 1970s, and it introduced fee-based planning in the 1980s.

In 1979, IDS became a wholly owned subsidiary of Alleghany Corporation pursuant to a merger. In 1983, our company was formed as a Delaware corporation in connection with American Express’ acquisition of IDS Financial Services from Alleghany Corporation in 1984. We changed our name to “American Express Financial Corporation” (“AEFC”) and began marketing our products and services under the American Express brand in 1994. To provide retail clients with a more comprehensive set of products and services, we significantly expanded our offering of non-proprietary mutual funds in the late 1990s. And in 2003, we acquired the business of Threadneedle Asset Management Holdings.

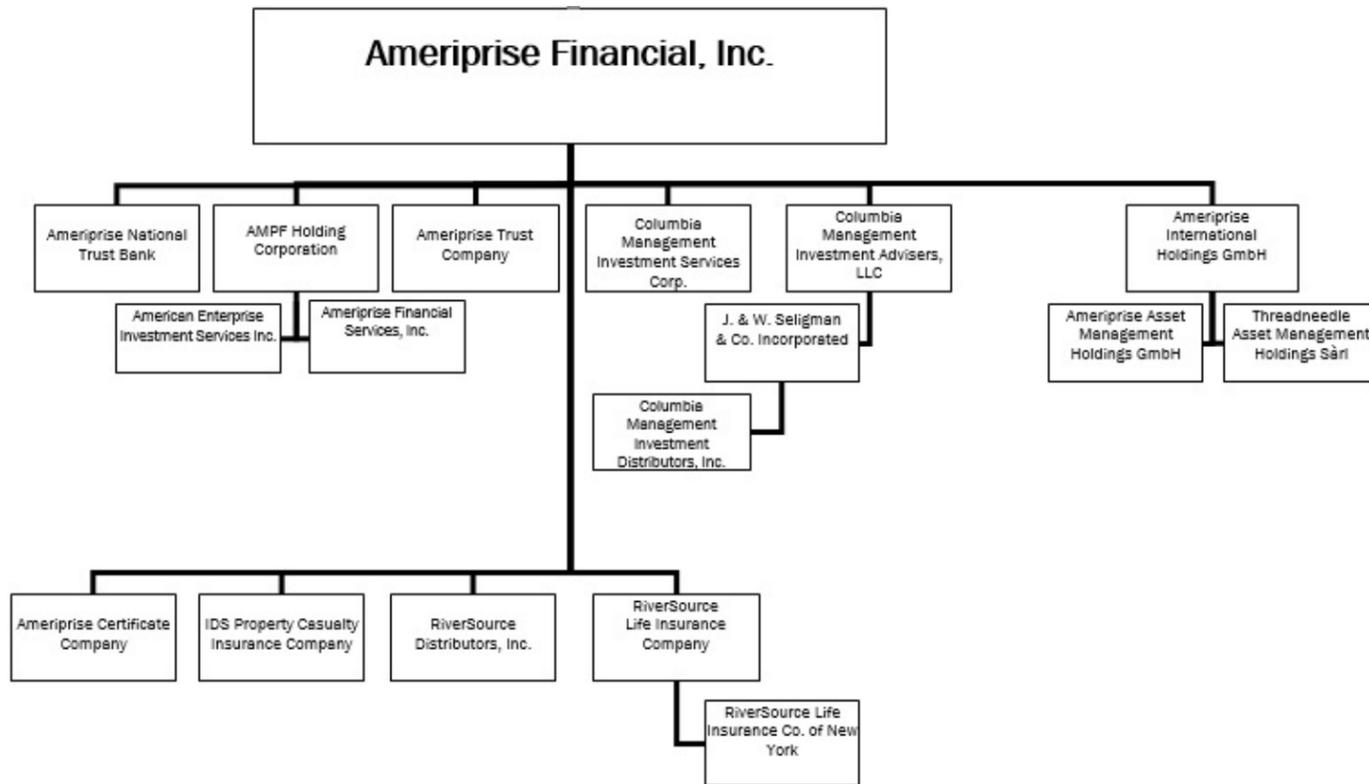
On September 30, 2005, American Express consummated a distribution of the shares of AEFC to American Express shareholders, at which time we became an independent, publicly traded company and changed our name to “Ameriprise Financial, Inc.” In 2008, we completed the acquisitions of H&R Block Financial Advisors, Inc. and J. & W. Seligman & Co. Incorporated. In 2010, we completed the acquisition of the long-term asset management business of Columbia Management from Bank of America, which significantly enhanced the scale and performance of our retail mutual fund and institutional asset management businesses. In 2016, we completed the acquisition of Emerging Global Advisors, LLC, a registered investment advisor and provider of strategic beta portfolios based on emerging markets. In 2017, we acquired Investment Professionals, Inc. (“IPI”) (an independent broker-dealer specializing in the on-site delivery of investment programs for financial institutions, including banks and credit unions that gives us scale entry into the bank channel) and Lionstone Partners, LLC (“Lionstone Investments”) (a leading national real estate investment firm, specializing in investment strategies based upon proprietary analytics that expands our real estate capabilities). Our inorganic growth has allowed us to significantly enhance the scale, performance, and product offerings of our brokerage, financial planning, retail mutual funds and institutional asset management business in order to best serve our clients.

In 2006, we sold our large-scale retirement plan recordkeeping business to Wachovia Bank, N.A. (now Wells Fargo Bank, N.A.). We initiated the disposition of our institutional trust and custody business in 2008 to J.P. Morgan Chase Bank, N.A. and completed that restructuring in early 2009. In 2011, we completed the sale of Securities America Financial Corporation and its subsidiaries (“Securities America”) to Ladenburg Thalmann Financial Services, Inc.

In January 2013, we completed the conversion of our federal savings bank subsidiary, Ameriprise Bank, FSB (“Ameriprise Bank”), to a limited powers national trust bank now known as Ameriprise National Trust Bank. In connection with this conversion, we terminated deposit-taking and credit-originating activities of Ameriprise Bank.

Our Organization

The following is a depiction of the organizational structure for our company, showing the primary subsidiaries through which we operate our businesses. The current legal entity names are provided for each subsidiary.



The following is a brief description of the business conducted by each subsidiary noted above.

Subsidiary Name	Description of Business
Ameriprise International Holdings GmbH	A holding company based in Switzerland for various companies engaged in our overseas business, including our Threadneedle group of companies (defined below)
Threadneedle Asset Management Holdings Sarl	A holding company based in Luxembourg for the EMEA region group of companies that provide investment management products and services
Ameriprise Asset Management Holdings GmbH	A holding company based in Switzerland for our non-EMEA region group of companies that provide investment management products and services. We refer to the group of companies in this entity and Threadneedle Asset Management Holdings Sarl as “Threadneedle” and Threadneedle is our primary provider of non-U.S. investment management products and services.
Columbia Management Investment Advisers, LLC (“Columbia Management”)	The investment adviser for the majority of funds in the <i>Columbia Management</i> family of funds (“ <i>Columbia Management</i> ® funds”) and to U.S. and non-U.S. institutional accounts and private funds
J. & W. Seligman & Co. Incorporated (“Seligman”)	A holding company for Columbia Management Investment Distributors, Inc. and certain other subsidiaries within our Asset Management segment
Columbia Management Investment Distributors, Inc.	Broker-dealer subsidiary that serves as the principal underwriter and distributor for <i>Columbia Management</i> funds
Columbia Management Investment Services Corp.	A transfer agent that processes client transactions for <i>Columbia Management</i> funds and Ameriprise face-amount certificates
AMPF Holding Corporation	A holding company for certain of our retail brokerage and advisory subsidiaries, including AFSI (defined below) and AEIS (defined below)

American Enterprise Investment Services Inc. (“AEIS”)	Our registered clearing broker-dealer subsidiary, brokerage transactions for accounts introduced by AFSI are executed, cleared and settled through AEIS
Ameriprise Financial Services, Inc. (“AFSI”)	A registered broker-dealer and registered investment adviser, and our primary financial planning and retail distribution subsidiary
RiverSource Distributors, Inc. (“RiverSource Distributors”)	A broker-dealer subsidiary that serves as the principal underwriter and/or distributor for our <i>RiverSource</i> annuities and insurance products sold through AFSI and third-party channels
RiverSource Life Insurance Company (“RiverSource Life”)	Conducts its insurance and annuity business in states other than New York
RiverSource Life Insurance Co. of New York (“RiverSource Life of NY”)	Conducts its insurance and annuity businesses in the State of New York. RiverSource Life of NY is a wholly owned subsidiary of RiverSource Life. We refer to RiverSource Life and RiverSource Life of NY as the “RiverSource Life companies.”
IDS Property Casualty Insurance Company (“IDS Property Casualty” or “Ameriprise Auto & Home”)	Provides personal auto, home and umbrella insurance products. Ameriprise Insurance Company, a wholly owned subsidiary of IDS Property Casualty, is also licensed to provide these products.
Ameriprise Certificate Company	Issues a variety of face-amount certificates
Ameriprise Trust Company (“ATC”)	Provides trust services to individuals and businesses
Ameriprise National Trust Bank (formerly Ameriprise Bank, FSB)	Offers personal trust and related services

Our Segments - Advice & Wealth Management

Our Advice & Wealth Management segment provides financial planning and advice, as well as full-service brokerage services, primarily to retail clients through our financial advisors. These services are centered on long-term, personal relationships between our advisors and our clients and focus on helping clients confidently achieve their financial goals. Our financial advisors provide a distinctive approach to financial planning and have access to a broad selection of both affiliated and non-affiliated products to help clients meet their financial needs.

A significant portion of revenues in this segment is fee-based, driven by the level of client assets, which is impacted by both market movements and net asset flows. We also earn net investment income on owned assets primarily from certificate products. This segment earns revenues (distribution fees) for providing non-affiliated products and intersegment revenues (distribution fees) for providing our affiliated products and services to our retail clients. Intersegment expenses for this segment include expenses for investment management services provided by our Asset Management segment. All intersegment activity is eliminated in our consolidated results.

Our Financial Advisor Platform

We provide financial planning, advice and brokerage services to clients through our nationwide financial advisor network. Advisors can choose to affiliate with us in multiple ways, with each affiliation offering different levels of support and compensation. The affiliation options are:

- *Employee Advisors (Ameriprise Advisor Group)*. Under this option, an advisor is an employee of our company and receives a higher level of support, including leadership, training, office space and staff support. We pay compensation that is competitive with other employee advisor models, which is generally lower than that of our franchisee advisors given the higher level of support we provide our employee advisors. Employee advisors are also employed in the Ameriprise Advisor Center (“AAC”), our dedicated platform for remote-based sales and service to Ameriprise retail customers through a team model.
- *Franchisee Advisors (Ameriprise Franchise Group)*. Under this option, an advisor is an independent contractor franchisee who affiliates with our company and has the right to use the Ameriprise brand. We pay our franchisee advisors a higher payout rate than our employee advisors as they are responsible for paying their own overhead, staff compensation and other business expenses. In addition, our franchisee advisors pay a franchise association fee and other fees in exchange for the support we offer and the right to use our brand name. The support we offer to our franchisee advisors includes generalist and specialist leadership support, technology platforms and tools, training and marketing programs.
- *Bank Channel Advisors (Ameriprise Financial Institutions Group)*. Our acquisition of IPI added a new capability where we specialize in the on-site delivery of investment programs for financial institutions including banks and credit unions. Within this channel, we have different types of relationships with our financial institution partners as well as a variety of ways for advisors to affiliate with us.

We are committed to providing our advisors with the resources and support necessary to manage and grow their practices. Our platform offers advisors (and therefore clients) the flexibility of operating on a commission-based brokerage basis as well as on a fee-based advisory basis. Advisors have access to training and materials reflecting our differentiated financial planning model and

Confident Retirement planning approach, our nationally recognized brand and “*Be Brilliant*®” advertising campaign, local marketing support capabilities and our full range of proprietary and non-proprietary product solutions. Our demonstrated financial strength as well as our dedication to our clients also benefits our advisor practices. We expect to continue to invest in the capabilities of and support provided to our advisor platform, with the goal of continuing to best serve our clients, increase advisor productivity and improve our ability to attract and retain advisors.

Our nationwide advisor network consisted of approximately 9,900 advisors as of December 31, 2017, which includes approximately 2,200 employee advisors and advisors in our bank channel as well as approximately 7,700 independent franchisees or employees or contractors of franchisees. Of these advisors (and excluding AAC advisors and the bank channel advisors acquired in our recent acquisition of IPI), roughly 54% have been with us for more than 10 years, with an average tenure of over 20 years. Among advisors who have been with us for more than 10 years, we have a retention rate of nearly 95%. We believe our strong advisor retention rate, as well as our ability to recruit experienced advisors, speaks to the value proposition we offer our advisors.

Our advisors offer clients a diversified set of cash and liquidity management, asset accumulation, income, protection, and estate and wealth transfer products and services, as well as a broad selection of financial products from other unaffiliated companies (as described below).

Brokerage and Investment Advisory Services

Individual and Family Financial Services

Our personalized financial planning approach is designed to focus on all aspects of our clients’ finances. After understanding our clients’ needs, our advisors seek to identify solutions to address those needs across four cornerstones: cash and liabilities, investments, protection and taxes. We believe this approach helps our clients build a solid financial foundation, persevere through difficult economies and challenging markets, and ultimately achieve their financial goals. We offer a broad array of products and services in each of these categories, including those carrying the Ameriprise Financial, Columbia Management or RiverSource name, as well as solutions offered by unaffiliated firms.

Our advisors deliver financial solutions to our advisory clients principally by building long-term personal relationships through financial planning that is responsive to clients’ evolving needs, priorities and goals, in part through our exclusive *Confident Retirement* approach, which involves a comprehensive assessment of retirement income sources and assets, a client’s plans and goals for retirement and an analysis of what is needed to fund the four principal types of expenses and liabilities encountered during retirement: covering essentials, ensuring lifestyle, preparing for the unexpected and leaving a legacy. Once we identify a financial planning client’s objectives, we then recommend a solution set consisting of actions and offer products to address these objectives with clients accepting what they determine to be an appropriate range and level of market risk. Our financial planning relationships with our clients are characterized by an ability to understand their specific needs, which enables us to help them meet those needs, achieve high overall client satisfaction and retention, hold more products in their accounts and increase our assets under management.

Our financial planning clients pay a fee for the receipt of financial planning services. This fee is based on the complexity of a client’s financial and life situation and his or her advisor’s experience. Some of our clients may elect to pay a consolidated, asset-based advisory fee for financial planning and managed account services and administration. If clients elect to implement their financial plan with our company, we and our advisors generally receive a sales commission and/or sales load and other revenues for the products that they purchase from us. These commissions, sales loads and other revenues are separate from, and in addition to, the financial planning and advisory fees we and our advisors may receive.

Brokerage and Other Products and Services

We offer our retail and institutional clients a variety of brokerage and other investment products and services.

Our *Ameriprise ONE*® Financial Account is a single integrated financial management brokerage account that enables clients to access a single cash account to fund a variety of financial transactions, including investments in mutual funds, individual securities, alternative investments, cash products and margin and securities-based lending.

We provide securities execution and clearing services for our retail and institutional clients through our registered broker-dealer subsidiaries. Clients can use our online brokerage service to purchase and sell securities, obtain proprietary and independent research and information about a wide variety of securities, and use self-directed asset allocation and other financial planning tools. We offer exchange traded mutual funds, 529 plans, public non-exchange traded real estate investment trusts, structured notes, private equity and other alternative investments issued by unaffiliated companies. We also offer trading and portfolio strategy services across a number of fixed income categories, including treasuries, municipals, corporate, mortgage- and asset-backed securities on both a proprietary and agency basis.

From time-to-time, Ameriprise may participate in syndicate offerings of closed-end funds and preferred securities. Syndicates are groups of investment banks and broker-dealers that jointly underwrite and distribute new security offerings to the investing public. Our clients may purchase for their own account the closed-end fund shares and preferred stock of such primary offerings in which we participate. In addition, qualified clients may purchase certain privately placed securities as distributed through Ameriprise.

Fee-based Investment Advisory Accounts

In addition to purchases of mutual funds and other securities on a stand-alone basis, clients may purchase mutual funds and other securities in connection with investment advisory fee-based account programs or services. We currently offer both discretionary and

non-discretionary investment advisory accounts. In a discretionary advisory account, we (or an unaffiliated investment advisor) choose the underlying investments in the portfolio on behalf of the client, whereas in a non-discretionary advisory account, clients choose the underlying investments in the portfolio based on their financial advisor's recommendation. Investors in discretionary and non-discretionary advisory accounts generally pay a fee (for investment advice and other services) based on the assets held in that account as well as any related fees or costs associated with the underlying securities held in that account. A significant portion of our affiliated mutual fund sales are made through advisory accounts. Client assets held in affiliated mutual funds in an advisory account generally produce higher revenues to us than client assets held in affiliated mutual funds on a stand-alone basis because, as noted above, we receive an investment advisory fee based on the asset values of the assets held in an advisory account in addition to revenues we normally receive for investment management and/or distribution of the funds included in the account.

We offer several types of investment advisory accounts. For example, we sponsor (i) Ameriprise Strategic Portfolio Service ("SPS") Advantage, a non-discretionary investment advisory account service, (ii) SPS - Advisor, a discretionary investment advisory account service, (iii) Ameriprise Select Separate Accounts (a separately managed account ("SMA") program), a discretionary investment advisory account service through which clients invest in strategies managed by affiliated and non-affiliated investment managers, and (iv) *Active Portfolios*[®] investments, a discretionary investment advisory account service that offers a number of strategic target allocations based on different risk profiles and tax sensitivities. Additionally, we offer discretionary investment advisory account services (Vista Separate Accounts, Investor Separate Accounts and Access Separate Accounts) through which clients may invest in SMAs, mutual funds and exchange traded funds. We also offer a discretionary investment advisory account service as an accommodation program where client accounts are held and serviced by a third-party asset management provider and its affiliates.

Mutual Fund Offerings (Unaffiliated and Affiliated)

In addition to the *Columbia Management* family of funds (discussed below in "Our Segments - Asset Management - Product and Service Offerings - U.S. Registered Funds"), we offer mutual funds from approximately 160 unaffiliated mutual fund families representing more than 2,200 mutual funds on our brokerage platform and as part of our investment advisory accounts to provide our clients a broad choice of investment products. In 2017, retail sales of other companies' mutual funds accounted for the substantial majority of our total retail mutual fund sales.

Mutual fund families of other companies generally pay us a portion of the revenue generated from the sales of those funds and from the ongoing management of fund assets attributable to our clients' ownership of shares of those funds. These payments enable us to offer a broad and robust product set to our clients and provide beneficial client services, tools and infrastructure such as our website and online brokerage platform. We also receive administrative services fees from most mutual funds sold through our advisor network.

Insurance and Annuities

We offer insurance and annuities issued by the RiverSource Life companies (discussed below in "Business - Our Segments - Annuities" and in "Business - Our Segments - Protection"). The *RiverSource* insurance solutions available to our retail clients include universal life insurance, indexed universal life insurance, variable universal life insurance, traditional term life insurance and disability income insurance. *RiverSource* annuities include fixed annuities and fixed index annuities, as well as variable annuities that allow our clients to choose from a number of underlying investment options, including volatility management options, and to purchase certain guaranteed benefit riders. In addition to *RiverSource* insurance and annuity products, our advisors offer products of unaffiliated carriers on a limited basis, including variable annuities, life insurance and long term care insurance products issued by a select number of unaffiliated insurance companies. Our affiliate IPI currently offers certain additional fixed and variable insurance and annuity products available only through the bank channel.

We receive a portion of the revenue generated from the sale of life and disability insurance policies of unaffiliated insurance companies. We are paid distribution fees on annuities sales of unaffiliated insurance companies based on a portion of the revenue generated from such sales and asset levels. These insurance companies may also pay us an administrative service fee in connection with the sale of their products.

Banking Products

While we have changed our banking operations and products in recent years (as discussed above in "Business - History and Development"), we continue to offer consumer deposit and credit products through relationships with well-known and respected financial services companies. In connection with the sale of the Ameriprise Bank credit card account portfolio to Barclays in 2012, we entered into a co-branding agreement with Barclays pursuant to which Barclays continues to issue *Ameriprise*-branded credit cards. In addition, the cash management features of the *Ameriprise ONE* Financial Account remain supported by our brokerage platform, and our clients continue to have access to a variety of other cash solutions, including Ameriprise Certificates, FDIC-insured Brokered CDs issued by third-party banks and deposits placed at third-party banks through Ameriprise Insured Money Market Account (AIMMA) brokerage sweep accounts.

Ameriprise National Trust Bank provides personal trust, custodial, agency and investment management services to help meet estate and wealth transfer needs of our advisors' individual and corporate clients. The performance of such personal trust services may involve our investment products. Ameriprise National Trust Bank generally receives an asset-based fee for investment advice and other services based on assets managed or custodied, as well as related fees and costs.

Face-Amount Certificates

We issue different types of face-amount certificates through Ameriprise Certificate Company, a wholly-owned subsidiary of

Ameriprise Financial. Ameriprise Certificate Company is registered as an investment company under the Investment Company Act of 1940 (“Investment Company Act”). Owners of our certificates invest funds and are entitled to receive at maturity or at the end of a stated term, a determinable amount of money equal to their aggregate investments in the certificate plus interest at rates we determine, less any withdrawals and early withdrawal penalties. For certain types of certificate products, the rate of interest is calculated in whole or in part based on any upward movement in a broad-based stock market index up to a maximum return, where the maximum is a fixed rate for a given term, but can be changed at our discretion for prospective terms.

At December 31, 2017, we had \$6.4 billion in total certificate reserves underlying our certificate products. Our earnings are based upon the difference, or “spread,” between the interest rates credited to certificate holders and the interest earned on the certificate assets invested. A portion of these earnings is used to compensate the various affiliated entities that provide management, administrative and other services to our company for these products. In times of weak performance in the equity markets, certificate sales are generally stronger.

Financial Wellness Program

We provide workplace financial planning and educational programs to employees of major corporations, small businesses and school district employees through our Financial Wellness Program. In addition, we provide training and support to financial advisors working on-site at company locations to present educational seminars, conduct one-on-one meetings and participate in client educational events. We also provide financial advice service offerings, such as financial planning and executive financial services, tailored to discrete employee segments.

Strategic Alliances and Other Marketing Arrangements

We use strategic marketing alliances, local marketing programs for our advisors, and on-site workshops through our Business Alliances group to generate new clients for our financial planning and other financial services. An important aspect of our strategy is to create alliances that help us generate new financial services clients within our target market segment - the mass affluent and affluent, and increasingly those with \$500,000 to \$5,000,000 in investable assets. Our alliance arrangements are generally for a limited duration of one to five years with an option to renew. Additionally, these types of marketing arrangements typically provide that either party may terminate the agreements on short notice, usually within sixty days. We compensate our alliance partners for providing opportunities to market to their clients.

Our Segments - Asset Management

Our Asset Management segment provides investment management and advice and investment products to retail, high net worth and institutional clients on a global scale through Columbia Threadneedle Investments.

Columbia Management primarily provides products and services in the U.S., and Threadneedle primarily provides products and services internationally. As noted above, we refer to the group of companies in Ameriprise Asset Management Holdings GmbH and Threadneedle Asset Management Holdings Sarl as “Threadneedle.” “Columbia Threadneedle Investments” refers to both Columbia Management and Threadneedle and reflects the global manner in which we think about and operate our asset management business in line with the *Columbia Threadneedle Investments* brand. We provide U.S. retail clients with products through unaffiliated third-party financial institutions and through our Advice & Wealth Management segment, and we provide institutional products and services through our institutional sales force. Retail products for non-U.S. retail investors are primarily distributed through third-party financial institutions and unaffiliated financial advisors. Retail products include U.S. mutual funds and their non-U.S. equivalents, exchange-traded funds (“ETFs”) and variable product funds underlying insurance and annuity separate accounts. Institutional asset management services are designed to meet specific client objectives and may involve a range of products, including those that focus on traditional asset classes, separately managed accounts, collateralized loan obligations (“CLOs”), hedge fund or alternative strategies, collective funds and property funds. CLOs, hedge fund or alternative strategies and certain private funds are often classified as alternative assets. Our Asset Management segment also provides all intercompany asset management services for Ameriprise Financial subsidiaries. The fees for such services are reflected within the Asset Management segment results through intersegment transfer pricing. Intersegment expenses for this segment include distribution expenses for services provided by our Advice & Wealth Management, Annuities and Protection segments. All intersegment activity is eliminated in our consolidated results.

Revenues in the Asset Management segment are primarily earned as fees based on managed asset balances, which are impacted by market movements, net asset flows, asset allocation and product mix. We may also earn performance fees from certain accounts where investment performance meets or exceeds certain pre-identified targets. At December 31, 2017, our Asset Management segment had \$494.6 billion in managed assets worldwide.

Managed assets include managed external client assets and managed owned assets. Managed external client assets include client assets for which we provide investment management services, such as the assets of the *Columbia Threadneedle Investments* fund families and the assets of institutional clients. Managed external client assets also include assets managed by sub-advisers we select. Our external client assets are not reported on our Consolidated Balance Sheets, although certain investment funds marketed to investors may be consolidated at certain times. See Note 2 to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K for additional information on consolidation principles. Managed owned assets include certain assets on our Consolidated Balance Sheets (such as the assets of the general account and the variable product funds held in the separate accounts of our life insurance subsidiaries) for which the Asset Management segment provides management services and receives management

fees. For additional details regarding our assets under management and administration, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in Part II, Item 7 of this Annual Report on Form 10-K.

Investment Management Capabilities

The investment management activities of Columbia Threadneedle Investments are conducted through investment management teams located in multiple locations, including Boston, Chicago, Houston, Kuala Lumpur, Los Angeles, London, Minneapolis, New York, Menlo Park, Portland and Singapore. Each investment management team may focus on particular investment strategies, asset types, products and on services offered and distribution channels utilized. Within the global asset management business, we deploy our investment teams across multiple jurisdictions pursuant to sub-advisory and personnel sharing arrangements on an intercompany basis.

Our investment management capabilities span a broad range of asset classes and investment styles. The portfolios underlying our product and service offerings may focus on providing solutions to investors through one or more U.S. or non-U.S. equity, fixed income, bank loan, property, multi-asset allocation, alternative (including real estate and liquid alternatives) or other asset classes, and the strategies utilized in the management of such portfolios varies depending on the needs and desired outcomes or objectives of individual and institutional investors. We continually assess these capabilities to help ensure our ability to provide product and services offerings that are responsive to the evolving needs of our clients.

Product and Service Offerings

We offer a broad spectrum of investment management and advice and products to individual, institutional and high-net worth investors. In an effort to address changing market conditions and the evolving needs of investors, we may from time to time develop and offer new retail and institutional investment products with new and/or innovative investment strategies, including U.S. mutual funds and their non-U.S. equivalents, ETFs, separately managed accounts, hedge or alternative funds and other private funds, CLOs, and collective funds. The following is an overview of our Asset Management offerings.

U.S. Registered Funds

We provide investment advisory, distribution and other services to the *Columbia Management* family of funds. The *Columbia Management* family of funds includes retail mutual funds, exchange-listed ETFs and U.S. closed-end funds and variable product funds. Retail mutual funds are available through unaffiliated third-party financial institutions and the *Ameriprise*[®] financial advisor network. Variable product funds are available as underlying investment options in variable annuity and variable life insurance products, including *RiverSource*[®] products. The *Columbia Management* family of funds includes domestic and international equity funds, fixed income funds, cash management funds, balanced funds, specialty funds, absolute return and other alternative funds and asset allocation funds, including fund-of-funds, with a variety of investment objectives. The *Columbia Management* family of funds also uses sub-advisers to diversify the product offerings it makes available to investors on its variable product platform. At December 31, 2017, our U.S. retail mutual funds, ETFs and U.S. closed-end funds had total managed assets of \$160.5 billion in 141 funds. The variable insurance trust funds (“VIT Funds”) that we manage had total managed assets at December 31, 2017 of \$76.5 billion in 70 funds.

Columbia Management serves as investment manager for most of our U.S. mutual funds as well as our exchange-listed ETFs and U.S. closed-end funds. Columbia Wanger Asset Management, LLC (“Columbia Wanger”), a subsidiary of Columbia Management, also serves as investment manager for certain funds, which are included in the totals noted in the preceding paragraph. In addition, several of our subsidiaries perform related services for the funds, including distribution, accounting, administrative and transfer agency services. Columbia Management and Columbia Wanger perform investment management services pursuant to contracts with the U.S. registered funds that are subject to renewal by the fund boards within two years after initial implementation, and thereafter, on an annual basis.

We earn management fees for managing the assets of the *Columbia Management* family of mutual funds based on the underlying asset values. We also earn fees by providing related services to the *Columbia Management* family of funds.

Non-U.S. Funds

Threadneedle offers a fund product range that includes different risk-return options across regions, markets, asset classes and product structures, which include retail funds that are similar to U.S. mutual funds. These funds are marketed to non-U.S. persons and the majority are often referred to as UCITS products (Undertakings for Collective Investment in Transferable Securities). UCITS and other funds offered by Threadneedle typically are structured as Open Ended Investment Companies (“OEICs”) in the UK, Société d’investissement à Capital Variable (“SICAVs”) in Luxembourg, as well as unit trusts. Threadneedle also sponsors, manages and offers UK property funds that invest in UK real estate. The majority of our non-U.S. fund offerings are registered in and distributed across multiple jurisdictions. For example, our OEICs are offered in many jurisdictions outside of the UK and a majority of our non-UK client AUM is invested in our OEICs; however, we also may have a SICAV equivalent or close equivalent to our OEICs. At December 31, 2017, our non-U.S. retail funds had total managed assets of \$50.8 billion in 182 funds.

Threadneedle Asset Management Ltd. serves as investment manager for most of our non-U.S. fund products and earns management fees based on underlying asset values for managing the assets of these funds. Certain Threadneedle affiliates also earn fees by providing ancillary services to the funds. In addition, certain non-U.S. funds or portions of the portfolios underlying such funds may receive sub-advisory services, including services provided by both Columbia Threadneedle Investments personnel and other unaffiliated advisers.

Separately Managed Accounts

We provide investment management services to a range of clients globally, including pension, profit-sharing, employee savings, sovereign wealth funds and endowment funds, accounts of large- and medium-sized businesses and governmental clients, as well as the accounts of high-net-worth individuals and smaller institutional clients, including tax-exempt and not-for-profit organizations. Our services include investment of funds on a discretionary or non-discretionary basis and related services including trading, cash management and reporting. We offer various fixed income, equity and alternative investment strategies for our institutional clients with separately managed accounts. Columbia Management and Threadneedle distribute products of the other under the *Columbia Threadneedle Investments* brand, including Threadneedle's offering various investment strategies of Columbia Management to non-U.S. clients and Columbia Management's offering of certain investment strategies of Threadneedle to U.S. clients.

For our investment management services, we generally receive fees based on the market value of managed assets pursuant to contracts the client can terminate on short notice. Clients may also pay us fees based on the performance of their portfolio. At December 31, 2017, within our *Columbia Threadneedle Investments* asset management business we managed a total of \$133.6 billion in assets under this range of services.

Management of Owned Assets

We provide investment management services and recognize management fees for certain assets on our Consolidated Balance Sheets, such as the assets held in the general account of our RiverSource Life companies and assets held by Ameriprise Certificate Company. Our fixed income team manages the general account assets to produce a consolidated and targeted rate of return on investments based on a certain level of risk. Our fixed income and equity teams also manage separate account assets. The Asset Management segment's management of owned assets for Ameriprise Financial subsidiaries is reviewed by the boards of directors and staff functions of the applicable subsidiaries consistent with regulatory investment requirements. At December 31, 2017, the Asset Management segment managed \$36.7 billion of owned assets.

Management of Collateralized Loan Obligations ("CLOs")

Columbia Threadneedle Investments has a dedicated team of investment professionals who provide collateral management services to special purpose vehicles which primarily invest in syndicated bank loans and issue multiple tranches of securities collateralized by the assets of each pool to provide investors with various maturity and credit risk characteristics. For collateral management of CLOs, we earn fees based on the par value of assets and, in certain instances, we may also receive performance-based fees. At December 31, 2017, we managed \$4.8 billion of assets related to CLOs.

Private Funds

We also provide investment management and related services to private, pooled investment vehicles organized as limited partnerships, limited liability companies or foreign (non-U.S.) entities. These funds are currently exempt from registration under the Investment Company Act under either Section 3(c)(1) or Section 3(c)(7) or related interpretative relief and are organized as U.S. and non-U.S. funds. These funds are subject to local regulation in the jurisdictions where they are formed or marketed. For investment management services, we generally receive fees based on the market value of assets under management, and we may also receive performance-based fees. As of December 31, 2017, we managed \$6.4 billion in private fund assets.

Lionstone Investments, a subsidiary of Columbia Management, also serves as investment manager for certain private funds (in addition to separate accounts), which are included in the totals noted in the preceding paragraph.

Ameriprise Trust Company - Collective Funds and Separately Managed Accounts

Collective funds are investment funds sponsored by ATC (our Minnesota-chartered trust company); these funds are exempt from registration with the Securities and Exchange Commission ("SEC") and offered to certain qualified institutional clients such as retirement, pension and profit-sharing plans. Columbia Management currently serves as investment adviser to ATC with respect to a series of ATC collective funds covering a broad spectrum of investment strategies for which ATC serves as trustee. ATC receives fees for its investment management services to the collective funds and Columbia Management receives fees from ATC pursuant to an agreement with ATC for the investment advisory services provided by Columbia Management. The fees payable to ATC and Columbia Management are generally based upon a percentage of assets under management. In addition to its collective funds, ATC serves as investment manager to separately managed accounts for qualified institutional clients.

As of December 31, 2017, we managed \$6.3 billion of ATC Funds and separate accounts for ATC clients. This amount does not include the *Columbia Management* family of funds held in other retirement plans because these assets are included under assets managed for institutional and retail clients and within the "Product and Service Offerings - U.S. Registered Funds" section above.

Sub-advised Accounts

In addition, we act as sub-adviser for certain U.S. and non-U.S. funds, private banking individually managed accounts, common trust funds and other portfolios sponsored or advised by other firms. As with our affiliated funds, we earn management fees for these sub-advisory services based on the underlying asset value of the funds and accounts we sub-advise. As of December 31, 2017, we managed nearly \$19 billion in assets in a sub-advisory capacity.

Distribution

We maintain distribution teams and capabilities that support the sales, marketing and support of the products and services of our global asset management business. These distribution activities are generally organized into two major categories: retail distribution and

institutional/high net worth distribution.

Retail Distribution

Columbia Management Investment Distributors, Inc. acts as the principal underwriter and distributor of our *Columbia Management* family of funds. Pursuant to distribution agreements with the funds, we offer and sell fund shares on a continuous basis and pay certain costs associated with the marketing and selling of shares. We earn commissions for distributing the *Columbia Management* funds through sales charges (front-end or back-end loads) on certain classes of shares and distribution (12b-1) and servicing-related fees based on a percentage of fund assets, and receive intersegment allocation payments. This revenue is impacted by overall asset levels and mix of the funds.

Columbia Management fund shares are sold through both our Advice & Wealth Management segment and through unaffiliated third-party financial intermediaries, including U.S. Trust and Bank of America from whom we acquired Columbia Management in 2010. Fees and reimbursements paid to such intermediaries may vary based on sales, redemptions, asset values, asset allocation, product mix, and marketing and support activities provided by the intermediary. Intersegment distribution expenses for services provided by our Advice & Wealth Management Segment are eliminated in our consolidated results.

Threadneedle funds are sold primarily through financial intermediaries and institutions, including banks, life insurance companies, independent financial advisers, wealth managers and platforms offering a variety of investment products. Threadneedle also distributes directly to certain clients. Various Threadneedle affiliates serve as the distributors of these fund offerings and are authorized to engage in such activities in numerous countries across Europe, the Middle East, the Asia-Pacific region and Africa. Certain *Threadneedle* fund offerings, such as its UCITS products, may be distributed on a cross-border basis while others are distributed exclusively in local markets.

Institutional and High Net Worth Distribution

We offer separately managed account services and certain funds to high net worth clients and to a variety of institutional clients, including pension plans, employee savings plans, foundations, sovereign wealth funds, endowments, corporations, banks, trusts, governmental entities, high-net-worth individuals and not-for-profit organizations. We provide investment management services for insurance companies, including our insurance subsidiaries. We also provide, primarily through ATC and one of our broker-dealer subsidiaries, a variety of services for our institutional clients that sponsor retirement plans. We have dedicated institutional and sub-advisory sales teams that market directly to such institutional clients. We concentrate on establishing strong relationships with institutional clients and leading global and national consultancy firms across North America, Europe, the Middle East, Asia and Australia.

Our Segments - Annuities

Our Annuities segment provides *RiverSource* variable and fixed annuity products to individual clients. Our solutions in this segment and our Protection segment help us deliver on our *Confident Retirement* approach as well as provide certain products to unaffiliated advisors and financial institutions.

The RiverSource Life companies provide variable annuity products through our advisors, and our fixed annuity products are distributed through both affiliated and unaffiliated advisors and financial institutions. These products are designed to help individuals address their asset accumulation and income goals. Revenues for our variable annuity products are primarily earned as fees based on underlying account balances, which are impacted by both market movements and net asset flows. Revenues for our fixed deferred annuity products are primarily earned as net investment income on assets supporting fixed account balances, with profitability significantly impacted by the spread between net investment income earned and interest credited on the fixed account balances. We also earn net investment income on owned assets supporting reserves for immediate annuities with a non-life contingent feature and for certain guaranteed benefits offered with variable annuities and on capital supporting the business. Revenues for our immediate annuities with a life contingent feature are earned as premium revenue. Intersegment revenues for this segment reflect fees paid by our Asset Management segment for marketing support and other services provided in connection with the availability of VIT Funds under the variable annuity contracts. Intersegment expenses for this segment include distribution expenses for services provided by our Advice & Wealth Management segment, as well as expenses for investment management services provided by our Asset Management segment. All intersegment activity is eliminated in our consolidated results.

Our annuity products include deferred variable and fixed annuities as well as immediate annuities. The relative proportion between fixed and variable annuity sales is generally driven by the relative performance of the equity and fixed income markets. Fixed sales are generally stronger when yields available in the fixed income markets are relatively high than when yields are relatively low. Variable sales are generally stronger in times of superior performance in equity markets than in times of weak performance in equity markets. The relative proportion between fixed and variable annuity sales is also influenced by product design and other factors. In addition to the revenues we generate on these products, we also receive fees charged on assets allocated to our separate accounts to cover administrative costs and a portion of the management fees from the underlying investment accounts in which assets are invested, as discussed below under "Variable Annuities." Investment management performance is critical to the profitability of our *RiverSource* annuity business.

Variable Annuities

A variable annuity provides a contractholder with investment returns linked to underlying investment accounts of the contractholder's choice. The underlying investment account options may include the VIT Funds previously discussed (see "Business - Our Segments - Asset Management - Product and Service Offerings - U.S. Registered Funds," above), as well as variable portfolio funds offered through unaffiliated companies.

Contract purchasers can choose to add optional benefits to their contracts for an additional fee, including but not limited to, certain guaranteed minimum death benefits (individually, "GMDB"), a guaranteed minimum withdrawal benefit ("GMWB") and a guaranteed minimum accumulation benefit ("GMAB"). Approximately 99% of RiverSource Life's overall variable annuity assets include an optional GMDB and approximately 62% of RiverSource Life's overall variable annuity assets include an optional GMWB or GMAB. In general, these features can help protect contractholders and beneficiaries from a shortfall in death benefits, accumulation value or lifetime income due to a decline in the value of their underlying investment accounts.

The general account assets of our life insurance subsidiaries support the contractual obligations under the guaranteed benefit the Company offers (see "Business - Our Segments - Asset Management - Product and Service Offerings - Management of Owned Assets" above). As a result, we bear the risk that protracted under-performance of the financial markets could result in guaranteed benefit payments being higher than what current account values would support. Our exposure to risk from guaranteed benefits generally will increase when equity markets decline. Similarly, our guaranteed benefit reserves will generally increase when interest rates decline.

RiverSource variable annuities provide us with fee-based revenue in the form of mortality and expense risk fees, marketing support and administrative fees, fees charged for optional benefits and features elected by the contractholder, and other contract charges. We receive marketing support payments from the VIT Funds underlying our variable annuity products as well as Rule 12b-1 distribution and servicing-related fees from the VIT Funds and the underlying funds of other companies. In addition, we receive marketing support payments from other companies' funds included as investment options in our *RiverSource* variable annuity products.

Fixed Annuities

RiverSource fixed deferred annuity products provide a contractholder with contract value that increases by a fixed or indexed interest rate. We periodically reset rates at our discretion subject to certain contract terms establishing guaranteed minimum interest crediting rates. Our earnings from fixed deferred annuities are based upon the spread between rates earned on assets purchased with fixed deferred annuity deposits and the rates at which interest is credited to our *RiverSource* fixed deferred annuity contracts. New contracts issued provide guaranteed minimum interest rates in compliance with state laws. Immediate annuity products provide a contractholder a guaranteed fixed income payment for life or the term of the contract.

Distribution

Our RiverSource Distributors subsidiary is a registered broker-dealer that serves both as the principal underwriter and distributor of *RiverSource* variable and fixed annuities through AFSI and as the distributor of fixed annuities through third-party channels such as banks and broker-dealer networks. Our advisors are the largest distributors of *RiverSource* annuity products, although they can offer variable annuities from selected unaffiliated insurers as well.

In 2017, we had total sales for fixed annuity products through third-party channels of \$9 million. As of December 31, 2017, we had distribution agreements for *RiverSource* fixed annuity products in place with more than 110 third-party firms.

Liabilities and Reserves for Annuities

We maintain adequate financial reserves to cover the risks associated with guaranteed benefit provisions added to variable annuity contracts in addition to liabilities arising from fixed and variable annuity base contracts. You can find a discussion of liabilities and reserves related to our annuity products in Part II, Item 7A of this Annual Report on Form 10-K - "Quantitative and Qualitative Disclosures About Market Risk", as well as in Note 2, Note 10, Note 11 and Note 16 to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Financial Strength Ratings

Our insurance company subsidiaries that issue *RiverSource* annuity products receive ratings from independent rating organizations. Ratings are important to maintain public confidence in our insurance subsidiaries and our protection and annuity products. For a discussion of the financial strength ratings of our insurance company subsidiaries, see the "Our Segments - Protection - Financial Strength Ratings" section, below.

Our Segments - Protection

Our Protection segment provides a variety of products to address the protection and risk management needs of our retail clients, including life, disability income and property casualty insurance. These products are designed to provide a lifetime of solutions that allow clients to protect income, grow assets and give to loved ones or charity.

Life and disability income products are primarily provided through our advisors. Our property casualty products are sold primarily through affinity relationships. We issue insurance policies through our life insurance subsidiaries and the Property Casualty companies

(as defined below under “Ameriprise Auto & Home Insurance Products”). The primary sources of revenues for this segment are premiums, fees and charges we receive to assume insurance-related risk. We earn net investment income on owned assets supporting insurance reserves and capital supporting the business. We also receive fees based on the level of assets supporting variable universal life separate account balances. This segment earns intersegment revenues from fees paid by our Asset Management segment for marketing support and other services provided in connection with the availability of VIT Funds under the variable universal life contracts. Intersegment expenses for this segment include distribution expenses for services provided by our Advice & Wealth Management segment, as well as expenses for investment management services provided by our Asset Management segment. All intersegment activity is eliminated in consolidation.

RiverSource Insurance Products

Through the RiverSource Life companies, we issue universal life insurance, indexed universal life insurance, variable universal life insurance, traditional life insurance and disability income insurance. Universal life insurance is a form of permanent life insurance characterized by flexible premiums, flexible death benefits and unbundled pricing factors (i.e., mortality, interest and expenses). Variable universal life insurance combines the premium and death benefit flexibility of universal life with underlying fund investment flexibility and the risks associated therewith. Traditional life insurance refers to whole and term life insurance policies. Traditional life insurance typically pays a specified sum to a beneficiary upon death of the insured for a fixed premium. We also offer our clients various riders and alternatives, such as an accelerated benefit rider for chronic illness on our new permanent insurance products and a universal life insurance product with long term care benefits.

Our sales of *RiverSource* individual life insurance in 2017, as measured by scheduled annual premiums, lump sum and excess premiums and single premiums, consisted of 82% universal life, 16% variable universal life and 2% traditional life. Our RiverSource Life companies issue only non-participating life insurance policies that do not pay dividends to policyholders from the insurer’s earnings.

Assets supporting policy values associated with fixed account life insurance products, as well as those assets associated with fixed account investment options under variable insurance products (collectively referred to as the “fixed accounts”), are part of the RiverSource Life companies’ general accounts. Under fixed accounts, the RiverSource Life companies bear the investment risk. More information on the RiverSource Life companies’ general accounts is found under “Business - Our Segments - Asset Management - Product and Service Offerings - Management of Owned Assets” above.

Variable Universal Life Insurance

Variable universal life insurance provides life insurance coverage along with investment returns linked to underlying investment accounts of the policyholder’s choice. Investment options may include VIT Funds discussed above, Portfolio Navigator and Portfolio Stabilizer funds of funds, an index-linked option, as well as variable portfolio funds offered through unaffiliated companies.

Universal Life Insurance and Traditional Whole Life Insurance

Universal life and traditional whole life insurance policies do not subject the policyholder to the investment risks associated with variable universal life insurance.

RiverSource universal life insurance products provide life insurance coverage and cash value that increases by a fixed interest rate. The rate is periodically reset at the discretion of the issuing company subject to certain policy terms relative to minimum interest crediting rates. Certain universal life policies offered by RiverSource Life provide secondary guarantee benefits. The secondary guarantee ensures that, subject to specified conditions, the policy will not terminate and will continue to provide a death benefit even if there is insufficient policy value to cover the monthly deductions and charges.

RiverSource indexed universal life insurance (“IUL”) provides lifetime insurance protection and asset growth through index-linked interest crediting. IUL is similar to universal life insurance in that it provides life insurance coverage and cash value that increases as a result of credited interest as well as a minimum guaranteed credited rate of interest.

We previously discontinued new sales of traditional whole life insurance, however, we continue to service existing policies. Our in-force traditional whole life insurance policies combine a death benefit with a cash value that generally increases gradually over a period of years.

Term Life Insurance

Term life insurance provides a death benefit, but it does not build up cash value. The policyholder chooses the term of coverage with guaranteed premiums at the time of issue. During the chosen term, we cannot raise premium rates even if claims experience deteriorates. At the end of the chosen term, coverage may continue with higher premiums until the maximum age is attained, or the policy expires with no value.

Disability Income Insurance

Disability income insurance provides monthly benefits to individuals who are unable to earn income either at their occupation at time of disability (“own occupation”) or at any suitable occupation (“any occupation”) for premium payments that are guaranteed not to change. Depending upon occupational and medical underwriting criteria, applicants for disability income insurance can choose “own occupation” and “any occupation” coverage for varying benefit periods. In some states, applicants may also choose various benefit

provisions to help them integrate individual disability income insurance benefits with Social Security or similar benefit plans and to help them protect their disability income insurance benefits from the risk of inflation.

Ameriprise Auto & Home Insurance Products

We offer personal auto, home and umbrella insurance products through IDS Property Casualty and its subsidiary, Ameriprise Insurance Company (the “Property Casualty companies”). We offer a range of coverage options under each product category. Our Property Casualty companies provide personal auto, home and umbrella coverage to clients in 43 states and the District of Columbia.

Distribution and Marketing Channels

Our Property Casualty companies do not have field agents - we use a co-branded direct marketing strategy to sell our personal auto, home and umbrella insurance products through alliances with commercial institutions and affinity groups, and directly to our clients and the general public. We also receive referrals through our financial advisor network. Our Property Casualty companies’ multi-year contract with Costco Wholesale Corporation and Costco’s affiliated insurance agency expires on March 31, 2020. Costco members represented 93% of all new policy sales of our Property Casualty companies in 2017.

We offer *RiverSource* life insurance products almost exclusively through our advisors. Our advisors offer insurance products issued predominantly by the RiverSource Life companies, though they may also offer insurance products of unaffiliated carriers, subject to certain qualifications.

Reinsurance

We reinsure a portion of the insurance risks associated with our life, disability income, long term care and property casualty insurance products through reinsurance agreements with unaffiliated reinsurance companies. We use reinsurance to limit losses, reduce exposure to large and catastrophic risks and provide additional capacity for future growth. To manage exposure to losses from reinsurer insolvencies, we evaluate the financial condition of reinsurers prior to entering into new reinsurance treaties and on a periodic basis during the terms of the treaties. Our insurance companies remain primarily liable as the direct insurers on all risks reinsured.

See Note 7 to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K for additional information on reinsurance.

Liabilities and Reserves

We maintain adequate financial reserves to cover the insurance risks associated with the insurance products we issue. Generally, reserves represent estimates of the invested assets that our insurance companies need to hold to provide adequately for future benefits and expenses and applicable state insurance laws generally require us to assess and submit an opinion regarding the adequacy of our statutory-based reserves on an annual basis. For a discussion of the statutory-based financial statements related to our insurance products, see Note 20 to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Financial Strength Ratings

Independent rating organizations evaluate the financial soundness and claims-paying ability of insurance companies continually, and they base their ratings on a number of different factors, including market position in core products and market segments, risk-adjusted capitalization and the quality of the company’s investment portfolios. More specifically, the ratings assigned are developed from an evaluation of a company’s balance sheet strength, operating performance and business profile. Balance sheet strength reflects a company’s ability to meet its current and ongoing obligations to its contractholders and policyholders and includes analysis of a company’s capital adequacy. The evaluation of operating performance centers on the stability and sustainability of a company’s sources of earnings. The business profile component of the rating considers a company’s mix of business, market position and depth and experience of management.

Our insurance subsidiaries’ ratings are important to maintain public confidence in our protection and annuity products. We list our ratings on our website at ir.ameriprise.com. For the most current ratings information, please see the individual rating agency’s website.

Our Segments - Corporate & Other

Our Corporate & Other segment consists of the long term care business and net investment income or loss on corporate level assets, including excess capital held in our subsidiaries and other unallocated equity and other revenues as well as unallocated corporate expenses.

Closed Block Long Term Care Insurance

Prior to December 31, 2002, the RiverSource Life companies underwrote stand-alone long term care (“LTC”) insurance. We discontinued offering LTC insurance as of December 31, 2002. A large majority of our closed block LTC is comprised of nursing home indemnity LTC or comprehensive reimbursement LTC. Generally, our insureds are eligible for LTC benefits when they are cognitively impaired or unable to perform certain activities of daily living.

Nursing home indemnity LTC policies provide a predefined daily benefit when the insured is confined to a nursing home, subject to various maximum benefit periods, regardless of actual expenses of the policyholder. The nursing home indemnity LTC policies were primarily sold from 1989 through 1998. As of December 31, 2017, the nursing home indemnity LTC block had approximately

\$84 million in in-force annual premium and future policyholder benefits and claim reserves of approximately \$1.5 billion, net of reinsurance.

Our comprehensive reimbursement LTC policies provide a predefined maximum daily benefit when the insured is confined to a nursing home covering a variety of LTC expenses including assisted living, home and community care, adult day care and similar placement programs, subject to various maximum total benefit payment pools, on a cost-reimbursement basis. The comprehensive reimbursement LTC policies were primarily sold from 1997 through 2002. As of December 31, 2017, the comprehensive reimbursement LTC block had approximately \$118 million in in-force annual premium and future policyholder benefits and claim reserves of approximately \$1.1 billion, net of reinsurance.

Our closed block LTC was sold on a guaranteed renewable basis which allows us to re-price in-force policies, subject to regulatory approval. Premium rates for LTC policies vary by age, benefit period, elimination period, home care coverage, and benefit increase option and are based on assumptions concerning morbidity, mortality, persistency, administrative expenses, investment income, and profit. We develop our assumptions based on our own claims and persistency experience. We have pursued nationwide premium rate increases for many years and expect to continue to pursue rate increases over the next several years. In general, since very little of our LTC business is subject to rate stability regulation, we have followed a policy of pursuing smaller, more frequent increases rather than single large increases in order to align policyholder and shareholder objectives. We also provide policyholders with options to reduce their coverage to lessen or eliminate the additional financial outlay that would otherwise result.

For existing LTC policies, RiverSource Life has continued ceding 50% of the risk on a coinsurance basis to subsidiaries of Genworth Financial, Inc. ("Genworth") and retains the remaining risk. For RiverSource Life of NY, this reinsurance arrangement applies for 1996 and later issues only. Under these agreements, we have the right, but never the obligation, to recapture some, or all, of the risk ceded to Genworth.

For all policies, we hold active life reserves. These reserves reflect future benefits and expenses we expect to pay, net of the future premiums we expect to collect. In addition, a claim reserve is established when a claim is incurred. The claim reserve reflects our best estimate of the present value of the liability for future claim payments and claim adjustment expenses. A claim reserve is based on actual known facts regarding the claim, coverage considerations, and uses assumptions derived from our actual historical claim experience.

We undertake an extensive review of active life future policy benefit reserve adequacy annually during the third quarter of each year, or more frequently if appropriate, using current best estimate assumptions as of the date of the review. Our annual review process includes an analysis of our key reserve assumptions, including, at this time, those for morbidity, terminations (mortality and lapses), premium rate increases, and investment yields. Because we have a rigorous annual review of all key reserve assumptions, we believe we are materially less exposed to large one-time reserve adjustments.

- **Morbidity** - A comprehensive morbidity experience study is performed annually using all company historical claim information, including paid claims and claim reserves. The experience study is split between age, duration, policy form series, nursing home, home care and lifetime and non-lifetime benefit periods. The results of these experience studies are used to adjust the morbidity assumption used in determining reserve adequacy. Recent experience studies support the observation that the morbidity for nursing home indemnity LTC policies, with an average policyholder attained age of 80, has stabilized as the data has become more statistically credible at older ages. The more recently issued comprehensive reimbursement LTC block, with an average policyholder attained age of 74, has somewhat less credible experience (that is, fewer claims). In 2017, we adjusted our claims expectations for the comprehensive reimbursement LTC block upward based on trending emerging experience.
- **Terminations** - Termination, or mortality and lapse, experience studies are performed annually using all company historical death and lapse information and are evaluated considering issue age, duration, and lifetime and non-lifetime benefit periods. The termination assumptions have been stable for the last several years.
- **Premium Rate Increases** - Future premium rate increases are considered in determining our reserve adequacy. For premium rate increases that we have initiated nationwide but have not yet been fully approved in all states, we review each policy form on a state-by-state basis to estimate the timing and amount we expect to be approved based on the historical experience of each state. Additionally, our analysis reflects management's current best estimate assumption of one to two additional rate increases being pursued over the next four years with an estimate of varying success rates based on historical state approvals, regulatory restrictions and future anticipated state reaction. We are closely monitoring the industry and regulators to keep informed of possible changes to premium rate increase regulations. Given the current regulatory environment, management's best estimate assumptions of future rate increase approvals are not overly aggressive and we believe are reasonable to support our benefit obligations.
- **Investment Yields** - Current and projected investment yields are also evaluated and updated annually. Projected investment yields reflect management's best estimate of future interest rates (consistent with all other GAAP projections) as well as our investment strategy.

As a result of our 2017 review of our reserve assumptions, our active life reserve was increased in the third quarter 2017 by \$57 million, an increase of less than 3% when compared to our LTC reserves, net of reinsurance. These new assumptions will remain locked in as the basis for our reserve calculations as long as our annual review process indicates that the reserves are adequate.

Competition

We operate in a highly competitive global industry. As a diversified financial services firm, we compete directly with a variety of financial institutions, including registered investment advisors, securities brokers, asset managers, banks and insurance companies. Our competitors may have greater financial resources, broader and deeper distribution capabilities and products and services than we do. We compete directly with these for the provision of products and services to clients, as well as for our financial advisors and investment management personnel. Certain of our competitors offer web-based financial services and discount brokerage services, usually with lower levels of service, to individual clients.

Our Advice & Wealth Management segment competes with securities broker-dealers, independent broker-dealers, financial planning firms, registered investment advisors, insurance companies and other financial institutions to attract and retain financial advisors and their clients. Competitive factors influencing our ability to attract and retain financial advisors include compensation structures, brand recognition and reputation, product offerings and technology and service capabilities and support. Further, our financial advisors compete for clients with a range of other advisors, broker-dealers and direct channels, including wirehouses, regional broker-dealers, independent broker-dealers, insurers, banks, asset managers, registered investment advisors and direct distributors. Competitive factors influencing our ability to attract and retain clients include quality of advice provided, price, reputation, advertising and brand recognition, product offerings and technology and service quality.

Our Asset Management segment competes on a global basis to acquire and retain managed and administered assets against a substantial number of firms, including those in the categories listed above. Such competitors may have achieved greater economies of scale, offer a broader array of products and services, offer products with a stronger performance record and have greater distribution capabilities. Competitive factors influencing our performance in this industry include investment performance, product offerings and innovation, product ratings, fee structures, advertising, service quality, brand recognition and reputation and the ability to attract and retain investment personnel. Furthermore, changes in investment preferences or investment management strategy (for example, “active” or “passive” investing styles) and downward pressure on fees presents various challenges to our business and may favor different competitors that focus more on “passive” investing styles. The ability to create and maintain and deepen relationships with distributors and clients also plays a significant role in our ability to acquire and retain managed and administered assets. The impact of these factors on our business may vary from country to country and certain competitors may have certain competitive advantage in certain jurisdictions. As an example, the timing and implementation of the British exit from the EU (commonly known as “Brexit”) and other regulatory or political impacts may ultimately favor certain types of asset managers in the EU.

Competitors of our Annuities and Protection segments consist of both stock and mutual insurance companies. Competitive factors affecting the sale of annuity and insurance products (including property casualty insurance products) include distribution capabilities, price, product features, hedging capability, investment performance, commission structure, perceived financial strength, claims-paying ratings, service, advertising, brand recognition and financial strength ratings from rating agencies such as A.M. Best.

Technology

We have an integrated customer management system that serves as the hub of our technology platform. In addition, we have specialized product engines that manage various accounts and over the years, we have updated our platform to include new product lines. We also use a proprietary suite of processes, methods and tools for our financial planning services. We update our technological capabilities regularly to help maintain an adaptive platform design that aims to enhance the productivity of our advisors to allow for faster, lower-cost responses to emerging business opportunities, compliance requirements and marketplace trends.

We have developed and maintain a comprehensive business continuity plan that utilizes an all-hazards approach to cover different potential business disruptions to centrally controlled systems, platforms and facilities of varying severity and scope. This plan addresses, among other things, the loss of an entire geographic area, corporate buildings, staff, data systems and/or telecommunications capabilities regardless of their cause (e.g., flood, fire or terrorism). We review and test our business continuity plan periodically and update it as necessary. We require our key technology vendors and service providers that provide corporate-wide services and solutions to do the same and we require our franchise advisors to create plans to cover such events for their locally controlled systems, data, staff and facilities.

Geographic Presence

For years ended December 31, 2017, 2016 and 2015, approximately 91%, 91% and 89%, respectively, of our long-lived assets were located in the United States and approximately 94%, 94% and 91%, respectively, of our net revenues were generated in the United States. The majority of our foreign operations are conducted through Columbia Threadneedle, as described in this Annual Report on Form 10-K under “Business - Our Segments - Asset Management.”

Employees

At December 31, 2017, we had over 13,000 employees, including approximately 2,200 employee advisors (which does not include our franchisee advisors, who are not employees of our company, but includes advisors employed in the AAC and in our bank channel). We are not subject to collective bargaining agreements, and we believe that our employee relations are strong.

Intellectual Property

We rely on a combination of contractual rights and copyright, trademark, patent and trade secret laws to establish and protect our intellectual property. In the United States and other jurisdictions, we have established and registered, or filed applications to register

certain trademarks and service marks that we consider important to the marketing of our products and services, including but not limited to Ameriprise Financial, Columbia Management, Threadneedle, RiverSource and Columbia Threadneedle Investments. We have in the past and will in the future take action to establish and protect our intellectual property.

Regulation

Virtually all aspects of our business, including the activities of the parent company and our subsidiaries, are subject to various federal, state and foreign laws and regulations. These laws and regulations provide broad regulatory, administrative and enforcement powers to supervisory agencies and other bodies, including U.S. federal and state regulatory agencies, foreign government agencies or regulatory bodies and U.S. and foreign securities exchanges. The costs of complying with such laws and regulations can be significant, and the consequences for the failure to comply may include civil or criminal charges, fines, censure, the suspension of individual employees, restrictions on or prohibitions from engaging in certain lines of business (or in certain states or countries), revocation of certain registrations as well as reputational damage. We have made and expect to continue to make significant investments in our compliance processes, enhancing policies, procedures and oversight to monitor our compliance with the numerous legal and regulatory requirements applicable to our business.

The regulatory environment in which our businesses operate remains subject to change and heightened regulatory scrutiny. Regulatory developments, both in and outside of the U.S., have resulted or are expected to result in greater regulatory oversight and internal compliance obligations for firms across the financial services industry. In addition, we continue to see enhanced legislative and regulatory interest regarding retirement investing, and we will continue to closely review and monitor any legislative or regulatory proposals and changes. These legal and regulatory changes have impacted and may in the future impact the manner in which we are regulated and the manner in which we operate and govern our businesses.

The discussion and overview set forth below provides a general framework of the primary laws and regulations impacting our businesses. Certain of our subsidiaries may be subject to one or more elements of this regulatory framework depending on the nature of their business, the products and services they provide and the geographic locations in which they operate. To the extent the discussion includes references to statutory and regulatory provisions, it is qualified in its entirety by reference to these statutory and regulatory provisions and is current only as of the date of this report.

Our Regulators

Broker-dealers registered under the Exchange Act

- American Enterprise Investment Services, Inc. (clearing B-D)
- Ameriprise Financial Services, Inc. (introducing B-D)
- Investment Professionals, Inc. (introducing B-D)
- Columbia Management Investment Distributors, Inc. (limited purpose B-D)
- RiverSource Distributors, Inc. (limited purpose B-D)

Investment Advisers regulated by the SEC

- Ameriprise Financial Services, Inc.
- Investment Professionals, Inc.
- Columbia Management Investment Advisers, LLC
- Columbia Wanger Asset Management, LLC
- Threadneedle International Ltd (FCA is primary regulator)
- Lionstone Partners, LLC

Trust-related entities

<u>Entity</u>	<u>Regulator</u>
➤ Ameriprise Trust Company	Minnesota Dept of Commerce
➤ Ameriprise National Trust Bank	Office of the Comptroller of the Currency

Investment Companies registered under the Investment Company Act

- Ameriprise Certificate Company
- In addition, we advise numerous '40 Act funds

Commodities, Futures and Options Regulators

<u>Entity</u>	<u>Regulator</u>
➤ American Enterprise Investment Services, Inc.	Commodity Futures Trading Commission (CFTC):
➤ Ameriprise Financial Services, Inc.	Options Clearing Corporation CFTC;
➤ Columbia Management Investment Advisers, LLC	National Futures Association (NFA) CFTC; NFA
➤ Threadneedle International Ltd	CFTC; NFA

Primary State Regulators for Insurance Companies/Agencies

<u>Entity</u>	<u>Regulator</u>
➤ RiverSource Life Insurance Company	Minnesota Department of Commerce is domiciliary regulator
➤ RiverSource Life Insurance Co. of New York	New York State Department of Financial Services is domiciliary regulator
➤ Ameriprise Captive Insurance Company	State of Vermont Department of Banking, Insurance, Securities and Health Care Administration is domiciliary regulator
➤ IDS Property Casualty Insurance Company: Ameriprise Auto & Home Insurance Agency, Inc.; and Ameriprise Insurance Company	Wisconsin Office of the Commissioner of Insurance is domiciliary regulator

Primary International Regulators

<u>Entity</u>	<u>Regulator</u>	<u>Jurisdiction</u>
➤ Threadneedle International Ltd	Financial Conduct Authority (FCA)	United Kingdom
➤ Threadneedle Pensions Ltd	FCA; Prudential Regulatory Authority	United Kingdom
➤ Threadneedle Investments Singapore (Pte.) Ltd.	Monetary Authority of Singapore	Singapore
➤ Threadneedle Asset Management Malaysia Sdn Bhd.	Securities Commission Malaysia	Malaysia
➤ Threadneedle Management Luxembourg S.A.	Commission de Surveillance du Secteur Financier	Luxembourg
➤ Threadneedle Portfolio Services Hong Kong Limited	Securities and Futures Commission	Hong Kong
➤ Threadneedle Investments Taiwan Ltd.	Financial Supervisory Commission	Taiwan
➤ Columbia Threadneedle Investments (ME) Limited	Dubai Financial Services Authority	Dubai

In addition to the regulators summarized above, we are also subject to regulation by self-regulatory organizations such as the Financial Industry Regulatory Authority (“FINRA”), as well as various federal and state securities, insurance and financial regulators (such as regulatory agencies and bodies like the U.S. Department of Labor) in the U.S. and foreign jurisdictions where we do business.

Advice and Wealth Management Regulation

Certain of our subsidiaries are registered with the SEC as broker-dealers under the Securities Exchange Act of 1934 (“Exchange Act”) and with certain states, the District of Columbia and other U.S. territories. Our broker-dealer subsidiaries are also members of self-regulatory organizations, including FINRA, and are subject to the regulations of these organizations. The SEC and FINRA have stringent rules with respect to the net capital requirements and the marketing and trading activities of broker-dealers. Our broker-dealer subsidiaries, as well as our financial advisors and other personnel, must obtain all required state and FINRA licenses and registrations to engage in the securities business and take certain steps to maintain such registrations in good standing. SEC regulations also impose notice requirements and capital limitations on the payment of dividends by a broker-dealer to a parent.

Our financial advisors are representatives of a dual registrant that is registered both as an investment adviser under the Investment Advisers Act of 1940 (“Advisers Act”) and as a broker-dealer. Our advisors are subject to various regulations that impact how they operate their practices, including those related to supervision, sales methods, trading practices, record-keeping and financial reporting. In addition, because our independent contractor advisor platform is structured as a franchise system, we are also subject to Federal Trade Commission and state franchise requirements. As noted earlier, we continue to see enhanced legislative and regulatory interest regarding retirement investing and financial advisors, including proposed rules, regulatory priorities or general discussion around transparency and disclosure in advisor compensation and recruiting, identifying and managing conflicts of interest and enhanced data collection.

Our financial advisors serve clients who hold assets in IRAs and employer-sponsored retirement plan accounts. The Department of Labor published regulations in April 2016 that expanded the scope of who is considered an ERISA fiduciary and these regulations focus in large part on investment recommendations made by financial advisors, registered investment advisors, and other investment

professionals to retirement investors, how financial advisors are able to discuss IRA rollovers, as well as how financial advisors and affiliates can transact with retirement investors. Tax qualified accounts, particularly IRAs, make up a significant portion of our assets under management and administration. The first phase of the regulations went into effect on June 9, 2017 and requires financial advisors to make recommendations related to assets held in IRAs and employer sponsored retirement plans in accordance with the following impartial conduct standards: recommendations must be in the best interest of the client, compensation paid for the recommendations must be reasonable and the financial advisor must not make any misleading statements. We adopted policies and procedures designed to comply with the impartial conduct standards and communicated those policies and procedures to our advisors and staff. The second phase of the regulation pertaining to a new “best interest contract exemption” would put into place a number of additional requirements including entering into a best interest contract with clients, enhanced disclosure of fees and conflicts of interest, limits on differential commissions within a product category, the adoption of policies and procedures to ensure the best interest standard is met, and findings related to platforms that are limited to products that pay third-party payments and/or include proprietary products. The second phase of the regulation is currently scheduled to become effective on July 1, 2019. However, these regulations are currently under review by the Department of Labor to determine if further revisions to the regulations are advisable. As a result, it is unclear whether the Department of Labor will substantially rescind or revise the regulations as adopted in 2016.

In addition, the Securities and Exchange Commission is also working on developing its own fiduciary standard that would apply to recommendations made by financial advisors who work on a commission basis and would apply regardless of the type of account (IRA or non-qualified) an investor holds. Furthermore, several states have either issued their own fiduciary rules or are considering doing so and those rules may extend to certain types of products (e.g. insurance and annuities, financial planning, etc.) or may broadly cover all recommendations made by financial advisors. We are also seeing self-regulatory bodies like the Certified Financial Planner Board working on a fiduciary standard that would apply to financial advisors who hold a Certified Financial Planner designation. Currently, Ameriprise has approximately 4,100 financial advisors that hold a Certified Financial Planner designation. In light of the various fiduciary rules and regulations that have been proposed or finalized, we continue to exert significant efforts to evaluate and prepare to comply with each rule. Depending on the span and substance of any rules and regulations and timing of their applicability, the scope of any implementation could impact the way we compensate our advisors, particularly with respect to the sale of commission-based products, the access that representatives of affiliated and unaffiliated product manufacturers could have to our advisors and clients, and the manner and degree to which we and our advisors could have selling and marketing costs reimbursed by product manufacturers. We have incurred infrastructure costs in anticipation of compliance with these new regulations, and ongoing costs will be driven by how these regulations may evolve over the course of time. Other agencies, exchanges and self-regulatory organizations of which certain of our broker-dealer subsidiaries are members, and subject to applicable rules and regulations of, include the Commodities Futures Trading Commission (“CFTC”) and the National Futures Association (“NFA”). Effective in August 2014, AFSI changed its registration from a Futures Commission Merchant to a Commodity Trading Advisor with the CFTC. In addition, certain subsidiaries may also be registered as insurance agencies and subject to the regulations described in the following sections.

Asset Management Regulation

U.S. Regulation

In the U.S., certain of our asset management subsidiaries are registered as investment advisers under the Advisers Act and subject to regulation by the SEC. The Advisers Act imposes numerous obligations on registered investment advisers, including fiduciary duties, disclosure obligations and record-keeping, and operational and marketing restrictions. Our registered investment advisers may also be subject to certain obligations of the Investment Company Act based on their status as investment advisers to investment companies that we, or third parties, sponsor. In October 2016, the SEC issued a final rule requiring the implementation of fund board approved liquidity risk management programs for mutual funds (other than money market funds) and ETFs. Full compliance with this rule is required by December 1, 2018. As noted earlier, we continue to see enhanced legislative and regulatory interest regarding financial services in the U.S. through rules (and those yet to be implemented), regulatory priorities or general discussion around risk retention requirements, expanded reporting requirements and transfer agent regulation. This trend is also true globally. As one example, the Financial Stability Board (“FSB”), an international body that can make its own recommendations but not enact regulations, provided 14 policy recommendations to address what they see as the following structural vulnerabilities from asset management activities that could potentially present financial stability risks: (i) liquidity mismatch between fund investments and redemption terms and conditions for open-ended fund units; (ii) leverage within investment funds; (iii) operational risk and challenges at asset managers in stressed conditions; and (iv) securities lending activities of asset managers and funds. We believe many of the recommendations with respect to individual funds and firms outlined by the FSB are addressed by our existing robust risk management practices for our global asset management business, including with respect to liquidity risk management. However, any future regulations could potentially require new or different approaches which increase our regulatory burdens and costs.

Aspects of the regulation that would apply to our Advice & Wealth Management segment would also apply to our Asset Management segment. For example, Columbia Management Investment Distributors, Inc. is registered with the CFTC and NFA as well as registered as a broker-dealer for the limited purpose of acting as the principal underwriter and distributor for *Columbia Management* funds. Additionally, ERISA and the Department of Labor’s fiduciary regulations (as well as other fiduciary rules or standards) would be relevant to our global asset management business and we continue to review and analyze the potential impact of these regulations on our clients, prospective clients and distribution channels, as well as the potential impact on our business across each of our business lines.

In connection with rules adopted by the CFTC, certain of our subsidiaries are registered with the CFTC as a commodity trading advisor and commodity pool operator and are also members of the NFA. These rules adopted by the CFTC eliminated or limited previously available exemptions and exclusions from many CFTC requirements and impose additional registration and reporting requirements for operators of certain registered investment companies and certain other pooled vehicles that use or trade in futures, swaps and other derivatives that are subject to CFTC regulation.

Non-U.S. Regulation

UK Regulation

Outside of the U.S., Columbia Threadneedle Investments is primarily authorized to conduct its financial services business in the UK under the Financial Services and Markets Act 2000. Threadneedle is currently regulated by the Financial Conduct Authority (“FCA”) and the Prudential Regulation Authority (“PRA”). FCA and PRA rules impose certain capital, operational and compliance requirements and allow for disciplinary action in the event of noncompliance. As with the U.S. environment, we continue to see enhanced legislative and regulatory interest regarding financial services outside the U.S. through rules (and those yet to be implemented). Key UK regulatory developments or trends include the following:

- The UK financial service sector continues to face uncertainty over the final relationship with the EU as a result of Brexit. In the event of no arrangements as part of final negotiations, the UK would become a third country from the EU’s perspective (largely in the same way that the US is currently) which places restrictions on cross-border marketing of financial products. We continue to monitor developments in place and have an ongoing project to ensure we can continue to service our EU clients.
- The FCA has published the final Asset Management market study and Columbia Threadneedle Investments provided a response. The focus is on enhancing competition for regulated funds and delivering value for the end investor. The FCA will consult throughout 2018 on proposed further measures. We welcome the review and firmly believe it is in everyone’s interest for our industry to continue providing value to our customers within a framework of transparency, good governance and healthy competition.
- In 2018 the FCA’s asset management focus will include: (i) implementation of Markets in Financial Instruments recast Directive and new regulation (“MiFID II”), (ii) cyber resilience, (iii) firm’s culture and governance, (iv) firm’s financial crime and AML systems and controls; and (v) innovation, big data, technology and competition. We also expect the FCA to review investments firms approaches to fund liquidity in 2018.
- We expect the FCA to extend the new accountability regime to almost all regulated firms in 2019; this is an evolution of current requirements, with changes including: (i) a requirement that senior managers take all reasonable steps to prevent a breach in their area of responsibility, (ii) nearly all employees being subject to enforceable conduct rules; and, (iii) new FCA powers to take enforcement action directly against nearly all employees of a regulated firm. Once implemented this will be an evolution of the FCA’s approach to conduct risk regulation.

Pan-European and Other Non-U.S. Regulation

In addition to the above, certain of our asset management subsidiaries, such as Columbia Threadneedle Investment’s UK and other European subsidiaries, are required to comply with pan-European directives issued by the European Commission, as adopted by EU member states. Certain of these directives also impact our global asset management business. For example, Columbia Threadneedle Investments and certain of our other asset management subsidiaries are required to comply with MiFID II, Alternative Investment Fund Managers Directive (“AIFMD”), European Market Infrastructure Regulation (“EMIR”) and the Undertakings for Collective Investment in Transferable Securities Directive (“UCITS”). These regulations impact the way we manage assets and place, settle and report on trades for our clients, as well as market to clients and prospects. EMIR provides a framework for the regulation of over the counter and exchange-traded derivative markets, and is being implemented in a number of phases that began in August 2012 and is nearing completion. UCITS V amended the UCITS IV Directive and introduced changes relating to the depositary function, manager remuneration and sanctions for those funds that are publicly offered as UCITS products. UCITS V was implemented in March 2016. Similar to the developments in the U.S., we continue to see enhanced legislative and regulatory interest regarding financial services through international markets, including in the European Union (“EU”) where we have a substantial asset management business. These non-U.S. rules (and those yet to be implemented), proposed rules, regulatory priorities or general discussions may impact us directly or indirectly, including as a regulated entity or as a service provider to, or a business receiving services from or engaging in transactions with, regulated entities. For example, within the EU and the UK we have been, or will be, addressing regulatory reforms including:

- Brexit,
- MiFID II,
- FCA’s Asset Management Market Study,
- Solvency II,
- Packaged Retail and Insurance-based Investment Products (“PRIIPs”),
- General Data Protection Regulation (“GDPR”),
- Market Abuse Regulation (“MAR”),
- Transparency Directive II (“TD II”),

- UCITS V,
- European Market Infrastructure Regulation II,
- Fourth Money Laundering Directive (“MLDIV”),
- EU Benchmarks Regulation,
- Money Market Fund Regulation (“MMFR”),
- Insurance Distribution Directive (“IDD”),
- Shareholder Rights Directive (“SRD”),
- Investment Firms Review,
- Securitisation Regulation,
- Criminal Finance Act, and
- The Review of the European Supervisory Authorities and new powers over delegation.

MiFID II came into effect on January 3, 2018. MiFID II is the most significant regulatory change EU investment firms have faced since the EU financial service action plan in 2006 which sought to establish the EU single market for financial services. MiFID II strengthens the requirement for investment firms to act in the client’s best interest, in many areas including conflicts of interest (specifically, inducements and a prohibition on free research), strengthening of best execution requirements and increased costs and charges disclosure, in relation to all services provided to clients. Firms are also subject to an increase in scope of transactions which must be reported to both the regulator and the market. In response to MiFID II, Columbia Threadneedle Investments has implemented wide ranging changes to systems, policies and operating procedures across its business including (i) increased transparency and reporting to our clients over costs impacting their investments; (ii) publishing detailed information on a near real-time basis for some trades, and reporting all transactions to the regulator the next business day; (iii) strengthening rules on requirements and reporting of best execution of our trades; and (iv) moving from clients paying for investment research as part of a bundled transaction fee to Columbia Threadneedle Investments paying for the research.

GDPR replaces the 1995 Directive on which the Data Protection Act of 1998 is based and which was inconsistently applied in the EU and did not fully contemplate developments in technology. GDPR seeks to harmonize data protection legislation and introduce changes in areas such as (i) governance and oversight; (ii) processing of personal data; (iii) enhancements around consent and data subject rights; and (iv) international data transfers. GDPR is a step change in the way personal data is regulated in Europe as well as outside of Europe to the extent that goods or services are being provided to EU citizens and their personal information is collected and processed in the course of that interaction. Coming into effect in May 2018, our GDPR governance program is well underway in light of this effective date, while simultaneously considering other upcoming regulatory change (including Brexit) and the data privacy impact that this will have on our current business model post-Brexit.

In March 2017 the UK invoked article 50 of the Treaty of Lisbon in serving its relevant notice to leave the European Union on March 30, 2019. Having voted to leave the EU, the UK and others will need to negotiate the terms of multiple new relationships and this will take some time. The full impact of Brexit remains uncertain as there is a significant degree of uncertainty about how negotiations relating to the UK’s withdrawal and new trade agreements will be conducted, as well as the potential consequences and precise timeframe for Brexit. We already have an established fund range domiciled in Luxembourg (both UCITS and AIF) along with a UCITS Management Company. We are therefore well placed to continue to serve investors in Europe. We are assessing whether it would be advisable to expand the scope of our Luxembourg-based management company to enable us to establish an asset management presence in the EU post-Brexit. We will seek to replicate appropriate funds from our UK-based OEIC range within our Luxembourg SICAV platform. We have a well-resourced and experienced product development team with the capacity to ensure the needs of our clients are met in an efficient and transparent manner.

In Singapore, our asset management subsidiary Threadneedle Investments Singapore (Pte.) Ltd. (“Threadneedle Singapore”) is regulated by the Monetary Authority of Singapore (“MAS”) under the Securities and Futures Act. Threadneedle Singapore holds a capital markets services license with MAS, and employees of Threadneedle Singapore engaging in regulated activities are also required to be licensed. MAS rules impose certain capital, operational and compliance requirements and allow for disciplinary action in the event of noncompliance.

Threadneedle companies and activities are also subject to other local country regulations in Europe, Dubai, Hong Kong, Malaysia, Taiwan, the U.S., South Korea, South America and Australia. Additionally, many of our subsidiaries, including Columbia Management, are also subject to foreign, state and local laws with respect to advisory services that are offered and provided by these subsidiaries, including services provided to government pension plans.

Other Securities Regulation

Ameriprise Certificate Company is regulated as an investment company under the Investment Company Act. As a registered investment company, Ameriprise Certificate Company must observe certain governance, disclosure, record-keeping, operational and marketing requirements. Ameriprise Certificate Company pays dividends to the parent company and is subject to capital requirements under applicable law and understandings with the SEC and the Minnesota Department of Commerce (Banking Division).

ATC is primarily regulated by the Minnesota Department of Commerce (Banking Division) and is subject to capital adequacy requirements under Minnesota law. It may not accept deposits or make personal or commercial loans. As a provider of products and

services to tax-qualified retirement plans and IRAs, certain aspects of our business, including the activities of our trust company, fall within the compliance oversight of the U.S. Departments of Labor and Treasury, particularly regarding the enforcement of ERISA, and the tax reporting requirements applicable to such accounts. ATC, as well as our investment adviser subsidiaries, may be subject to ERISA, and the regulations thereunder, insofar as they act as a “fiduciary” under ERISA with respect to certain ERISA clients.

Protection and Annuities Regulation

Our insurance subsidiaries are subject to supervision and regulation by states and other territories where they are domiciled or otherwise licensed to do business. The primary purpose of this regulation and supervision is to protect the interests of contractholders and policyholders. In general, state insurance laws and regulations govern standards of solvency, capital requirements, the licensing of insurers and their agents, premium rates, policy forms, the nature of and limitations on investments, periodic reporting requirements and other matters. In addition, state regulators conduct periodic examinations into insurer market conduct and compliance with insurance and securities laws. The Minnesota Department of Commerce, the Wisconsin Office of the Commissioner of Insurance, and the New York State Department of Financial Services (the “Domiciliary Regulators”) regulate certain of the RiverSource Life companies, and the Property Casualty companies depending on each company’s state of domicile. In addition to being regulated by their Domiciliary Regulators, our RiverSource Life companies and Property Casualty companies are regulated by each of the insurance regulators in the states where each is authorized to transact business. Financial regulation of our RiverSource Life companies and Property Casualty companies is extensive, and their financial transactions (such as intercompany dividends and investment activity) may be subject to pre-approval and/or continuing evaluation by the Domiciliary Regulators.

Aspects of the regulation applicable to our Advice & Wealth Management segment would also apply to our Annuities and Protection segments. For example, RiverSource Distributors is registered with the CFTC and NFA as well as registered as a broker-dealer for the limited purpose of acting as the principal underwriter and/or distributor for our *RiverSource* annuities and insurance products sold through AFSI and third-party channels. Additionally, ERISA and the U.S. Department of Labor’s fiduciary regulations (as well as other fiduciary rules or standards) are relevant to our insurance business and we continue to review and analyze the potential impact of these regulations on our clients, prospective clients and distribution channels, as well as the potential impact on our business across each of our business lines.

All states require participation in insurance guaranty associations, which assess fees to insurance companies in order to fund claims of policyholders and contractholders of insolvent insurance companies subject to statutory limits. These assessments are generally based on a member insurer’s proportionate share of all premiums written by member insurers in the state during a specified period prior to an insurer’s insolvency. See Note 23 to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K for additional information regarding guaranty association assessments.

Certain variable annuity and variable life insurance policies offered by the RiverSource Life companies constitute and are registered as securities under the Securities Act of 1933, as amended. As such, these products are subject to regulation by the SEC and FINRA. Securities regulators have recently increased their focus on the adequacy of disclosure regarding complex investment products, including variable annuities and life insurance products, and have announced that they will continue to review actions by life insurers to improve profitability and reduce risks under in force annuity and insurance products with guaranteed benefits.

The 2010 Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”), created the Federal Insurance Office (“FIO”) within the Department of Treasury. The FIO does not have substantive regulatory responsibilities, though it is tasked with monitoring the insurance industry and the effectiveness of its regulatory framework and providing periodic reports to the President and Congress.

Until late 2017, RiverSource Life owned a block of residential mortgage loans. As such, it was required to comply with applicable federal and state lending and foreclosure laws and was subject to the jurisdiction of the federal Consumer Finance Protection Bureau and certain state regulators relative to these mortgage loans. These regulatory obligations are largely terminated, with only trailing and immaterial requirements remaining.

Each of our insurance subsidiaries is subject to risk-based capital (“RBC”) requirements designed to assess the adequacy of an insurance company’s total adjusted capital in relation to its investment, insurance and other risks. The National Association of Insurance Commissioners (“NAIC”) has established RBC standards that all state insurance departments have adopted. The RBC requirements are used by the NAIC and state insurance regulators to identify companies that merit regulatory actions designed to protect policyholders. Our RiverSource Life companies and Property Casualty companies are subject to various levels of regulatory intervention should their total adjusted statutory capital fall below defined RBC action levels. At the “company action level,” defined as total adjusted capital level between 100% and 75% of the RBC requirement, an insurer must submit a plan for corrective action with its primary state regulator. The level of regulatory intervention is greater at lower levels of total adjusted capital relative to the RBC requirement. RiverSource Life, RiverSource Life of NY, IDS Property Casualty and Ameriprise Insurance Company maintain capital levels well in excess of the company action level required by state insurance regulators as noted below as of December 31, 2017:

Entity	Company Action Level RBC	Total Adjusted Capital	% of Company Action Level RBC
	(in millions, except percentages)		
RiverSource Life	\$ 562	\$ 2,451	437%
RiverSource Life of NY	36	269	739
IDS Property Casualty	134	781	583
Ameriprise Insurance Company	1	48	8,553

Ameriprise Financial, as a direct and indirect owner of its insurance subsidiaries, is subject to the insurance holding companies laws of the states where its insurance subsidiaries are domiciled. These laws generally require insurance holding companies to register with the insurance department of the insurance company’s state of domicile and to provide certain financial and other information about the operations of the companies within the holding company structure.

As part of its Solvency Modernization Initiative, in 2010 the NAIC adopted revisions to its Insurance Holding Company System Regulatory Act (“Holding Company Act”) to enhance insurer group supervision and create a new Risk Management and Own Risk and Solvency Assessment (“ORSA”) Model Act. The Holding Company Act revisions focus on the overall insurance holding company system, establish a framework of regulator supervisory colleges, enhancements to corporate governance, and require the annual filing of an Enterprise Risk Management Report. The ORSA Model Act requires that an insurer create and file, annually, its Own Risk Solvency Assessment, which is a complete self-assessment of its risk management functions and capital adequacy. These laws have now been enacted by the domiciliary states of RiverSource Life and the Property Casualty companies: Minnesota, New York and Wisconsin. The reports have been completed and filed as required by the laws and regulations of those states.

Federal Banking Regulation

In January 2013, Ameriprise Bank received approval for and completed the conversion from a federal savings bank to a limited powers national trust bank, which was renamed Ameriprise National Trust Bank. As a limited powers national association, Ameriprise National Trust Bank remains subject to supervision under various laws and regulations enforced by the OCC, including those related to capital adequacy, liquidity and conflicts of interest, and to a limited extent, by the FDIC.

Following the conversion of Ameriprise Bank, Ameriprise Financial deregistered as a savings and loan holding company and is no longer subject to consolidated regulation or supervision by the Federal Reserve System (“Federal Reserve”) as such, nor is it subject to the additional Federal Reserve requirements applicable to financial holding companies.

Parent Company Regulation

Ameriprise Financial is a publicly traded company that is subject to SEC and New York Stock Exchange (“NYSE”) rules and regulations regarding public disclosure, financial reporting, internal controls and corporate governance. The adoption of the Sarbanes-Oxley Act of 2002 as well as the implementation of the Dodd-Frank Act have significantly enhanced these rules and regulations. In June 2017, the U.S. House of Representatives passed the Financial CHOICE Act of 2017 (the “CHOICE Act”) that would make sweeping changes to the financial regulatory system by amending, repealing and replacing certain portions of Dodd-Frank. The prospects of this in the Senate are unclear and the CHOICE Act is not yet law and may not become law. However, the CHOICE Act is reflective of aspects of the current U.S. regulatory environment and the Trump Administration has indicated it intends to advance a variety of financial regulatory relief measures through Executive Branch action and to effect a potentially significant shift in the supervisory approach of agencies. This has wide-ranging implications for our business lines as well as parent company regulation.

We have operations in a number of geographical regions outside of the U.S. through Threadneedle and certain of our other subsidiaries. We monitor developments in EU legislation, as well as in the other markets in which we operate, to ensure that we comply with all applicable legal requirements, including EU directives applicable to financial institutions as implemented in the various member states. Because of the mix of business activities we conduct, we assess the impact of, and monitor our status under, the EU Financial Conglomerates Directive, which contemplates that certain financial conglomerates involved in banking, insurance and investment activities among other things, implement measures to prevent excessive leverage and multiple leveraging of capital and maintain internal control processes to address risk concentrations as well as risks arising from significant intragroup transactions.

Privacy, Environmental Laws and USA Patriot Act

Many aspects of our business are subject to comprehensive legal requirements by a multitude of different functional regulators concerning the use and protection of personal information, including client and employee information. This includes rules adopted pursuant to the Gramm-Leach-Bliley Act, the Fair and Accurate Credit Transactions Act, the Health Insurance Portability and Accountability Act (“HIPAA”), the Health Information Technology for Economic and Clinical Health (“HITECH”) Act, an ever increasing number of state laws, EU data protection legislation as domestically implemented in the respective EU member states, and data protection rules in the other regions outside the U.S. and the EU in which we operate (including GDPR). We have also implemented policies and procedures in response to such requirements. We continue our efforts to safeguard the data entrusted to us in accordance with applicable laws and our internal data protection policies, including taking steps to reduce the potential for identity theft or other improper use or disclosure of personal information, while seeking to collect only the data that is necessary to properly achieve our business objectives and to best serve our clients.

As the owner and operator of real property, we are subject to federal, state and local environmental laws and regulations. We periodically conduct environmental reviews on our own real estate as well as investment real estate to assess and ensure our compliance with these laws and regulations.

The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act, commonly referred to as the USA Patriot Act, was enacted in October 2001 in the wake of the September 11th terrorist attacks. The USA Patriot Act broadened existing anti-money laundering legislation and the extraterritorial jurisdiction of the United States substantially. In response, we enhanced our existing anti-money laundering programs and developed new procedures and programs. For example, we implemented a customer identification program applicable to many of our businesses and enhanced our “know your customer” and “due diligence” programs. In addition, we will continue to comply with anti-money laundering legislation in the UK derived from applicable EU directives and international initiatives adopted in other jurisdictions in which we conduct business.

Securities Exchange Act Reports and Additional Information

We maintain an Investor Relations website at ir.ameriprise.com. Investors can also access the website through our main website at ameriprise.com by clicking on the “Investor Relations” link located at the bottom of our homepage. We use our Investor Relations website to announce financial and other information to investors and to make available SEC filings, press releases, public conference calls and webcasts. Investors and others interested in the company are encouraged to visit the investor relations website from time to time, as information is updated and new information is posted. The website also allows users to sign up for automatic notifications in the event new materials are posted. The information found on the website is not incorporated by reference into this report or in any other report or document the Company furnishes or files with the SEC.

Segment Information and Classes of Similar Services

You can find financial information about our operating segments and classes of similar services in Note 25 to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Item 1A. Risk Factors

Our operations and financial results are subject to various risks and uncertainties, including those described below, that could have a material adverse effect on our business, financial condition or results of operations and could cause the trading price of our common stock to decline. We believe that the following information identifies the material factors affecting our company based on the information we currently know. However, the risks and uncertainties our company faces are not limited to those described below. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business.

Risks Relating to Our Business and Operations

Our financial condition and results of operations may be adversely affected by market fluctuations and by economic, political and other factors.

Our financial condition and results of operations may be materially affected by market fluctuations and by economic and other factors. Such factors, which can be global, regional, national or local in nature, include: (i) political, social, economic and market conditions; (ii) the availability and cost of capital; (iii) the level and volatility of equity prices, commodity prices and interest rates, currency values and other market indices; (iv) technological changes and events; (v) U.S. and foreign government fiscal and tax policies; (vi) U.S. and foreign government ability, real or perceived, to avoid defaulting on government securities; (vii) the availability and cost of credit; (viii) inflation; (ix) investor sentiment and confidence in the financial markets; (x) terrorism and armed conflicts; and (xi) natural disasters such as weather catastrophes and widespread health emergencies. Furthermore, changes in consumer economic variables, such as the number and size of personal bankruptcy filings, the rate of unemployment, decreases in property values, and the level of consumer confidence and consumer debt, may substantially affect consumer loan levels and credit quality, which, in turn, could impact client activity in all of our businesses. These factors also may have an impact on our ability to achieve our strategic objectives.

Declines and volatility in U.S. and global market conditions have impacted our businesses in the past and may do so again. Our businesses have been, and in the future may be, adversely affected by U.S. and global capital market and credit crises, the repricing of credit risk, equity market volatility and decline and stress or recession in the U.S. and global economies generally. Each of our

segments operates in these markets with exposure for us and our clients in securities, loans, derivatives, alternative investments, seed capital and other commitments. It is difficult to predict when, how long and to what extent the aforementioned adverse conditions may exist, which of our markets, products and businesses will be directly affected in terms of revenues, management fees and investment valuations and earnings, and to what extent our clients may seek to bring claims arising out of investment performance that is affected by these conditions. As a result, these factors could materially adversely impact our financial condition and results of operations.

Our revenues are largely dependent upon the level and mix of assets we have under management and administration, which are subject to fluctuation based on market conditions and client activity. Downturns and volatility in equity markets can have, and have had, an adverse effect on the revenues and returns from our asset management services, retail advisory accounts and variable annuity contracts. Because the profitability of these products and services depends on fees related primarily to the value of assets under management, declines in the equity markets will reduce our revenues because the value of the investment assets we manage will be reduced. In addition, market downturns and volatility may cause, and have caused, potential new purchasers of our products to limit purchases of or to refrain from purchasing products such as mutual funds, OEICs, variable annuities and variable universal life insurance. Downturns may also cause current shareholders in our mutual funds, OEICs, SICAVs, unit trusts and investment trusts, contractholders in our annuity products and policyholders in our protection products to withdraw cash values from those products.

Some of our variable annuity products contain guaranteed minimum death benefits and guaranteed minimum withdrawal and accumulation benefits. A significant equity market decline or volatility in equity markets could result in guaranteed minimum benefits being higher than what current account values would support, which would adversely affect our financial condition and results of operations. Although we have hedged a portion of the guarantees for the variable annuity contracts to mitigate the financial loss of equity market declines or volatility, there can be no assurance that such a decline or volatility would not materially impact the profitability of certain products or product lines or our financial condition or results of operations. Further, the cost of hedging our liability for these guarantees has increased as a result of low interest rates and volatility in the equity markets and broad-based market and regulatory-driven changes in the collateral requirements of hedge trading counterparties. In addition, heightened volatility creates greater uncertainty for future hedging effectiveness.

We believe that investment performance is an important factor in the success of many of our businesses. Poor investment performance could impair our revenues and earnings, as well as our prospects for growth. A significant portion of our revenue is derived from investment management agreements with the *Columbia Management* family of mutual funds that are terminable on 60 days' notice. In addition, although some contracts governing investment management services are subject to termination for failure to meet performance benchmarks, institutional and individual clients can terminate their relationships with us or our financial advisors at will or on relatively short notice. Our clients can also reduce the aggregate amount of managed assets or shift their funds to other types of accounts with different rate structures, for any number of reasons, including investment performance, changes in prevailing interest rates, changes in investment preferences or investment management strategy (for example, "active" or "passive" investing styles), changes in our (or our advisors') reputation in the marketplace, changes in client management or ownership, loss of key investment management personnel and financial market performance. A reduction in managed assets, and the associated decrease in revenues and earnings, could have a material adverse effect on our business. Moreover, if our money market funds experience a decline in market value, we may choose to contribute capital to those funds without consideration, which would result in a loss.

During periods of unfavorable or stagnating market or economic conditions, the level of individual investor participation in the global markets may also decrease, which would negatively impact the results of our retail businesses. Concerns about current market and economic conditions, declining real estate values and decreased consumer confidence have caused, and in the future may cause, some of our clients to reduce the amount of business they do with us. Fluctuations in global market activity could impact the flow of investment capital into or from assets under management and the way customers allocate capital among money market, equity, fixed maturity or other investment alternatives, which could negatively impact our Asset Management, Advice & Wealth Management and Annuities businesses. If we are unable to offer appropriate product alternatives which encourage customers to continue purchasing in the face of actual or perceived market volatility, our sales and management fee revenues could decline. Uncertain economic conditions and heightened market volatility may also increase the likelihood that clients or regulators present or threaten legal claims, that regulators may increase the frequency and scope of their examinations of us or the financial services industry generally, and that lawmakers may enact new requirements or taxation which can have a material impact on our revenues, expenses or statutory capital requirements.

Changes in interest rates and prolonged periods of low interest rates may adversely affect our financial condition and results of operations.

Certain of our insurance and annuity products and certain of our investment products are sensitive to interest rate fluctuations, and future impacts associated with such variations may differ from our historical costs. In addition, interest rate fluctuations could result in fluctuations in the valuation of certain minimum guaranteed benefits contained in some of our variable annuity products. Although we typically hedge to mitigate some of the effect of such fluctuations, significant changes in interest rates could have a material adverse impact on our results of operations.

During periods of increasing market interest rates, we offer higher crediting rates on interest-sensitive products, such as universal life insurance, fixed annuities and face-amount certificates, and we increase crediting rates on in-force products to keep these products competitive. Because yields on invested assets may not increase as quickly as current interest rates, we may have to accept a lower spread and thus lower profitability or face a decline in sales and greater loss of existing contracts and related assets. In addition,

increases in market interest rates may cause increased policy surrenders, withdrawals from life insurance policies and annuity contracts and requests for policy loans, as policyholders and contractholders seek to shift assets to products with perceived higher returns. This process may lead to an earlier than expected outflow of cash from our business. These withdrawals and surrenders may require investment assets to be sold at a time when the prices of those assets are lower because of the increase in market interest rates, which may result in realized investment losses. Also, increases in market interest rates may result in extension of certain cash flows from structured mortgage assets. Increases in crediting rates, as well as surrenders and withdrawals, could have an adverse effect on our financial condition and results of operations. An increase in policy surrenders and withdrawals also may require us to accelerate amortization of deferred acquisition costs (“DAC”) or other intangibles or cause an impairment of goodwill, which would increase our expenses and reduce our net earnings.

During periods of falling interest rates or stagnancy of low interest rates, our spread may be reduced or could become negative, primarily because some of our products have guaranteed minimum crediting rates. Due to the long-term nature of the liabilities associated with certain of our businesses, such as long term care and universal life with secondary guarantees as well as fixed annuities and guaranteed benefits on variable annuities, sustained declines in or stagnancy of low long-term interest rates may subject us to reinvestment risks and increased hedging costs. In addition, reduced or negative spreads may require us to accelerate amortization of DAC, which would increase our expenses and reduce our net earnings.

Interest rate fluctuations also could have an adverse effect on the results of our investment portfolio. During periods of declining market interest rates or stagnancy of low interest rates, the interest we receive on variable interest rate investments decreases. In addition, during those periods, we are forced to reinvest the cash we receive as interest or return of principal on our investments in lower-yielding high-grade instruments or in lower-credit instruments to maintain comparable returns. Issuers of certain callable fixed income securities also may decide to prepay their obligations in order to borrow at lower market rates, which increases the risk that we may have to reinvest the cash proceeds of these securities in lower-yielding or lower-credit instruments.

Adverse capital and credit market conditions may significantly affect our ability to meet liquidity needs, our access to capital and our cost of capital.

The capital and credit markets may experience, and have experienced, varying degrees of volatility and disruption. In some cases, the markets have exerted downward pressure on availability of liquidity and credit capacity for certain issuers. We need liquidity to pay our operating expenses, interest expenses and dividends on our capital stock. Without sufficient liquidity, we could be required to curtail our operations and our business would suffer.

Our liquidity needs are satisfied primarily through our reserves and the cash generated by our operations. We believe the level of cash and securities we maintain when combined with expected cash inflows from investments and operations, is adequate to meet anticipated short-term and long-term benefit and expense payment obligations. In the event current resources are insufficient to satisfy our needs, we may access financing sources such as bank debt. The availability of additional financing would depend on a variety of factors such as market conditions, the general availability of credit, the volume of trading activities, the overall availability of credit to the financial services industry, our credit ratings and credit capacity, as well as the possibility that our shareholders, customers or lenders could develop a negative perception of our long- or short-term financial prospects if we incur large investment losses or if the level of our business activity decreases due to a market downturn. Similarly, our access to funds may be rendered more costly or impaired if regulatory authorities or rating organizations take actions against us.

Disruptions, uncertainty or volatility in the capital and credit markets may also limit our access to capital required to operate our business. Such market conditions may limit our ability to satisfy statutory capital requirements, generate fee income and market-related revenue to meet liquidity needs and access the capital necessary to grow our business. As such, we may be forced to delay raising capital, issue different types of capital than we would otherwise, less effectively deploy such capital, or bear an unattractive cost of capital which could decrease our profitability and significantly reduce our financial flexibility.

A downgrade or a potential downgrade in our financial strength or credit ratings could adversely affect our financial condition and results of operations.

Financial strength ratings, which various rating organizations publish as a measure of an insurance company’s ability to meet contractholder and policyholder obligations, are important to maintain public confidence in our products, the ability to market our products and our competitive position. A downgrade in our financial strength ratings, or the announced potential for a downgrade, could have a significant adverse effect on our financial condition and results of operations in many ways, including: (i) reducing new sales of insurance and annuity products and investment products; (ii) adversely affecting our relationships with our advisors and third-party distributors of our products; (iii) materially increasing the number or amount of policy surrenders and withdrawals by contractholders and policyholders; (iv) requiring us to reduce prices for many of our products and services to remain competitive; and (v) adversely affecting our ability to obtain reinsurance or obtain reasonable pricing on reinsurance.

A downgrade in our credit ratings could also adversely impact our future cost and speed of borrowing and have an adverse effect on our financial condition, results of operations and liquidity.

In view of the difficulties experienced in recent years by many financial institutions, including our competitors in the insurance industry, the rating organizations have heightened the level of scrutiny that they apply to such institutions and have requested additional information from the companies that they rate. They may increase the frequency and scope of their credit reviews, adjust upward the capital and other requirements employed in the rating organizations’ models for maintenance of ratings levels, or

downgrade ratings applied to particular classes of securities or types of institutions.

Rating organizations may also become subject to tighter laws, regulations or scrutiny governing ratings, which may in turn impact ratings assigned to financial institutions.

We cannot predict what actions rating organizations may take, or what actions we may take in response to the actions of rating organizations, which could adversely affect our business. As with other companies in the financial services industry, our ratings could be changed at any time and without any notice by the rating organizations.

Intense competition and the economics of changes in our product revenue mix and distribution channels could negatively impact our ability to maintain or increase our market share and profitability.

Our businesses operate in intensely competitive industry segments. We compete based on a number of factors, including name recognition, service, the quality of investment advice, investment performance, product offerings and features, price, perceived financial strength, claims-paying ability and credit ratings. Our competitors include broker-dealers, banks, asset managers, insurers and other financial institutions. Certain of our competitors offer web-based financial services and discount brokerage services to individual clients. Many of our businesses face competitors that have greater market share, offer a broader range of products, have greater financial resources, or have higher claims-paying ability or credit ratings than we do. Some of our competitors may possess or acquire intellectual property rights that could provide a competitive advantage to them in certain markets or for certain products, which could make it difficult for us to introduce new products and services. Some of our competitors' proprietary products or technology could be similar to our own, and this could result in disputes that could impact our financial condition or results of operations. In addition, over time certain sectors of the financial services industry have become considerably more concentrated, as financial institutions involved in a broad range of financial services have been acquired by or merged into other firms, or distribution firms (including our own) are seeking to limit the breadth of product offerings in order to simplify their regulatory and risk management. This convergence could result in our competitors gaining greater resources, and we may experience downward pressures on our pricing and market share as a result of these factors and as some of our competitors seek to increase market share by reducing prices. Furthermore, the uncertain and new regulatory environment in the U.S. and around the world will cause various structural changes to the industry and other competitors may be better positioned to reap the benefits of that structural change and movement of assets around the industry depending on final regulations and trends among distributors and clients.

The offerings available to our advisor network include not only products issued by our RiverSource Life and Columbia Threadneedle Investments companies, but also products issued by unaffiliated insurance companies and asset managers. As a result of this and further openings of our advisor network to the products of other companies, we could experience lower sales of our companies' products, higher surrenders or redemptions, or other developments which might not be fully offset by higher distribution revenues or other benefits, possibly resulting in an adverse effect on our results of operations. In addition, some of our products, such as certain products of our Property Casualty companies, are made available through alliances with unaffiliated third parties. We could experience lower sales or incur higher distribution costs or other developments which could have an adverse effect on our results of operations if alliance relationships are discontinued or if the terms of our alliances change.

We face intense competition in attracting and retaining key talent.

Our continued success depends to a substantial degree on our ability to attract and retain qualified people. We are dependent on our network of advisors to drive growth and results in our wealth management business and also for a significant portion of the sales of our mutual funds, annuities, face-amount certificates and insurance products. In addition, the investment performance of our asset management products and services and the retention of our products and services by our clients are dependent upon the strategies and decisioning of our portfolio managers and analysts. The market for these financial advisors and portfolio managers is extremely competitive, as are the markets for qualified and skilled executives and marketing, finance, legal, compliance and other professionals. From time to time there are regulatory-driven or other trends and developments within the industry, such as the current uncertainty around the Protocol for Broker Recruiting, that could potentially impact the current competitive dynamics between us and our competitors. If we are unable to attract and retain qualified individuals or our recruiting and retention costs increase significantly, our financial condition and results of operations could be materially adversely impacted.

The impairment or negative performance of other financial institutions could adversely affect us.

We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial services industry, including broker-dealers, commercial banks, investment banks, hedge funds, insurers, reinsurers, investment funds and other institutions. The operations of U.S. and global financial services institutions are interconnected and a decline in the financial condition of one or more financial services institutions may expose us to credit losses or defaults, limit our access to liquidity or otherwise disrupt the operations of our businesses. While we regularly assess our exposure to different industries and counterparties, the performance and financial strength of specific institutions are subject to rapid change, the timing and extent of which cannot be known.

Many transactions with and investments in the products and securities of other financial institutions expose us to credit risk in the event of default of our counterparty. With respect to secured transactions, our credit risk may be exacerbated when the collateral we hold cannot be realized upon or is liquidated at prices insufficient to recover the full amount of the loan or derivative exposure due to it. We also have exposure to financial institutions in the form of unsecured debt instruments, derivative transactions (including with respect to derivatives hedging our exposure on variable annuity contracts with guaranteed benefits), reinsurance, repurchase and

underwriting arrangements and equity investments. There can be no assurance that any such losses or impairments to the carrying value of these assets would not materially and adversely impact our business and results of operations.

Downgrades in the credit or financial strength ratings assigned to the counterparties with whom we transact or other adverse reputational impacts to such counterparties could create the perception that our financial condition will be adversely impacted as a result of potential future defaults by such counterparties. Additionally, we could be adversely affected by a general, negative perception of financial institutions caused by the downgrade or other adverse impact to the reputation of other financial institutions. Accordingly, ratings downgrades or other adverse reputational impacts for other financial institutions could affect our market capitalization and could limit access to or increase our cost of capital.

A number of the products and services we make available to our clients are those offered by third parties, for which we may generate revenue based on the level of assets under management, the number of client transactions or otherwise. The poor performance of such products and services, or negative perceptions of the firms offering such products and services, may adversely impact our sales of such products and services and reduce our revenue. In addition, such failures or poor performance of products and services offered by other financial institutions could adversely impact consumer confidence in products and services that we offer. Negative perceptions of certain financial products and services, or the financial industry in general, may increase the number of withdrawals and redemptions or reduce purchases made by our clients, which would adversely impact the levels of our assets under management, revenues and liquidity position.

A drop in our investment performance as compared to that of our competitors could negatively impact our revenues and profitability.

Investment performance is a key competitive factor for our retail and institutional asset management products and services. Strong investment performance helps to ensure the retention of our products and services by our clients and creates new sales of products and services. It may also result in higher ratings by ratings services such as Morningstar or Lipper, which may compound the foregoing effects. Strong investment performance and its effects are important elements to our stated goals of growing assets under management and achieving economies of scale.

There can be no assurance as to how future investment performance will compare to our competitors or that historical performance will be indicative of future returns. Any drop or perceived drop in investment performance as compared to our competitors could cause a decline in sales of our mutual funds and other investment products, an increase in redemptions and the termination of institutional asset management relationships. These impacts may reduce our aggregate amount of assets under management and reduce management fees. Poor investment performance could also adversely affect our ability to expand the distribution of our products through unaffiliated third parties. Further, any drop in market share of mutual funds sales by our advisors may further reduce profits as sales of other companies' mutual funds are less profitable than sales of our proprietary funds.

We may not be able to maintain our unaffiliated third-party distribution channels or the terms by which unaffiliated third parties sell our products.

We distribute certain of our investment products and fixed annuities through unaffiliated third-party advisors and financial institutions. Maintaining and deepening relationships with these unaffiliated distributors is an important part of our growth strategy, as strong third-party distribution arrangements enhance our ability to market our products and to increase our assets under management, revenues and profitability. There can be no assurance that the distribution relationships we have established will continue, as our distribution partners may cease to operate or otherwise terminate their relationship with us. Any such reduction in access to third-party distributors may have a material adverse effect on our ability to market our products and to generate revenue in our Asset Management and Annuities segments.

Access to distribution channels is subject to intense competition due to the large number of competitors and products in the investment advisory and annuities industries as well as regulatory and consumer trends driving escalating compliance, disclosure and risk management requirements for distributors. Relationships with distributors are subject to periodic negotiation that may result in increased distribution costs and/or reductions in the amount of our products marketed, and the frequency or complexity of these negotiations is expected to increase in light of prevailing regulatory reforms and market volatility. Any increase in the costs to distribute our products or reduction in the type or amount of products made available for sale may have a material effect on our revenues and profitability.

We face risks arising from acquisitions and divestitures.

We have made acquisitions and divestitures in the past and may pursue similar strategic transactions in the future. Risks in acquisition transactions include difficulties in the integration of acquired businesses into our operations and control environment (including our risk management policies and procedures), difficulties in assimilating and retaining employees and intermediaries, difficulties in retaining the existing customers of the acquired entities, assumed or unforeseen liabilities that arise in connection with the acquired businesses, the failure of counterparties to satisfy any obligations to indemnify us against liabilities arising from the acquired businesses, and unfavorable market conditions that could negatively impact our growth expectations for the acquired businesses. Fully integrating an acquired company or business into our operations (such as our recent acquisitions of Lionstone Investments and IPI) may take a significant amount of time. Risks in divestiture transactions include difficulties in the separation of the disposed business, retention or obligation to indemnify certain liabilities, the failure of counterparties to satisfy payment obligations, unfavorable market conditions that may impact any earnout or contingency payment due to us and unexpected difficulties in losing employees of the

disposed business. We cannot assure you that we will be successful in overcoming these risks or any other problems encountered with acquisitions, divestitures and other strategic transactions. These risks may prevent us from realizing the expected benefits from acquisitions or divestitures and could result in the failure to realize the full economic value of a strategic transaction or the impairment of goodwill and/or intangible assets recognized at the time of an acquisition. These risks could be heightened if we complete a large acquisition or multiple acquisitions within a short period of time.

Third-party defaults, bankruptcy filings, legal actions and other events may limit the value of or restrict our access and our clients' access to cash and investments.

Capital and credit market volatility can exacerbate, and has exacerbated, the risk of third-party defaults, bankruptcy filings, foreclosures, legal actions and other events that may limit the value of or restrict our access and our clients' access to cash and investments. Although we are not required to do so, we have elected in the past, and we may elect in the future, to compensate clients for losses incurred in response to such events, provide clients with temporary credit or liquidity or other support related to products that we manage, or provide credit liquidity or other support to the financial products we manage. Any such election to provide support may arise from factors specific to our clients, our products or industry-wide factors. If we elect to provide additional support, we could incur losses from the support we provide and incur additional costs, including financing costs, in connection with the support. These losses and additional costs could be material and could adversely impact our results of operations. If we were to take such actions we may also restrict or otherwise utilize our corporate assets, limiting our flexibility to use these assets for other purposes, and may be required to raise additional capital.

Defaults in our fixed maturity securities portfolio or consumer credit holdings could adversely affect our earnings.

Issuers of the fixed maturity securities that we own may default on principal and interest payments. As of December 31, 2017, 4.4% of our fixed maturity securities had ratings below investment-grade. Moreover, economic downturns and corporate malfeasance can increase the number of companies, including those with investment-grade ratings, which default on their debt obligations. Default-related declines in the value of our fixed maturity securities portfolio or consumer credit holdings could cause our net earnings to decline and could also cause us to contribute capital to some of our regulated subsidiaries, which may require us to obtain funding during periods of unfavorable market conditions.

Our valuation of fixed maturity and equity securities may include methodologies, estimations and assumptions which are subject to differing interpretations and could result in changes to investment valuations that may materially adversely impact our results of operations or financial condition.

Fixed maturity, equity, trading securities and short-term investments, which are reported at fair value on the consolidated balance sheets, represent the majority of our total cash and invested assets. The determination of fair values by management in the absence of quoted market prices is based on: (i) valuation methodologies; (ii) securities we deem to be comparable; and (iii) assumptions deemed appropriate given the circumstances. The fair value estimates are made at a specific point in time, based on available market information and judgments about financial instruments, including estimates of the timing and amounts of expected future cash flows and the credit standing of the issuer or counterparty. Factors considered in estimating fair value include: coupon rate, maturity, estimated duration, call provisions, sinking fund requirements, credit rating, industry sector of the issuer, interest rates, credit spreads, and quoted market prices of comparable securities. The use of different methodologies and assumptions may have a material effect on the estimated fair value amounts.

During periods of market disruption, including periods of significantly rising or high interest rates and rapidly widening credit spreads or illiquidity, it may be difficult to value certain of our securities. There may be certain asset classes that were in active markets with significant observable data that become illiquid due to the financial environment. In such cases, the valuation of certain securities may require additional subjectivity and management judgment. As such, valuations may include inputs and assumptions that are less observable and may require greater estimation as well as valuation methods that are more sophisticated, which may result in values less than the value at which the investments may be ultimately sold. Further, rapidly changing and unexpected credit and equity market conditions could materially impact the valuation of securities as reported within our consolidated financial statements and the period-to-period changes in value could vary significantly. Decreases in value may have a material adverse effect on our results of operations or financial condition.

The determination of the amount of allowances and impairments taken on certain investments is subject to management's evaluation and judgment and could materially impact our results of operations or financial position.

The determination of the amount of allowances and impairments vary by investment type and is based upon our periodic evaluation and assessment of inherent and known risks associated with the respective asset class. Such evaluations and assessments are revised as conditions change and new information becomes available. Management updates its evaluations regularly and reflects changes in allowances and impairments in operations as such evaluations are revised. Historical trends may not be indicative of future impairments or allowances.

The assessment of whether impairments have occurred is based on management's case-by-case evaluation of the underlying reasons for the decline in fair value that considers a wide range of factors about the security issuer or borrower, and management uses its best judgment in evaluating the cause of the decline in the estimated fair value of the security or loan and in assessing the prospects for recovery. Inherent in management's evaluation of the security or loan are assumptions and estimates about the operations of the issuer and its future earnings potential.

Some of our investments are relatively illiquid.

We invest a portion of our owned assets in certain privately placed fixed income securities, mortgage loans, policy loans and limited partnership interests, all of which are relatively illiquid. These asset classes represented 14.8% of the carrying value of our investment portfolio as of December 31, 2017. If we require significant amounts of cash on short notice in excess of our normal cash requirements, we may have difficulty selling these investments in a timely manner or be forced to sell them for an amount less than we would otherwise have been able to realize, or both, which could have an adverse effect on our financial condition and results of operations.

The failure of other insurers could require us to pay higher assessments to state insurance guaranty funds.

Our insurance companies are required by law to be members of the guaranty fund association in every state where they are licensed to do business. In the event of insolvency of one or more unaffiliated insurance companies, our insurance companies could be adversely affected by the requirement to pay assessments to the guaranty fund associations.

Uncertainty and volatility in the U.S. economy and financial markets in recent years, plus the repercussions of a heightened regulatory environment, have weakened or may weaken the financial condition of numerous insurers, including insurers currently in receiverships, increasing the risk of triggering guaranty fund assessments. For more information regarding assessments from guaranty fund associations, see Note 23 to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

If the counterparties to our reinsurance arrangements or to the derivative instruments we use to hedge our business risks default or otherwise fail to fulfill their obligations, we may be exposed to risks we had sought to mitigate, which could adversely affect our financial condition and results of operations.

We use reinsurance to mitigate our risks in various circumstances as described in Item 1 of this Annual Report on Form 10-K - "Business - Our Segments - Protection - Reinsurance." Reinsurance does not relieve us of our direct liability to our policyholders and contractholders, even when the reinsurer is liable to us. Accordingly, we bear credit and performance risk with respect to our reinsurers, including Genworth Life Insurance Company with whom we finalized various confidential enhancements in July 2016 that have been shared, in the normal course of regular reviews, with our domiciliary regulator and rating agencies. A reinsurer's insolvency or its inability or unwillingness to make payments under the terms of our reinsurance agreement could have a material adverse effect on our financial condition and results of operations. See Notes 2 and 7 to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K for additional information regarding reinsurance.

In addition, we use a variety of derivative instruments (including options, forwards, and interest rate and currency swaps) with a number of counterparties to hedge business risks. The amount and breadth of exposure to derivative counterparties, as well as the cost of derivative instruments, have increased significantly in connection with our strategies to hedge guaranteed benefit obligations under our variable annuity products. If our counterparties fail to honor their obligations under the derivative instruments in a timely manner, our hedges of the related risk will be ineffective. That failure could have a material adverse effect on our financial condition and results of operations. This risk of failure of our hedge transactions from counterparty default may be increased by capital market volatility.

We provide investment securities as collateral to our derivative counterparties which they may sell, pledge, or rehypothecate. We have exposure, under the relevant arrangement, if the collateral is not returned to us to the extent that the fair value of the collateral exceeds our liability. Additionally, we may also accept investment securities as collateral from our derivative counterparties, which we may sell, pledge, or rehypothecate. If the counterparties that we pledge the collateral to are not able to return these investment securities under the terms of the relevant arrangements, we would be required to deliver alternative investments or cash to our derivative counterparty, which could impact our liquidity and could adversely impact our financial condition or results of operations.

If our reserves for future policy benefits and claims or for future certificate redemptions and maturities are inadequate, we may be required to increase our reserve liabilities, which would adversely affect our results of operations and financial condition.

We establish reserves as estimates of our liabilities to provide for future obligations under our insurance policies, annuities and investment certificate contracts. Reserves do not represent an exact calculation of the liability but, rather, are estimates of contract benefits and related expenses we expect to incur over time. The assumptions and estimates we make in establishing reserves require certain judgments about future experience and, therefore, are inherently uncertain. We cannot determine with precision the actual amounts that we will pay for contract benefits, the timing of payments, or whether the assets supporting our stated reserves will increase to the levels we estimate before payment of benefits or claims. We monitor our reserve levels continually. If we were to conclude that our reserves are insufficient to cover actual or expected contract benefits, we would be required to increase our reserves and incur income statement charges for the period in which we make the determination, which would adversely affect our results of operations and financial condition. For more information on how we set our reserves, see Note 2 to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Morbidity rates, mortality rates or the severity or frequency of other insurance claims that differ significantly from our pricing expectations could negatively affect profitability.

We have historically set, and continue to set, prices for *RiverSource* life disability insurance (and historically long term care insurance) as well as some annuity products based upon expected claim payment patterns, derived from assumptions we make about our policyholders and contractholders, including morbidity and mortality rates. The long-term profitability of these products depends upon how our actual experience compares with our pricing assumptions. For example, if morbidity rates are higher, or mortality rates are

lower, than our pricing assumptions, we could be required to make greater payments under disability income insurance policies, chronic care riders and immediate annuity contracts than we had projected. The same holds true for long term care policies we previously underwrote to the extent of the risks that we retained. If mortality rates are higher than our pricing assumptions, we could be required to make greater payments under our life insurance policies and annuity contracts with guaranteed minimum death benefits than we have projected.

The risk that our claims experience may differ significantly from our pricing assumptions is particularly significant for our long term care insurance products notwithstanding our ability to implement future price increases with regulatory approvals. As with life insurance, long term care insurance policies provide for long-duration coverage and, therefore, our actual claims experience will emerge over many years. However, as a relatively new product in the market, long term care insurance does not have the extensive claims experience history of life insurance and, as a result, our ability to forecast future claim rates for long term care insurance is more limited than for life insurance. We have sought to moderate these uncertainties to some extent by partially reinsuring long term care policies at the time the policies were underwritten and by limiting our present stand-alone long term care insurance offerings to policies underwritten fully by unaffiliated third-party insurers, and we have also implemented rate increases on certain in-force policies. Certain estimates and assumptions used in setting our long term care reserves (which is an inherently uncertain and complex process) are described in Item 1 of this Annual Report on Form 10-K - "Business - Our Segments - Corporate & Other - Closed Block Long Term Care Insurance." We may be required to implement additional rate increases in the future and may or may not receive regulatory approval for the full extent and timing of any rate increases that we may seek.

Unexpected changes in the severity or frequency of claims may affect the profitability of our auto and home insurance business. Recorded claim reserves in the auto and home insurance business are based on our best estimates of losses, both reported and incurred but not reported ("IBNR") claims, after considering known facts and interpretations of circumstances. Internal factors are considered including our experience with similar cases, actual claims paid, historical trends involving claim payment patterns, pending levels of unpaid claims, loss management programs, product mix and contractual terms. External factors are also considered, such as court decisions and changes in law, regulatory requirements, litigation trends, and price levels of medical services, auto and home repairs, and other economic conditions. Because reserves are estimates of the unpaid portion of losses that have occurred, including IBNR losses, the establishment of appropriate reserves, including reserves for catastrophes, is an inherently uncertain and complex process. Increases in claim severity or frequency can also arise from unexpected events that are inherently difficult to predict. Although we pursue various loss management initiatives in our auto and home insurance business in order to mitigate future increases in claim severity, there can be no assurances that these initiatives will successfully identify or reduce the effect of future increases in claim severity or frequency. To address adverse trends in claims we may seek additional rate increases for our auto and home insurance business in the future and may or may not receive regulatory approval for the full extent and timing of any rate increases that we may seek.

We may face losses if there are significant deviations from our assumptions regarding the future persistency of our insurance policies and annuity contracts.

The prices and expected future profitability of our life insurance and deferred annuity products are based in part upon assumptions related to persistency, which is the probability that a policy or contract will remain in force from one period to the next. Economic and market dislocations may occur and future consumer persistency behaviors could vary materially from the past. The effect of persistency on profitability varies for different products. For most of our life insurance and deferred annuity products, actual persistency that is lower than our persistency assumptions could have an adverse impact on profitability, especially in the early years of a policy or contract, primarily because we would be required to accelerate the amortization of expenses we deferred in connection with the acquisition of the policy or contract.

For our long term care insurance and universal life insurance policies with secondary guarantees, as well as variable annuities with guaranteed minimum withdrawal benefits, actual persistency that is higher than our persistency assumptions could have a negative impact on profitability. If these policies remain in force longer than we assumed, we could be required to make greater benefit payments than we had anticipated when we priced or partially reinsured these products. Some of our long term care insurance policies have experienced higher persistency and poorer morbidity experience than we had assumed, which led us to increase premium rates on certain policies.

Because our assumptions regarding persistency experience are inherently uncertain, reserves for future policy benefits and claims may prove to be inadequate if actual persistency experience is different from those assumptions. Although some of our products permit us to increase premiums during the life of the policy or contract, we cannot guarantee that these increases would be sufficient to maintain profitability. Additionally, some of these pricing changes require regulatory approval, which may not be forthcoming. Moreover, many of our products do not permit us to increase premiums or limit those increases during the life of the policy or contract, while premiums on certain other products (primarily long term care insurance) may not be increased without prior regulatory approval. Significant deviations in experience from pricing expectations regarding persistency could have an adverse effect on the profitability of our products.

We may be required to accelerate the amortization of DAC, which would increase our expenses.

DAC represent the portion of costs which are incremental and direct to the acquisition of new or renewal business, principally direct sales commissions and other distribution and underwriting costs that have been deferred on the sale of annuity, life and disability income insurance and, to a lesser extent, direct marketing expenses for personal auto and home insurance, and distribution expenses

for certain mutual fund products. For annuity and universal life products, DAC are amortized based on projections of estimated gross profits over amortization periods equal to the approximate life of the business. For other insurance products, DAC are generally amortized as a percentage of premiums over amortization periods equal to the premium-paying period. For certain mutual fund products, we generally amortize DAC over fixed periods on a straight-line basis, adjusted for redemptions.

Our projections underlying the amortization of DAC for insurance and annuity products require the use of certain assumptions, including interest margins, mortality rates, persistency rates, maintenance expense levels and customer asset value growth rates for variable products. We periodically review and, where appropriate, adjust our assumptions. When we change our assumptions, we may be required to accelerate the amortization of DAC or to record a charge to increase benefit reserves.

For more information regarding DAC, see Part II, Item 7 of this Annual Report on Form 10-K under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Estimates - Deferred Acquisition Costs.”

Misconduct by our employees and advisors is difficult to detect and deter and could harm our business, results of operations or financial condition.

Misconduct by our employees and advisors could result in violations of law, regulatory sanctions and/or serious reputational or financial harm. Misconduct can occur in each of our businesses and could include: (i) binding us to transactions that exceed authorized limits; (ii) hiding unauthorized or unsuccessful activities resulting in unknown and unmanaged risks or losses; (iii) improperly using, disclosing or otherwise compromising confidential information, including client confidential information; (iv) recommending transactions that are not suitable; (v) engaging in fraudulent or otherwise improper activity, including the misappropriation of funds; (vi) engaging in unauthorized or excessive trading to the detriment of customers; or (vii) otherwise not complying with laws, regulations or our control procedures.

We cannot always deter misconduct by our employees and advisors, and the precautions we take to prevent and detect this activity may not be effective in all cases. Preventing and detecting misconduct among our franchisee advisors who are not employees of our company presents additional challenges. We also cannot assure you that misconduct by our employees and advisors will not lead to a material adverse effect on our business, results of operations or financial condition.

A failure to protect our reputation could adversely affect our businesses.

Our reputation is one of our most important assets. Our ability to attract and retain customers, investors, employees and advisors is highly dependent upon external perceptions of our company. Damage to our reputation could cause significant harm to our business and prospects and may arise from numerous sources, including litigation or regulatory actions, failing to deliver minimum standards of service and quality, compliance failures, any perceived or actual weakness in our financial strength or liquidity, technological, cybersecurity, or other security breaches (including attempted breaches) resulting in improper disclosure of client or employee personal information, unethical behavior and the misconduct of our employees, advisors and counterparties. Negative perceptions or publicity regarding these matters could damage our reputation among existing and potential customers, investors, employees and advisors. Reputations may take decades to build, and any negative incidents can quickly erode trust and confidence, particularly if they result in adverse mainstream and social media publicity, governmental investigations or litigation. Adverse developments with respect to our industry may also, by association, negatively impact our reputation or result in greater regulatory or legislative scrutiny or litigation against us.

Our reputation is also dependent on our continued identification of and mitigation against conflicts of interest. As we have expanded the scope of our businesses and our client base, we increasingly have to identify and address potential conflicts of interest, including those relating to our proprietary activities and those relating to our sales of non-proprietary products from manufacturers that have agreed to provide us marketing, sales and account maintenance support. For example, conflicts may arise between our position as a provider of financial planning services and as a manufacturer and/or distributor or broker of asset accumulation, income or insurance products that one of our advisors may recommend to a financial planning client. We have procedures and controls that are designed to identify, address and appropriately disclose perceived conflicts of interest. However, identifying and appropriately addressing conflicts of interest is complex, and our reputation could be damaged if we fail, or appear to fail, to address conflicts of interest appropriately.

In addition, the SEC and other federal and state regulators have increased their scrutiny of potential conflicts of interest. It is possible that potential or perceived conflicts could give rise to litigation or enforcement actions. It is possible also that the regulatory scrutiny of, and litigation in connection with, conflicts of interest will make our clients less willing to enter into transactions in which such a conflict may occur, and will adversely affect our businesses.

Our operational systems and networks have been, and will continue to be, subject to evolving cybersecurity or other technological risks, which could result in the disclosure of confidential client information, loss of our proprietary information, damage to our reputation, additional costs to us, regulatory penalties and other adverse impacts. The same is true for systems, networks and operations that franchise advisors control locally.

Our business is reliant upon internal, third-party personnel, technology systems and networks to process, transmit and store information, including sensitive client and proprietary information, and to conduct many of our business activities and transactions with our clients, advisors, vendors and other third parties. Maintaining the security and integrity of this information and these systems and networks is critical to the success of our business operations, including our reputation, the retention of our advisors and clients,

and to the protection of our proprietary information and our clients' personal information. To date, we have not experienced any material breaches of or interference with our centrally controlled systems and networks, however, we routinely face and address such threats. For example, in past years we and other financial institutions experienced distributed denial of service attacks intended to disrupt the centrally controlled systems that provide clients with access to online systems and information. While we have been able to detect and respond to these incidents to date without loss of client assets or information, we enhanced our corporate security capabilities and will continue to assess our ability to monitor for, detect, prevent, mitigate, respond to and recover from such threats. In addition to the foregoing, our (and our advisors') experiences with cybersecurity and technology threats have included phishing scams, account takeovers, introductions of malware, attempts at electronic break-ins, and the submission of fraudulent payment requests. Any successful breaches or interference (as well as attempted breaches or interference) by third parties or by insiders that may occur in the future could have a material adverse impact on our business, reputation, financial condition or results of operations.

On a corporate basis, we are subject to international, federal and state regulations, and in some cases contractual obligations, that require us to establish and maintain corporate policies and procedures designed to protect sensitive client, employee, contractor and vendor information. We have implemented policies that require our franchisee advisors who control locally their own technology operations to do the same. We have implemented and maintain security measures designed to protect against breaches of corporate security and other interference with our corporate systems and networks resulting from attacks by third parties, including hackers, and from employee, advisor or service provider error or malfeasance. We also contractually require third-party vendors who, in the provision of services to us, are provided with access to our systems and information pertaining to our business or our clients, to meet certain information security standards. We recommend through policies that franchise advisors do the same with their third-party vendors. Changes in our client base, the mix of assets under management or administration and business model or technology platform changes, such as an evolution to accommodate mobile computing, virtual interface and multi-device functionality, may also require corresponding changes in our systems, networks and data security measures. While accessing our products and services, our customers may use computers and other devices that sit outside of our security control. In addition, the ever-increasing reliance on technology systems and networks and the occurrence and potential adverse impact of attacks on such systems and networks (including in recent well-publicized security breaches at other companies), both generally and in the financial services industry, have enhanced government and regulatory scrutiny of the measures taken by companies to protect against cybersecurity threats. As these threats, and government and regulatory oversight of associated risks, continue to evolve, we may be required to expend additional resources to enhance or expand upon the security measures we currently maintain or that we allow franchise advisors to maintain and control locally.

Despite the measures we have taken and may in the future take to address and mitigate cybersecurity and technology risks, we cannot assure you that our systems and networks will not be subject to successful attacks, breaches or interference. Nor can we always assure you that franchise advisors will do what we recommend in this regard. Any such event may result in operational disruptions (including for example, various delays or mistakes in materials provided to our clients and shareholders in the Columbia Threadneedle Investments funds, as well as impacts to pricing, calculation and trading operations for the Columbia Threadneedle Investments funds and various operations for our other businesses), as well as unauthorized access to or the disclosure or loss of, our proprietary information or our clients' personal information, which in turn may result in legal claims, regulatory scrutiny and liability, reputational damage, the incurrence of costs to eliminate or mitigate further exposure, the loss of clients or advisors or other damage to our business. While we maintain cyber liability insurance that provides both third-party liability and first-party liability coverages, this insurance may not be sufficient to protect us against all cybersecurity-related losses. Furthermore, we may be subject to indemnification costs and liability to third parties if we breach any confidentiality obligations regarding vendor data or for losses related to the data. In addition, the trend toward broad consumer and general-public notification of such incidents could exacerbate the harm to our business, reputation, financial condition or results of operations. Even if we successfully protect our technology infrastructure and the confidentiality of sensitive data, we may incur significant expenses in connection with our responses to any such attacks, as well as the adoption, implementation and maintenance of appropriate security measures. In addition, our regulators may seek to hold our company responsible for the acts or omissions of our franchise advisors even where they procure and control much of the technology infrastructure they use to operate their businesses locally. We could also suffer harm to our business and reputation if attempted security breaches are publicized regardless of whether or not harm was actually done to any client or client information. We cannot be certain that advances in criminal capabilities, discovery of new vulnerabilities, attempts to exploit vulnerabilities in our systems or third-party systems we or our franchise advisors use, data thefts, physical system or network break-ins or inappropriate access, or other developments will not compromise or breach the technology or other security measures protecting the networks and systems used in connection with our business.

Protection from system interruptions and operating errors is important to our business. If we experience a sustained interruption to our telecommunications or data processing systems, or other failure in operational execution, it could harm our business.

Operating errors and system or network interruptions could delay and disrupt our ability to develop, deliver or maintain our products and services, or to operate compliance or risk management functions, causing harm to our business and reputation and resulting in loss of our advisors, clients or revenue. Interruptions could be caused by operational failures arising from service provider, employee or advisor error or malfeasance, interference by third parties, including hackers, our implementation of new technology, as well as from our maintenance of existing technology. Our financial, accounting, data processing or other operating systems and facilities may fail to operate or report data properly, experience connectivity disruptions or otherwise become disabled as a result of events that are wholly or partially beyond our control, adversely affecting our ability to process transactions or provide products and services to our clients. These interruptions can include fires, floods, earthquakes and other natural disasters, power losses, equipment failures, attacks by third

parties, failures of internal or vendor personnel, software, equipment or systems and other events beyond our control. Although we have developed and maintain a comprehensive business continuity plan that covers potential disruptions to centrally controlled systems and platforms and require our key technology vendors and service providers to do the same, there are inherent limitations in such plans and they might not, despite testing and monitoring, operate as designed in the event of an actual event or crisis. Further, we cannot control the execution of any business continuity plans implemented by our service providers or our franchise advisors.

We rely on third-party service providers and vendors for certain communications, technology and business functions and other services, and we face the risk of operational failure (including, without limitation, failure caused by an inaccuracy, untimeliness or other deficiency in data reporting), termination or capacity constraints of any of the clearing agents, exchanges, clearing houses or other third-party service providers that we use to facilitate or are component providers to our securities transactions and other product manufacturing and distribution activities. For example, most of our applications run on a technology infrastructure managed on an outsourced basis by IBM since 2002. Under this arrangement, IBM is responsible for all mainframe, mid-range, computing network and storage operations, which includes a portion of our web hosting operations, and we are subject to the risks of any operational failure, termination or other restraints in this arrangement. These risks are heightened by our deployment in response to both investor interest and evolution in the financial markets of increasingly sophisticated products, such as those which incorporate automatic asset re-allocation, long/short trading strategies or multiple portfolios or funds, and business-driven hedging, compliance and other risk management or investment or financial management strategies. Any such failure, termination or constraint could adversely impact our ability to effect transactions, service our clients, manage our exposure to risk, or otherwise achieve desired outcomes.

Risk management policies and procedures may not be fully effective in identifying or mitigating risk exposure in all market environments or against all types of risk, including employee and financial advisor misconduct.

We have devoted significant resources to develop our risk management policies and procedures and will continue to do so. Nonetheless, our policies and procedures to identify, monitor and manage risks may not be fully effective in mitigating our risk exposure in all market environments or against all types of risk. Many of our methods of managing risk and the associated exposures are based upon our use of observed historical market behavior or statistics based on historical models. During periods of market volatility, or due to unforeseen events, the historically-derived correlations upon which these methods are based may not be valid. As a result, these methods may not predict future exposures accurately, which could be significantly greater than what our models indicate. This could cause us to incur investment losses or cause our hedging and other risk management strategies to be ineffective. Other risk management methods depend upon the evaluation of information regarding markets, clients, catastrophe occurrence or other matters that are publicly available or otherwise accessible to us, which may not always be accurate, complete, up-to-date or properly evaluated.

Moreover, we are subject to the risks of errors and misconduct by our employees and advisors, such as fraud, non-compliance with policies, recommending transactions that are not suitable, and improperly using or disclosing confidential information. These risks are difficult to detect in advance and deter, and could harm our business, results of operations or financial condition. We are further subject to the risk of nonperformance or inadequate performance of contractual obligations by third-party vendors of products and services that are used in our businesses. Management of operational, legal and regulatory risks requires, among other things, policies and procedures to record properly and verify a large number of transactions and events, and these policies and procedures may not be fully effective in mitigating our risk exposure in all market environments or against all types of risk. Insurance and other traditional risk-shifting tools may be held by or available to us in order to manage certain exposures, but they are subject to terms such as deductibles, coinsurance, limits and policy exclusions, as well as risk of counterparty denial of coverage, default or insolvency.

As a holding company, we depend on the ability of our subsidiaries to transfer funds to us to pay dividends and to meet our obligations.

We act as a holding company for our subsidiaries, through which substantially all of our operations are conducted. Dividends from our subsidiaries and permitted payments to us under our intercompany arrangements with our subsidiaries are our principal sources of cash to pay shareholder dividends and to meet our other financial obligations. These obligations include our operating expenses and interest and principal on our borrowings. If the cash we receive from our subsidiaries pursuant to dividend payment and intercompany arrangements is insufficient for us to fund any of these obligations, we may be required to raise cash through the incurrence of additional debt, the issuance of additional equity or the sale of assets. If any of this happens, it could adversely impact our financial condition and results of operations.

Insurance and securities laws and regulations regulate the ability of many of our subsidiaries (such as our insurance and brokerage subsidiaries and our face-amount certificate company) to pay dividends or make other permitted payments. See Item 1 of this Annual Report on Form 10-K - "Regulation" as well as the information contained in Part II, Item 7 under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources." In addition to the various regulatory restrictions and local law requirements that constrain our subsidiaries' ability to pay dividends or make other permitted payments to our company, the rating organizations impose various capital requirements on our company and our insurance company subsidiaries in order for us to maintain our ratings and the ratings of our insurance subsidiaries. The value of assets on the company-level balance sheets of our subsidiaries is a significant factor in determining these restrictions and capital requirements. As asset values decline, our and our subsidiaries' ability to pay dividends or make other permitted payments can be reduced. Additionally, the various asset classes held by our subsidiaries, and used in determining required capital levels, are weighted differently or are restricted as to the proportion in which they may be held depending upon their liquidity, credit risk and other factors. Volatility in

relative asset values among different asset classes can alter the proportion of our subsidiaries' holdings in those classes, which could increase required capital and constrain our and our subsidiaries' ability to pay dividends or make other permitted payments. The regulatory capital requirements and dividend-paying ability of our subsidiaries may also be affected by a change in the mix of products sold by such subsidiaries. For example, fixed annuities typically require more capital than variable annuities, and an increase in the proportion of fixed annuities sold in relation to variable annuities could increase the regulatory capital requirements of our life insurance subsidiaries. This may reduce the dividends or other permitted payments which could be made from those subsidiaries in the near term without the rating organizations viewing this negatively. Further, the capital requirements imposed upon our subsidiaries may be impacted by heightened regulatory scrutiny and intervention, which could negatively affect our and our subsidiaries' ability to pay dividends or make other permitted payments. Additionally, in the past we have found it necessary and advisable to provide support to certain of our subsidiaries in order to maintain adequate capital for regulatory or other purposes and we may provide such support in the future. The provision of such support could adversely affect our excess capital, liquidity, and the dividends or other permitted payments received from our subsidiaries.

The operation of our business in foreign markets and our investments in non-U.S. denominated securities and investment products subjects us to exchange rate and other risks in connection with international operations and earnings and income generated overseas.

While we are a U.S.-based company, a significant portion of our business operations occurs outside of the U.S. and some of our investments are not denominated in U.S. dollars. As a result, we are exposed to certain foreign currency exchange risks that could reduce U.S. dollar equivalent earnings as well as negatively impact our general account and other proprietary investment portfolios. Appreciation of the U.S. dollar could unfavorably affect net income from foreign operations, the value of non-U.S. dollar denominated investments and investments in foreign subsidiaries. In comparison, depreciation of the U.S. dollar could positively affect our net income from foreign operations and the value of non-U.S. dollar denominated investments, though such depreciation could also diminish investor, creditor and rating organizations' perceptions of our company compared to peer companies that have a relatively greater proportion of foreign operations or investments.

We may seek to mitigate these risks by employing various hedging strategies including entering into derivative contracts. Currency fluctuations, including the effect of changes in the value of U.S. dollar denominated investments that vary from the amounts ultimately needed to hedge our exposure to changes in the U.S. dollar equivalent of earnings and equity of these operations, may adversely affect our results of operations, cash flows or financial condition.

In addition, conducting and increasing our international operations subjects us to new risks that, generally, we have not faced in the U.S., including: (i) unexpected changes in foreign regulatory requirements, (ii) difficulties in managing and staffing international operations, (iii) potentially adverse tax consequences, including the complexities of foreign value added tax systems and restrictions on the repatriation of earnings, (iv) the localization of our solutions and related costs, (v) the burdens of complying with a wide variety of foreign laws and different legal standards, including laws and regulations; (vi) increased financial accounting and reporting burdens and complexities; and (vii) local, regional and global political, social and economic instability abroad. The occurrence of any one of these risks could negatively affect our international business and, consequently, our results of operations generally. Additionally, operating in international markets also requires significant management attention and financial resources. We cannot be certain that the investment and additional resources required in establishing, acquiring or integrating operations in other countries, or adjusting to changes in local or regional political environments (such as may result from Brexit) will produce desired levels of revenues or profitability.

As an example, with Brexit there is a significant degree of uncertainty about how negotiations relating to the UK's withdrawal and new trade agreements will be conducted, as well as the potential consequences and precise timeframe for Brexit. While the UK invoked article 50 of the Treaty of Lisbon in serving its relevant notice to leave the European Union on March 30, 2019, the full impact remains uncertain. During this period and beyond, the impact of any partial or complete dissolution of the EU on the UK and European economies and the broader global economy could be significant, resulting in negative impacts on currency and financial markets generally, such as increased volatility and illiquidity, and potentially lower economic growth in markets in the UK, Europe and globally, which may adversely affect the value of the *Columbia Threadneedle Investments* fund's portfolio investments. The UK has one of the largest economies in Europe, and member countries of the EU are substantial trading partners of the UK. The City of London's economy is dominated by financial services, some of which may have to move outside of the UK postreferendum (e.g., currency trading, international settlement). Under the referendum, banks may be forced to move staff and comply with two separate sets of rules or lose business to banks in Europe. Furthermore, the referendum creates the potential for decreased trade, the possibility of capital outflows, devaluation of the pound sterling, the cost of higher corporate bond spreads due to uncertainty, and the risk that all the above could damage business and consumer spending as well as foreign direct investment. As a result of the referendum, the British economy and its currency may be negatively impacted by changes to its economic and political relations with the EU. Any further exits from the EU, or the possibility of such exits, would likely cause additional market disruption globally and introduce new legal and regulatory uncertainties. The impact of Brexit in the near- and long-term is still unknown and could have additional adverse effects on economies, financial markets, currencies and asset valuations around the world.

The occurrence of natural or man-made disasters and catastrophes could adversely affect our results of operations and financial condition.

The occurrence of natural disasters and catastrophes, including earthquakes, hurricanes, floods, tornadoes, fires, blackouts, severe winter weather, explosions, pandemic disease and man-made disasters, including acts of terrorism, insurrections and military actions, could adversely affect our results of operations or financial condition. Such disasters and catastrophes may damage our facilities, preventing our employees and financial advisors from performing their roles or otherwise disturbing our ordinary business operations and by impacting insurance claims, as described below. These impacts could be particularly severe to the extent they affect our computer-based data processing, transmission, storage and retrieval systems and destroy or release valuable data. Such disasters and catastrophes may also impact us indirectly by changing the condition and behaviors of our customers, business counterparties and regulators, as well as by causing declines or volatility in the economic and financial markets.

The potential effects of natural and man-made disasters and catastrophes on certain of our businesses include but are not limited to the following: (i) a catastrophic loss of life may materially increase the amount of or accelerate the timing in which benefits are paid under our insurance policies; (ii) significant widespread property damage may materially increase the amount of claims submitted under our property casualty insurance policies; (iii) an increase in claims and any resulting increase in claims reserves caused by a disaster may harm the financial condition of our reinsurers, thereby impacting the cost and availability of reinsurance and the probability of default on reinsurance recoveries; and (iv) declines and volatility in the financial markets may decrease the value of our assets under management and administration, which could harm our financial condition and reduce our management fees.

We cannot predict the timing and frequency with which natural and man-made disasters and catastrophes may occur, nor can we predict the impact that changing climate conditions may have on the frequency and severity of natural disasters or on overall economic stability and sustainability. As such, we cannot be sure that our actions to identify and mitigate the risks associated with such disasters and catastrophes, including predictive modeling, establishing liabilities for expected claims, acquiring insurance and reinsurance and developing business continuity plans, will be effective.

Legal, Regulatory and Tax Risks

Legal and regulatory actions are inherent in our businesses and could result in financial losses or harm our businesses.

We are, and in the future may be, subject to legal and regulatory actions in the ordinary course of our operations, both domestically and internationally. Actions brought against us may result in awards, settlements, penalties, injunctions or other adverse results, including reputational damage. In addition, we may incur significant expenses in connection with our defense against such actions regardless of their outcome. Various regulatory and governmental bodies have the authority to review our products and business practices and those of our employees and independent financial advisors and to bring regulatory or other legal actions against us if, in their view, our practices, or those of our employees or advisors, are improper. Pending legal and regulatory actions include proceedings relating to aspects of our businesses and operations that are specific to us and proceedings that are typical of the industries and businesses in which we operate. 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. See Item 3 of this Annual Report on Form 10-K - "Legal Proceedings." In or as a result of turbulent times, the volume of claims and amount of damages sought in litigation and regulatory proceedings generally increase.

Our businesses are regulated heavily, and changes to the laws and regulations applicable to our businesses may have an adverse effect on our operations, reputation and financial condition.

Virtually all aspects of our business, including the activities of our parent company and our various subsidiaries, are subject to various federal, state and international laws and regulations. For a discussion of the regulatory framework in which we operate, see "Business - Regulation." included in Part I, Item 1 of this Annual Report on Form 10-K. Compliance with these applicable laws and regulations is time-consuming and personnel-intensive, and we have invested and will continue to invest substantial resources to ensure compliance by our parent company and our subsidiaries, directors, officers, employees, registered representatives and agents. Any enforcement actions, investigations or other proceedings brought against us or our subsidiaries, directors, employees or advisors by our regulators may result in fines, injunctions or other disciplinary actions that could harm our reputation or impact our results of operations. Further, any changes to the laws and regulations applicable to our businesses, as well as changes to the interpretation and enforcement of such laws and regulations, may affect our operations and financial condition. Such changes may impact our operations and profitability and the practices of our advisors, including with respect to the scope of products and services provided, the manner in which products and services are marketed and sold and the incurrence of additional costs of doing business. Ongoing changes to regulation and oversight of the financial industry may produce results, the full impact of which cannot be immediately ascertained. In addition, we expect the worldwide demographic trend of population aging will cause policymakers to continue to focus on the framework of U.S. and non-U.S. retirement systems, which may drive additional changes regarding the manner in which individuals plan for and fund their retirement, the extent of government involvement in retirement savings and funding, the regulation of retirement products and services and the oversight of industry participants. For example, we continue to see enhanced legislative and regulatory interest regarding retirement investing, financial advisors and investment professionals, and we will continue to closely review and monitor any legislative or regulatory proposals and changes. Any incremental requirements, costs and risks imposed on us in connection with such current or future legislative or regulatory changes may constrain our ability to market our products and services to potential customers, and could negatively impact our profitability and make it more difficult for us to pursue our growth strategy.

Certain examples of legislative and regulatory changes that may impact our businesses are described below. Some of the changes could present operational challenges and increase costs. Ultimately these complexities and increased costs could have an impact on our ability to offer cost-effective and innovative insurance products to our clients.

The Department of Labor published regulations in April 2016 that expanded the scope of who is considered an ERISA fiduciary and these regulations focus in large part on investment recommendations made by financial advisors, registered investment advisors, and other investment professionals to retirement investors, how financial advisors are able to discuss IRA rollovers, as well as how financial advisors and affiliates can transact with retirement investors. Tax qualified accounts, particularly IRAs, make up a significant portion of our assets under management and administration. The first phase of the regulations went into effect on June 9, 2017 and requires financial advisors to make recommendations related to assets held in IRAs and employer sponsored retirement plans in accordance with the following impartial conduct standards: recommendations must be in the best interest of the client, compensation paid for the recommendations must be reasonable and the financial advisor must not make any misleading statements. We adopted policies and procedures designed to comply with the impartial conduct standards and communicated those policies and procedures to our advisors and staff. The second phase of the regulation pertaining to a new “best interest contract exemption” would put into place a number of additional requirements including entering into a best interest contract with clients, enhanced disclosure of fees and conflicts of interest, limits on differential commissions within a product category, the adoption of policies and procedures to ensure the best interest standard is met, and findings related to platforms that are limited to products that pay third-party payments and/or include proprietary products. The second phase of the regulation is currently scheduled to become effective on July 1, 2019. However, these regulations are currently under review by the Department of Labor to determine if further revisions to the regulations are advisable. As a result, it is unclear whether the Department of Labor will substantially rescind or revise the regulations as adopted in 2016.

In addition, the Securities and Exchange Commission is also working on developing its own fiduciary standard that would apply to recommendations made by financial advisors who work on a commission basis and would apply regardless of the type of account (IRA or non-qualified) an investor holds. Furthermore, several states have either issued their own fiduciary rules or are considering doing so and those rules may extend to certain types of products (e.g. insurance and annuities, financial planning, etc.) or may broadly cover all recommendations made by financial advisors. We are also seeing self-regulatory bodies like the Certified Financial Planner Board working on a fiduciary standard that would apply to financial advisors who hold a Certified Financial Planner designation. Currently, Ameriprise has approximately 4,100 financial advisors that hold a Certified Financial Planner designation. In light of the various fiduciary rules and regulations that have been proposed or finalized, we continue to exert significant efforts to evaluate and prepare to comply with each rule.

Depending on the span and substance of any fiduciary rules and regulations and timing of their applicability, the scope of any implementation could impact the way we compensate our advisors, particularly with respect to the sale of commission-based products, the access that representatives of affiliated and unaffiliated product manufacturers could have to our advisors and clients, and the manner and degree to which we and our advisors could have selling and marketing costs reimbursed by product manufacturers. We have incurred infrastructure costs in anticipation of compliance with these new regulations, and ongoing costs will be driven by how these regulations may evolve over the course of time. Depending on the final regulations, we could be subject to both increased litigation risk and the possibility of overlapping or competing requirements from other regulators. Our solutions may be different than some or all of our competitors which may lead us to having a competitive advantage or disadvantage as compared to our peers. How our advisors, prospective advisor recruits, distribution partners, competitors and the broader financial industry adapt to any final regulation, or how clients, prospective clients and regulators react to industry and business changes driven thereof, will evolve over the course of time.

MiFID II came into effect on January 3, 2018 and is the most significant regulatory change EU investment firms have faced since the EU financial service action plan in 2006 which sought to establish the EU single market for financial services. MiFID II strengthens the requirement for investment firms to act in the client’s best interest, in many areas including conflicts of interest (specifically, inducements and a prohibition on free research), strengthening of best execution requirements and increased costs and charges disclosure, in relation to all services provided to clients. In response to MiFID II, Columbia Threadneedle Investments has implemented wide ranging changes to systems, policies and operating procedures across its business. Implementation of our internal measures will have direct and indirect impacts on us and certain of our affiliates, including significant changes to client servicing models, distribution models, the fees we are able to charge to clients and the way that our affiliates execute investment decisions for client portfolios. MiFID II and similar regimes may result in existing flows of business moving to less profitable channels or even to competitors providing substitutable products outside the regime. The interpretation of the inducements rules has also resulted in major changes to how fund managers finance investment research with many firms opting to pay for third-party investment research for client accounts covered by MiFID II. There is no assurance we will continue to have access to the third-party broker-dealers, banks, investment advisers and other financial intermediaries that currently distribute our products, or continue to have the opportunity to offer all or some of our existing products through them. Any inability to access and successfully sell our products to clients through third-party distribution channels could have a negative effect on our level of AUM and overall business and financial condition.

Effective May 2018, the EU’s GDPR will strengthen and unify data protection rules for individuals within the EU. GDPR also addresses export of personal data outside the EU. Compliance with the stringent rules under GDPR will require an extensive review of all of our global data processing systems. A failure to comply with GDPR could result in fines up to 20 million Euros or 4% of annual global revenues, whichever is higher.

As a result of our deregistration as a savings and loan holding company, we are no longer subject to regulation, supervision and examination as such by the Board of Governors for the FRB. However, the Dodd-Frank Act authorizes the Financial Stability Oversight Committee (“FSOC”) to designate certain non-bank institutions as systemically important financial institutions subject to regulation as such by the FRB. In the event we are so designated in the future, we would again be subject to enhanced supervision and prudential standards, including requirements related to risk-based capital, leverage, liquidity, credit exposure, stress-testing, resolution plans, early remediation, and certain risk management requirements. Any such designation could cause us to alter our business practices or otherwise adversely impact our results of operation.

Any mandated reductions or restructuring of the fees we charge for our products and services resulting from regulatory initiatives or proceedings could reduce our revenues and/or earnings. Fees paid by mutual funds in accordance with plans and agreements of distribution adopted under Rule 12b-1 promulgated under the Investment Company Act and by other sources of managed products are commonly found as a means for product manufacturers and distribution platforms to address the costs of these products and investor education. The SEC has in the past and could again propose measures that would establish a new framework to repeal Rule 12b-1. Certain industry-wide reduction or restructuring of Rule 12b-1 fees, or other servicing fees, could impact our ability to distribute our own mutual funds and/or the fees we receive for distributing other companies’ mutual funds to our commission-based brokerage customers, which could, in turn, impact our revenues and/or earnings.

Our insurance companies are subject to state regulation and must comply with statutory reserve and capital requirements. State regulators, as well as the NAIC, continually review and update these requirements and other requirements relating to the business operations of insurance companies, including their underwriting and sales practices and their use of affiliated captive insurers. Changes in these requirements that are made for the benefit of the consumer sometimes lead to additional expense for the insurer and, thus, could have a material adverse effect on our financial condition and results of operations. In December 2012, the NAIC adopted a new reserve valuation manual that applies principles-based reserve standards to life insurance products. The valuation manual has been adopted by the required number of states and the percentage of U.S. insurance premium threshold has been reached, therefore, the valuation manual was effective for companies domiciled in adopted states on January 1, 2017. Minnesota adopted the valuation manual in 2016 and New York announced it will adopt the valuation manual in January 2018 (although New York has not adopted the valuation manual as of this date). The RiverSource Life companies have developed an implementation plan and expect to have the capability to complete principles-based reserve valuation in December 2018 for a selected product and continue implementation for all life insurance products throughout the three-year transition period ending in 2020. The requirement for principles-based life insurance reserves may result in statutory reserves being more sensitive to changes in interest rates, policyholder behavior and other market factors. It is not possible at this time to estimate the potential impact of future changes in statutory reserve and capital requirements on our insurance businesses. Further, we cannot predict the effect that proposed federal legislation may have on our businesses or competitors, such as the option of federally chartered insurers, a mandated federal systemic risk regulator, future initiatives of the FIO within the Department of the Treasury or by any of the Domiciliary Regulators or the International Association of Insurance Supervisors with respect to insurance holding company supervision, capital standards or systemic risk regulation. For additional discussion on the role and activities of the FIO, see the information provided under the heading “Regulation - Insurance Regulation” included in Part I, Item 1 of this Annual Report on Form 10-K.

Changes in the supervision and regulation of the financial industry, both domestically and internationally, could materially impact our results of operations, financial condition and liquidity.

The Dodd-Frank Act, enacted into law in 2010 called for sweeping changes in the supervision and regulation of the financial services industry designed to provide for greater oversight of financial industry participants, reduce risk in banking practices and in securities and derivatives trading, enhance public company corporate governance practices and executive compensation disclosures, and provide greater protections to individual consumers and investors. In June 2017, the U.S. House of Representatives passed the CHOICE Act that would make sweeping changes to the financial regulatory system by amending, repealing and replacing certain portions of the Dodd-Frank Act. The prospects of this in the Senate are unclear and the CHOICE Act is not yet law and may not become law. However, the CHOICE Act is reflective of aspects of the current U.S. regulatory environment and the Trump Administration has indicated it intends to advance a variety of financial regulatory relief measures through Executive Branch action and to effect a potentially significant shift in the supervisory approach of agencies. This has wide-ranging implications for our business lines as well as parent company regulation.

Accordingly, while certain elements of these reforms have yet to be finalized and implemented (and implemented aspects of Dodd-Frank could be changed under the Trump administration through the CHOICE Act or otherwise), the Dodd-Frank Act has impacted and is expected to further impact the manner in which we market our products and services, manage our company and its operations and interact with regulators, all of which could materially impact our results of operations, financial condition and liquidity. Certain provisions of the Dodd-Frank Act that may impact our business include but are not limited to the establishment of a fiduciary standard for broker-dealers, the resolution authority granted to the FDIC, changes in regulatory oversight and greater oversight over derivatives instruments and trading. We will need to respond to changes to the framework for the supervision of U.S. financial institutions, including the actions of the FSOC. To the extent the Dodd-Frank Act, the CHOICE Act or other new regulation of the financial services industry impacts the operations, financial condition, liquidity and capital requirements of unaffiliated financial institutions with whom we transact business, those institutions may seek to pass on increased costs, reduce their capacity to transact, or otherwise present inefficiencies in their interactions with us.

It is uncertain whether the Dodd-Frank Act, the rules and regulations developed thereunder, or any future legislation designed to stabilize the financial markets, the economy generally, or provide better protections to consumers (including the CHOICE Act), will have the intended effect. Any new domestic or international legislation or regulatory changes could require us to change certain business practices, impose additional costs, or otherwise adversely affect our business operations, regulatory reporting relationships, results of operations or financial condition. Consequences may include substantially higher compliance costs as well as material effects on fee rates, interest rates and foreign exchange rates, which could materially impact our investments, results of operations and liquidity in ways that we cannot predict. In addition, prolonged government support for, and intervention in the management of, private institutions could distort customary and expected commercial behavior on the part of those institutions, adversely impacting us.

In recent years, other national and international authorities have also proposed measures intended to increase the intensity of regulation of financial institutions, requiring greater coordination among regulators and efforts to harmonize regulatory regimes. These measures have included enhanced risk-based capital requirements, leverage limits, liquidity and transparency requirements, single counterparty exposure limits, governance requirements for risk management, stress-test requirements, debt-to-equity limits for certain companies, early remediation procedures, resolution and recovery planning and guidance for maintaining appropriate risk culture. Our international operations and our worldwide consolidated operations are subject to the jurisdiction of certain of these non-U.S. authorities and may be materially adversely affected by their actions and decisions. Potential measures taken by foreign and international authorities also include the nationalization or expropriation of assets, the imposition of limits on foreign ownership of local companies, changes in laws (including tax laws and regulations) and in their application or interpretation, imposition of large fines, political instability, dividend limitations, price controls, changes in applicable currency, currency exchange controls, or other restrictions that prevent us from transferring funds from these operations out of the countries in which they operate or converting local currencies we hold to U.S. dollars or other currencies. Any of these changes or actions may negatively affect our business. A further result of our non-U.S. operations is that we are subject to regulation by non-U.S. regulators and U.S. regulators such as the Department of Justice and the SEC with respect to the Foreign Corrupt Practices Act of 1977. We expect the scope and extent of regulation outside the U.S., as well as general regulatory oversight, to continue to increase.

Changes in corporate tax laws and regulations (including recent U.S. federal tax reform) and changes in the interpretation of such laws and regulations, as well as adverse determinations regarding the application of such laws and regulations, could adversely affect our earnings and could make some of our products less attractive to clients.

We are subject to the income tax laws of the U.S., its states and municipalities and those of the foreign jurisdictions in which we have significant business operations. These tax laws are complex and may be subject to different interpretations. We must make judgments and interpretations about the application of these inherently complex tax laws when determining the provision for income taxes and must also make estimates about when in the future certain items affect taxable income in the various tax jurisdictions. Disputes over interpretations of the tax laws may be settled with the taxing authority upon examination or audit. In addition, changes to the Internal Revenue Code, administrative rulings or court decisions could increase our provision for income taxes and reduce our earnings.

On December 22, 2017, the legislation commonly referred to as the Tax Cuts and Jobs Act (“Tax Act”) was enacted. The Tax Act is complex and materially changes U.S. corporate income tax rates, imposes significant additional limitations on the deductibility of interest and net operating losses, allows for the expensing of certain capital expenditures, and puts into effect a number of changes impacting operations outside of the United States to shift from a tax on worldwide income to a territorial system (along with certain rules designed to prevent erosion of the U.S. income tax base).

We continue to examine the impact the Tax Act may have on our business. The Tax Act has already had a material impact on our income tax expense and deferred tax balances (most notably a \$320 million unfavorable impact in the fourth quarter of 2017 related to the remeasurement of net deferred tax assets using the lowered corporate tax rate, repatriation tax and lower future tax benefits from low income housing assets). Despite the beneficial impact in the corporate income tax rate, the full impact is uncertain and our business and financial condition could be adversely affected. For example, it is unclear what impact the Tax Act will have on our clients and competitors and therefore it is unclear how we may be advantaged or disadvantaged (such as investor demand for lower pricing or competitors that are better situated to respond or adjust to the evolving marketplace and investor sentiment). Furthermore, many of the products we issue or on which our businesses are based (including both insurance products and non-insurance products) receive favorable treatment under current U.S. federal income or estate tax law. Changes in U.S. federal income or estate tax law could reduce or eliminate the tax advantages of certain of our products and thus make such products less attractive to clients and the Tax Act will cause a change in client demand and activity.

We may not be able to protect our intellectual property and may be subject to infringement claims.

We rely on a combination of contractual rights and copyright, trademark, patent and trade secret laws to establish and protect our intellectual property. Although we use a broad range of measures to protect our intellectual property rights, third parties may infringe or misappropriate our intellectual property. We may have to litigate to enforce and protect our copyrights, trademarks, patents, trade secrets and know-how or to determine their scope, validity or enforceability, which represents a diversion of resources that may be significant in amount and may not prove successful. The loss of intellectual property protection or the inability to secure or enforce the protection of our intellectual property assets could have a material adverse effect on our business and our ability to compete.

We also may be subject to costly litigation in the event that another party alleges our operations or activities infringe upon or constitute misappropriation of such other party’s intellectual property rights. Third parties may have, or may eventually be issued, patents or other protections that could be infringed by our products, methods, processes or services or could otherwise limit our ability

to offer certain product features. Any party that holds such a patent could make a claim of infringement against us. We may also be subject to claims by third parties for breach of copyright, trademark, license usage rights, or misappropriation of trade secret rights. Any such claims and any resulting litigation could result in significant liability for damages. If we were found to have infringed or misappropriated a third-party patent or other intellectual property rights, we could incur substantial liability, and in some circumstances could be enjoined from providing certain products or services to our customers or utilizing and benefiting from certain methods, processes, copyrights, trademarks, trade secrets or licenses, or alternatively could be required to enter into costly licensing arrangements with third parties, all of which could have a material adverse effect on our business, results of operations and financial condition.

Changes in and the adoption of accounting standards or inaccurate estimates or assumptions in applying accounting policies could have a material impact on our financial statements and changes in the regulation of independent registered public accounting firms are present with increasing frequency in connection with broader market reforms.

Our accounting policies and methods are fundamental to how we record and report our financial condition and results of operations. Some of these policies require use of estimates and assumptions that may affect the reported value of our assets or liabilities and results of operations and are critical because they require management to make difficult, subjective, and complex judgments about matters that are inherently uncertain. If those assumptions, estimates or judgments were incorrectly made, we could be required to correct and restate prior period financial statements.

We prepare our financial statements in accordance with U.S. generally accepted accounting principles. The Financial Accounting Standards Board, the SEC and other regulators often change the financial accounting and reporting standards governing the preparation of our financial statements. In addition, the conduct of our independent registered public accounting firm is overseen by the Public Company Accounting Oversight Board (“PCAOB”). These and other regulators may make additional inquiries regarding, or change their application of, existing laws and regulations regarding our independent auditor, financial statements or other financial reports and the possibility of such additional inquiries or changes is increasing in frequency in connection with broader market reforms. These changes are difficult to predict, and could impose additional governance, internal control and disclosure demands. In some cases, we could be required to apply a new or revised standard retroactively, resulting in our restating prior period financial statements. It is possible that the changes could have a material adverse effect on our financial condition and results of operations. For example, PricewaterhouseCoopers LLP (“PwC”) informed us that it has identified a potential issue related to its independence under Rule 2-01(c)(1)(ii)(A) of Regulation S-X (referred to as the “Loan Rule”). The Loan Rule prohibits accounting firms, such as PwC, from being deemed independent if they have certain financial relationships with their audit clients or certain affiliates of those clients. Pursuant to the SEC’s application of the Loan Rule, PwC has advised us that certain relationships between PwC and its lenders who also are record owners of various funds in the *Columbia Threadneedle Investments* family of funds (collectively, the “*Columbia Threadneedle Investments Funds*”) or certain other entities within the Ameriprise Financial, Inc. investment company complex, may implicate the Loan Rule. On June 20, 2016, the Staff of the SEC issued a “no-action” letter confirming that it would not recommend that the SEC commence enforcement action against an unrelated fund that relied on audit services performed by an audit firm that was not in compliance with the Loan Rule in certain specified circumstances. The SEC Staff stated that the relief under the letter was temporary and would expire 18 months after the issuance of the letter and on September 22, 2017 the SEC subsequently issued a letter extending the no-action relief until the SEC amends the Loan Rule to address concerns expressed in the no-action letter. If it was determined that PwC was not independent, or we do not receive some form of exemptive relief, among other things, the financial statements audited by PwC and the interim financial statements reviewed by PwC may have to be audited and reviewed, respectively, by another independent registered public accounting firm. PwC has advised us that, based on its knowledge and analyses of our facts and circumstances, it is not aware of any facts that would preclude reliance by us, our affiliates and other entities within the Ameriprise Financial, Inc. investment company complex on the no-action letter. PwC has also affirmed to us that they are able to exercise objective and impartial judgment in their audits of us, our affiliates and the *Columbia Threadneedle Investments Funds*, are independent accountants within the meaning of PCAOB Rule 3520 and in their view can continue to serve as our independent registered public accounting firm. The Company has considered disclosures made to it by PwC of lending relationships described by PwC, PwC’s representation that it is independent within the meaning of the Public Company Accounting Oversight Board Rule 3520 Auditor Independence, and representations made to the Company’s Audit Committee by PwC that PwC believes that a reasonable investor possessing all the facts regarding the lending relationships and audit relationships would conclude that PwC is able to exhibit the requisite objectivity and impartiality to report on the Company’s financial statements as the independent registered public accounting firm. Based on the foregoing, the Company does not believe that PwC is incapable of exercising objective and impartial judgment with respect to the audit services to us, our affiliates or the *Columbia Threadneedle Investments Funds*.

Risks Relating to Our Common Stock

The market price of our shares may fluctuate.

The market price of our common stock may fluctuate widely, depending upon many factors, some of which may be beyond our control, including: (i) changes in expectations concerning our future financial performance and the future performance of the financial services industry in general, including financial estimates and recommendations by securities analysts; (ii) differences between our actual financial and operating results and those expected by investors and analysts; (iii) our strategic moves and those of our competitors, such as acquisitions, divestitures or restructurings; (iv) changes in the regulatory framework of the financial services industry and regulatory action; (v) changes in and the adoption of accounting standards and securities and insurance rating agency processes and standards applicable to our businesses and the financial services industry; and (vi) changes in general economic or

market conditions.

Stock markets in general have experienced volatility that has often been unrelated to the operating performance of a particular company. These broad market fluctuations may adversely affect the trading price of our common stock.

Provisions in our certificate of incorporation and bylaws and of Delaware law may prevent or delay an acquisition of our company, which could decrease the market value of our common stock.

Our certificate of incorporation and bylaws and Delaware law contain provisions intended to deter coercive takeover practices and inadequate takeover bids by making them unacceptably expensive to the raider and to encourage prospective acquirers to negotiate with our board of directors rather than to attempt a hostile takeover. These provisions include, among others: (i) elimination of the right of our shareholders to act by written consent; (ii) rules regarding how shareholders may present proposals or nominate directors for election at shareholder meetings, either directly or through proxies; (iii) the right of our board of directors to issue preferred stock without shareholder approval; and (iv) limitations on the rights of shareholders to remove directors.

Delaware law also imposes some restrictions on mergers and other business combinations between us and any holder of 15% or more of our outstanding common stock.

We believe these provisions protect our shareholders from coercive or otherwise unfair takeover tactics by requiring potential acquirers to negotiate with our board of directors and by providing our board of directors time to assess any acquisition proposal. They are not intended to make our company immune from takeovers. However, these provisions apply even if the offer may be considered beneficial by some shareholders and could delay or prevent an acquisition that our board of directors determines is not in the best interests of our company and our shareholders.

The issuance of additional shares of our common stock or other equity securities may result in a dilution of interest or adversely affect the price of our common stock.

Our certificate of incorporation allows our directors to authorize the issuance of additional shares of our common stock, as well as other forms of equity or securities that may be converted into equity securities, without shareholder approval. We have in the past and may in the future issue additional equity or convertible securities in order to raise capital, in connection with acquisitions or for other purposes. Any such issuance may result in a significant dilution in the interests of our current shareholders and adversely impact the market price of our common stock.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

We operate our business from two principal locations, both of which are located in Minneapolis, Minnesota: the Ameriprise Financial Center, an 848,000 square foot building that we lease, and our 885,000 square foot Client Service Center, which we own. Generally, we lease the premises we occupy in other locations, including the executive offices that we maintain in New York City and branch offices for our employee advisors throughout the United States.

Our principal leases are in the following locations:

- Columbia Threadneedle Investments leases offices in Boston containing approximately 156,000 square feet, leases approximately 65,000 square feet of a shared building in London (as well as a second location in Swindon, UK) and also leases property in a number of other cities to support its global operations, including in New York, Menlo Park, Chicago and Houston in the United States and Austria, Chile, Denmark, Dubai, France, Germany, Netherlands, Hong Kong, Italy, Luxembourg, Malaysia, Singapore, Spain, Switzerland, Taiwan and South Korea;
- Ameriprise Auto and Home Insurance leases approximately 132,000 square feet at its corporate headquarters in DePere, Wisconsin and also leases space in Phoenix, Arizona; and
- We also have leases in Las Vegas, Nevada (supporting aspects of our Advice & Wealth Management and Protection businesses) and Gurugram and Noida India (supporting our broader business in the United States).

We believe that the facilities owned or occupied by our company suit our needs and are well maintained.

Item 3. Legal Proceedings

For a discussion of material legal proceedings, see Note 23 to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K, which is incorporated herein by reference.

Item 4. Mine Safety Disclosures

Not applicable.

PART II.

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock trades principally on The New York Stock Exchange under the trading symbol AMP. As of February 9, 2018, we had approximately 14,059 common shareholders of record. Price and dividend information concerning our common shares may be found in Note 26 to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K. Information regarding our equity compensation plans can be found in Part III, Item 12 of this Annual Report on Form 10-K. Information comparing the cumulative total shareholder return on our common stock to the cumulative total return for certain indices is set forth under the heading “Performance Graph” provided in our 2017 Annual Report to Shareholders and is incorporated herein by reference.

We are primarily a holding company and, as a result, our ability to pay dividends in the future will depend on receiving dividends from our subsidiaries. For information regarding our ability to pay dividends, see the information set forth under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources” contained in Part II, Item 7 of this Annual Report on Form 10-K.

Share Repurchases

The following table presents the information with respect to purchases made by or on behalf of Ameriprise Financial, Inc. or any “affiliated purchaser” (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934), of our common stock during the fourth quarter of 2017:

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid Per Share	(c) Total Number of Shares Purchased as part of Publicly Announced Plans or Programs ⁽¹⁾	(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs ⁽¹⁾
October 1 to October 31, 2017				
Share repurchase program ⁽¹⁾	617,734	\$ 153.50	617,734	\$ 2,292,351,613
Employee transactions ⁽²⁾	134,185	\$ 156.80	N/A	N/A
November 1 to November 30, 2017				
Share repurchase program ⁽¹⁾	701,468	\$ 159.59	701,468	\$ 2,180,405,982
Employee transactions ⁽²⁾	69,414	\$ 159.82	N/A	N/A
December 1 to December 31, 2017				
Share repurchase program ⁽¹⁾	568,695	\$ 168.55	568,695	\$ 2,084,552,158
Employee transactions ⁽²⁾	107,467	\$ 168.56	N/A	N/A
Totals				
Share repurchase program ⁽¹⁾	1,887,897	\$ 160.28	1,887,897	
Employee transactions ⁽²⁾	311,066	\$ 161.54	N/A	
	2,198,963		1,887,897	

N/A Not applicable.

⁽¹⁾ On April 24, 2017, we announced that our Board of Directors authorized an additional expenditure of up to \$2.5 billion for the repurchase of our common stock through June 30, 2019. The share repurchase program does not require the purchase of any minimum number of shares, and depending on market conditions and other factors, these purchases may be commenced or suspended at any time without prior notice. Acquisitions under the share repurchase program may be made in the open market, through privately negotiated transactions or block trades or other means.

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

Item 6. Selected Financial Data

The following table sets forth selected consolidated financial information derived from our audited Consolidated Financial Statements as of December 31, 2017, 2016, 2015, 2014 and 2013 and for the five-year period ended December 31, 2017. The selected financial data presented below should be read in conjunction with our Consolidated Financial Statements and Notes included elsewhere in this report and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

	Years Ended December 31,				
	2017	2016	2015	2014	2013
	(in millions, except per share data)				
Income Statement Data:					
Total net revenues	\$ 12,027	\$ 11,696	\$ 12,170	\$ 12,268	\$ 11,199
Total expenses	9,813	10,104	10,028	9,721	9,229
Income from continuing operations	\$ 1,480	\$ 1,314	\$ 1,687	\$ 2,002	\$ 1,478
Loss from discontinued operations, net of tax	—	—	—	(2)	(3)
Net income	1,480	1,314	1,687	2,000	1,475
Less: Net income attributable to noncontrolling interests	—	—	125	381	141
Net income attributable to Ameriprise Financial	\$ 1,480	\$ 1,314	\$ 1,562	\$ 1,619	\$ 1,334
Earnings Per Share Attributable to Ameriprise Financial, Inc. Common Shareholders:					
Basic					
Income from continuing operations	\$ 9.60	\$ 7.90	\$ 8.60	\$ 8.46	\$ 6.58
Loss from discontinued operations	—	—	—	(0.01)	(0.02)
Net income	\$ 9.60	\$ 7.90	\$ 8.60	\$ 8.45	\$ 6.56
Diluted					
Income from continuing operations	\$ 9.44	\$ 7.81	\$ 8.48	\$ 8.31	\$ 6.46
Loss from discontinued operations	—	—	—	(0.01)	(0.02)
Net income	\$ 9.44	\$ 7.81	\$ 8.48	\$ 8.30	\$ 6.44
Cash Dividends Declared Per Common Share	\$ 3.24	\$ 2.92	\$ 2.59	\$ 2.26	\$ 2.01

	December 31,				
	2017	2016	2015	2014	2013
	(in millions)				
Balance Sheet Data:					
Investments ⁽¹⁾	\$ 35,925	\$ 35,834	\$ 34,144	\$ 35,582	\$ 35,735
Separate account assets	87,368	80,210	80,349	83,256	81,223
Total assets	147,470	139,821	145,339	148,803	144,565
Policyholder account balances, future policy benefits and claims	29,904	30,202	29,699	30,350	29,620
Separate account liabilities	87,368	80,210	80,349	83,256	81,223
Customer deposits	10,303	10,036	8,634	7,664	7,062
Long-term debt ⁽¹⁾	2,891	2,917	2,692	3,045	2,700
Short-term borrowings	200	200	200	200	500
Total liabilities	141,472	133,529	136,960	139,524	135,359
Total Ameriprise Financial, Inc. shareholders’ equity	5,998	6,292	7,191	8,098	8,166
Noncontrolling interests’ equity	—	—	1,188	1,181	1,040

⁽¹⁾ Represents amounts before consolidated investment entities, as reported on our Consolidated Balance Sheets.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our consolidated financial condition and results of operations should be read in conjunction with the "Forward-Looking Statements," our Consolidated Financial Statements and Notes that follow and the "Consolidated Five-Year Summary of Selected Financial Data" and the "Risk Factors" included in our Annual Report on Form 10-K. References to "Ameriprise Financial," "Ameriprise," the "Company," "we," "us," and "our" refer to Ameriprise Financial, Inc. exclusively, to our entire family of companies, or to one or more of our subsidiaries.

Overview

Ameriprise Financial is a diversified financial services company with a more than 120 year history of providing financial solutions. We are America's leader in financial planning and a leading global financial institution with \$897.0 billion in assets under management and administration as of December 31, 2017. We offer a broad range of products and services designed to achieve the financial objectives of individual and institutional clients. For additional discussion of our businesses, see Part I, Item 1 of this Annual Report on Form 10-K.

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

Financial markets and macroeconomic conditions have had and will continue to have a significant impact on our operating and performance results. In addition, the business and regulatory environment in which we operate remains subject to elevated uncertainty and change. To succeed, we expect to continue focusing on our key strategic objectives. The success of these and other strategies may be affected by the factors discussed in Item 1A of this Annual Report on Form 10-K — "Risk Factors."

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

Earnings, as well as operating earnings, will be negatively impacted by the ongoing low interest rate environment should it continue. In addition to continuing spread compression in our interest sensitive product lines, a sustained low interest rate environment may result in increases to our reserves and changes in various rate assumptions we use to amortize DAC and DSIC, which may negatively impact our operating earnings. For additional discussion on our interest rate risk, see Item 7A. "Quantitative and Qualitative Disclosures About Market Risk."

In the third quarter of the year, we updated our market-related inputs and implemented model changes related to our living benefit valuation. In addition, we conducted our annual review of life insurance and annuity valuation assumptions relative to current experience and management expectations including modeling changes. These aforementioned changes are collectively referred to as unlocking. See our Consolidated and Segment Results of Operations sections for the pretax impacts on our revenues and expenses attributable to unlocking and discussion of the drivers of the unlocking impact.

We consolidate certain variable interest entities for which we provide asset management services. These entities are defined as consolidated investment entities ("CIEs"). While the consolidation of the CIEs impacts our balance sheet and income statement, our exposure to these entities is unchanged and there is no impact to the underlying business results. For further information on CIEs, see Note 4 to our Consolidated Financial Statements. The results of operations of the CIEs are reflected in the Corporate & Other segment. On a consolidated basis, the management fees we earn for the services we provide to the CIEs and the related general and administrative expenses are eliminated and the changes in the fair value of assets and liabilities related to the CIEs, primarily syndicated loans and debt, are reflected in net investment income. We continue to include the fees from these entities in the management and financial advice fees line within our Asset Management segment.

While our consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles ("GAAP"), management believes that operating measures, which exclude net realized investment gains or losses, net of the related DSIC and DAC amortization, unearned revenue amortization and the reinsurance accrual; the market impact on variable annuity guaranteed benefits, net of hedges and the related DSIC and DAC amortization; the market impact on indexed universal life ("IUL") benefits, net of hedges and the related DAC amortization, unearned revenue amortization and the reinsurance accrual; the market impact on fixed index annuity benefits, net of hedges and the related DAC amortization; the market impact of hedges to offset interest rate changes on unrealized gains or losses for certain investments; integration and restructuring charges; and the impact of consolidating CIEs, best reflect the underlying performance of our core operations and facilitate a more meaningful trend analysis. Management uses certain of these non-GAAP measures to evaluate our financial performance on a basis comparable to that used by some securities analysts and investors. Also, certain of these non-GAAP measures are taken into consideration, to varying degrees, for purposes of business planning and analysis and for certain compensation-related matters. Throughout our Management's Discussion and Analysis, these non-GAAP measures are referred to as operating measures. These non-GAAP measures should not be viewed as a substitute for U.S. GAAP measures.

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

Our financial targets are:

- Operating total net revenue growth of 6% to 8%,
- Operating earnings per diluted share growth of 12% to 15%, and
- Operating return on equity excluding accumulated other comprehensive income ("AOCI") of 19% to 23%.

The following tables reconcile our GAAP measures to operating measures:

	Years Ended December 31,	
	2017	2016
	(in millions)	
Total net revenues	\$ 12,027	\$ 11,696
Less: Revenue attributable to CIEs	94	128
Less: Net realized investment gains	46	6
Less: Market impact on indexed universal life benefits	1	24
Less: Market impact of hedges on investments	(2)	3
Operating total net revenues	<u>\$ 11,888</u>	<u>\$ 11,535</u>

	Years Ended December 31,		Per Diluted Share Years Ended December 31,	
	2017	2016	2017	2016
	(in millions, except per share amounts)			
Net income	\$ 1,480	\$ 1,314	\$ 9.44	\$ 7.81
Less: Net income (loss) attributable to CIEs	1	(2)	—	(0.01)
Add: Integration/restructuring charges ⁽¹⁾	5	—	0.03	—
Add: Market impact on variable annuity guaranteed benefits ⁽¹⁾	232	216	1.48	1.28
Add: Market impact on indexed universal life benefits ⁽¹⁾	(4)	(36)	(0.02)	(0.21)
Add: Market impact of hedges on investments ⁽¹⁾	2	(3)	0.01	(0.02)
Less: Net realized investment gains ⁽¹⁾	44	6	0.28	0.03
Tax effect of adjustments ⁽²⁾	(67)	(60)	(0.43)	(0.36)
Operating earnings	<u>\$ 1,603</u>	<u>\$ 1,427</u>	<u>\$ 10.23</u>	<u>\$ 8.48</u>

Weighted average common shares outstanding:

Basic	154.1	166.3
Diluted	156.7	168.2

⁽¹⁾ Pretax operating adjustments.

⁽²⁾ Calculated using the statutory tax rate of 35%.

The following table reconciles net income to operating earnings and the five-point average of quarter-end equity to operating equity:

	Years Ended December 31,	
	2017	2016
	(in millions)	
Net income	\$ 1,480	\$ 1,314
Less: Adjustments ⁽¹⁾	(123)	(113)
Operating earnings	<u>\$ 1,603</u>	<u>\$ 1,427</u>
Total Ameriprise Financial, Inc. shareholders' equity	\$ 6,214	\$ 6,877
Less: AOCI, net of tax	251	426
Total Ameriprise Financial, Inc. shareholders' equity, excluding AOCI	<u>5,963</u>	<u>6,451</u>
Less: Equity impacts attributable to CIEs	1	27
Operating equity	<u>\$ 5,962</u>	<u>\$ 6,424</u>
Return on equity, excluding AOCI	24.8%	20.4%
Operating return on equity, excluding AOCI ⁽²⁾	26.9%	22.2%

(1) Adjustments reflect the sum of after-tax net realized investment gains/losses, net of DSIC and DAC amortization, unearned revenue amortization and the reinsurance accrual; the market impact on variable annuity guaranteed benefits, net of hedges and related DSIC and DAC amortization; the market impact on indexed universal life benefits, net of hedges and the related DAC amortization, unearned revenue amortization, and the reinsurance accrual; the market impact on fixed index annuity benefits, net of hedges and the related DAC amortization; the market impact of hedges to offset interest rate changes on unrealized gains or losses for certain investments; integration and restructuring charges; and net income (loss) from consolidated investment entities. After-tax is calculated using the statutory tax rate of 35%.

(2) Operating return on equity, excluding AOCI, is calculated using operating earnings in the numerator and *Ameriprise Financial* shareholders' equity, excluding AOCI and the impact of consolidating investment entities using a five-point average of quarter-end equity in the denominator. After-tax is calculated using the statutory rate of 35%.

Critical Accounting Estimates

The accounting and reporting policies that we use affect our Consolidated Financial Statements. Certain of our accounting and reporting policies are critical to an understanding of our consolidated results of operations and financial condition and, in some cases, the application of these policies can be significantly affected by the estimates, judgments and assumptions made by management during the preparation of our Consolidated Financial Statements. The accounting and reporting policies and estimates we have identified as fundamental to a full understanding of our consolidated results of operations and financial condition are described below. See Note 2 to our Consolidated Financial Statements for further information about our accounting policies.

Valuation of Investments

The most significant component of our investments is our Available-for-Sale securities, which we carry at fair value within our Consolidated Balance Sheets. The fair value of our Available-for-Sale securities at December 31, 2017 was primarily obtained from third-party pricing sources. For a discussion on our accounting policies related to the valuation of our investments and other-than-temporary impairments, see Note 2 and Note 14 to our Consolidated Financial Statements.

Deferred Acquisition Costs

We incur costs in connection with acquiring new and renewal insurance and annuity businesses. The portion of these costs which are incremental and direct to the acquisition of a new or renewal insurance policy or annuity contract are deferred. Significant costs capitalized include sales based compensation related to the acquisition of new and renewal insurance policies and annuity contracts, medical inspection costs for successful sales, and a portion of employee compensation and benefit costs based upon the amount of time spent on successful sales. Sales based compensation paid to advisors and employees and third-party distributors is capitalized. Employee compensation and benefits costs which are capitalized relate primarily to sales efforts, underwriting and processing. All other costs which are not incremental direct costs of acquiring an insurance policy or annuity contract are expensed as incurred. See Note 2 to the Consolidated Financial Statements for further discussion of our DAC accounting policy.

Non-Traditional Long-Duration Products

For our non-traditional long-duration products (including variable and fixed deferred annuity contracts, universal life ("UL") and variable universal life ("VUL") insurance products), our DAC balance at any reporting date is based on projections that show management expects there to be estimated gross profits ("EGPs") after that date to amortize the remaining balance. These projections are inherently uncertain because they require management to make assumptions about financial markets, mortality levels and contractholder and policyholder behavior over periods extending well into the future. Projection periods used for our annuity products are typically 30 to 50 years and for our UL insurance products 50 years or longer.

EGPs vary based on persistency rates (assumptions at which contractholders and policyholders are expected to surrender, make withdrawals from and make deposits to their contracts), mortality levels, client asset value growth rates (based on equity and bond market performance), variable annuity benefit utilization and interest margins (the spread between earned rates on invested assets and rates credited to contractholder and policyholder accounts). Changes in these assumptions can be offsetting and we are unable to predict their movement or offsetting impact over time. When assumptions are changed, the percentage of EGPs used to amortize DAC might also change. A change in the required amortization percentage is applied retrospectively; an increase in amortization percentage will result in a decrease in the DAC balance and an increase in DAC amortization expense, while a decrease in amortization percentage will result in an increase in the DAC balance and a decrease in DAC amortization expense. The effect on the DAC balance that would result from the realization of unrealized gains (losses) is recognized with an offset to accumulated other comprehensive income on the consolidated balance sheet.

The client asset value growth rates are the rates at which variable annuity and VUL insurance contract values invested in separate accounts are assumed to appreciate in the future. The rates used vary by equity and fixed income investments. The long-term client asset value growth rates are based on assumed gross annual returns of 9% for equity funds and 6.8% for fixed income funds. We typically use a five-year mean reversion process as a guideline in setting near-term equity fund growth rates based on a long-term view of financial market performance as well as recent actual performance. The suggested near-term equity fund growth rate is reviewed quarterly to ensure consistency with management's assessment of anticipated equity market performance.

A decrease of 100 basis points in separate account fund growth rate assumptions is likely to result in an increase in DAC amortization and an increase in benefits and claims expense for variable annuity and VUL insurance contracts. The following table presents the estimated impact to current period pretax income:

	Estimated Impact to Pretax Income ⁽¹⁾		
	DAC Amortization	Benefits and Claims Expense	Total
	(in millions)		
Decrease in future near- and long-term fixed income fund growth returns by 100 basis points	\$ (24)	\$ (61)	\$ (85)
Decrease in future near-term equity fund growth returns by 100 basis points	\$ (23)	\$ (39)	\$ (62)
Decrease in future long-term equity fund growth returns by 100 basis points	(16)	(30)	(46)
Decrease in future near- and long-term equity fund growth returns by 100 basis points	<u>\$ (39)</u>	<u>\$ (69)</u>	<u>\$ (108)</u>

⁽¹⁾ An increase in the above assumptions by 100 basis points would result in an increase to pretax income for approximately the same amount.

An assessment of sensitivity associated with changes in any single assumption would not necessarily be an indicator of future results.

Traditional Long-Duration Products

For our traditional long-duration products (including traditional life and disability income ("DI") insurance products), our DAC balance at any reporting date is based on projections that show management expects there to be adequate premiums after the date to amortize the remaining balance. These projections are inherently uncertain because they require management to make assumptions over periods extending well into the future. These assumptions include interest rates, persistency rates and mortality and morbidity rates and are not modified (unlocked) unless recoverability testing deems to be inadequate. Projection periods used for our traditional life insurance are up to 30 years. Projection periods for our DI products can be up to 45 years. We may experience accelerated amortization of DAC if policies terminate earlier than projected or a slower rate of amortization of DAC if policies persist longer than projected.

For traditional life and DI insurance products, the assumptions provide for adverse deviations in experience and are revised only if management concludes experience will be so adverse that DAC are not recoverable. If management concludes that DAC are not recoverable, DAC are reduced to the amount that is recoverable based on best estimate assumptions.

Future Policy Benefits and Claims

We establish reserves to cover the risks associated with non-traditional and traditional long-duration products and short-duration products. Reserves for non-traditional long-duration products include the liabilities related to guaranteed benefit provisions added to variable annuity contracts, a portion of our UL and VUL policies and the embedded derivatives related to variable annuity contracts, indexed annuities and indexed universal life ("IUL") insurance. Reserves for traditional long-duration products are established to provide adequately for future benefits and expenses for term life, whole life, DI and long term care ("LTC") insurance products. Reserves for short-duration products are established to provide adequately for incurred losses primarily related to auto and home policies.

The establishment of reserves is an estimation process using a variety of methods, assumptions and data elements. If actual experience is better than or equal to the results of the estimation process, then reserves should be adequate to provide for future benefits and expenses. If actual experience is worse than the results of the estimation process, additional reserves may be required.

Non-Traditional Long-Duration Products

A portion of our UL and VUL policies have product features that result in profits followed by losses from the insurance component of the contract. These profits followed by losses can be generated by the cost structure of the product or secondary guarantees in the contract. The secondary guarantee ensures that, subject to specified conditions, the policy will not terminate and will continue to provide a death benefit even if there is insufficient policy value to cover the monthly deductions and charges. The liability for these future losses is determined using actuarial models to estimate the death benefits in excess of account value and the expected assessments (e.g. cost of insurance charges, contractual administrative charges, similar fees and investment margin). Significant assumptions made in projecting future benefits and assessments relate to customer asset value growth rates, mortality, persistency and investment margins and are consistent with those used for DAC valuation for the same contracts. See Note 11 to our Consolidated Financial Statements for information regarding the liability for contracts with secondary guarantees.

We have approximately \$80 billion of variable annuity account value that has been issued over a period of more than fifty years. The diversified variable annuity block consists of \$30 billion of account value with no living benefit guarantees and \$50 billion of account value with living benefit guarantees, primarily guaranteed minimum withdrawal benefit ("GMWB") provisions. The business is predominately issued through the Ameriprise Financial advisor network. The majority of the variable annuity contracts offered by us contain guaranteed minimum death benefit ("GMDB") provisions. When market values of the customer's accounts decline, the death benefit payable on a contract with a GMDB may exceed the contract accumulation value. We also offer variable annuities with death benefit provisions that gross up the amount payable by a certain percentage of contract earnings which are referred to as gain gross-up ("GGU") benefits. In addition, we offer contracts with GMWB and guaranteed minimum accumulation benefit ("GMAB") provisions and, until May 2007, we offered contracts containing guaranteed minimum income benefit ("GMIB") provisions.

The GMDB and GGU liability is determined by estimating the expected value of death benefits in excess of the projected contract accumulation value and recognizing the excess over the estimated life based on expected assessments (e.g., mortality and expense fees, contractual administrative charges and similar fees).

If elected by the contract owner and after a stipulated waiting period from contract issuance, a GMIB guarantees a minimum lifetime annuity based on a specified rate of contract accumulation value growth and predetermined annuity purchase rates. The GMIB liability is determined each period by estimating the expected value of annuitization benefits in excess of the projected contract accumulation value at the date of annuitization and recognizing the excess over the estimated life based on expected assessments.

The liability for the life contingent benefits associated with GMWB provisions is determined by estimating the expected value of benefits that are contingent upon survival after the account value is equal to zero and recognizing the benefits over the estimated life based on expected assessments (e.g., mortality and expense fees, contractual administrative charges and similar fees).

In determining the liabilities for GMDB, GGU, GMIB and the life contingent benefits associated with GMWB, we project these benefits and contract assessments using actuarial models to simulate various equity market scenarios. Significant assumptions made in projecting future benefits and assessments relate to customer asset value growth rates, mortality, persistency, benefit utilization and investment margins and are consistent with those used for DAC valuation for the same contracts. As with DAC, management reviews, and where appropriate, adjusts its assumptions each quarter. Unless management identifies a material deviation over the course of quarterly monitoring, management reviews and updates these assumptions annually in the third quarter of each year.

Regarding the exposure to variable annuity living benefit guarantees, the source of behavioral risk is driven by changes in policyholder surrenders and utilization of guaranteed withdrawal benefits. We have extensive experience studies and analysis to monitor changes and trends in policyholder behavior. A significant volume of company-specific policyholder experience data is available and provides management with the ability to regularly analyze policyholder behavior. On a monthly basis, actual surrender and benefit utilization experience is compared to expectations. Experience data includes detailed policy information providing the opportunity to review impacts of multiple variables. The ability to analyze differences in experience, such as presence of a living benefit rider, existence of surrender charges, and tax qualifications provide us an effective approach in quickly detecting changes in policyholder behavior.

At least annually, we perform a thorough policyholder behavior analysis to validate the assumptions included in our benefit reserve, embedded derivative and DAC balances. The variable annuity assumptions and resulting reserve computations reflect multiple policyholder variables. Differentiation in assumptions by policyholder age, existence of surrender charges, guaranteed withdrawal utilization, and tax qualification are examples of factors recognized in establishing management's assumptions used in reserve calculations. The extensive data derived from our variable annuity block highly informs management in confirming previous assumptions and revising the variable annuity behavior assumptions. Changes in assumptions are governed by a review and approval process to ensure an appropriate measurement of all impacted financial statement balances.

Additionally, our Corporate Actuarial Department calculates the fair value of the embedded derivatives on a monthly basis. During this process, control checks are performed to validate the completeness of the data. Actuarial management approves various components of the valuation along with the final results. The change in the fair value of the embedded derivatives is reviewed monthly with senior management.

See Note 11 to our Consolidated Financial Statements for further discussion of our variable annuity contracts.

See the table in the previous discussion of “Deferred Acquisition Costs” for the estimated impact to benefits and claims expense related to variable annuity and VUL insurance contracts resulting from a decrease of 100 basis points in separate account fund growth rate assumptions.

The fair value of embedded derivatives related to GMAB and the non-life contingent benefits associated with GMWB provisions, indexed annuities and IUL fluctuate based on equity, interest rate and credit markets which can cause these embedded derivatives to be either an asset or a liability. In addition, embedded derivatives are impacted by an estimate of our nonperformance risk adjustment. This estimate results in a spread over the LIBOR swap curve as of the balance sheet date. As our estimate of this spread over LIBOR widens or tightens, the liability will decrease or increase. See Note 14 to our Consolidated Financial Statements for information regarding the fair value measurement of embedded derivatives.

Traditional Long-Duration Products

Liabilities for unpaid amounts on reported DI and LTC claims include any periodic or other benefit amounts due and accrued, along with estimates of the present value of obligations for continuing benefit payments. These unpaid amounts are calculated using anticipated claim continuance rates based on established industry tables, adjusted as appropriate for our experience. The discount rates used to calculate present values are based on average interest rates earned on assets supporting the liability for unpaid amounts.

Liabilities for estimates of benefits that will become payable on future claims on term life, whole life and DI policies are based on the net level premium and LTC policies are based on a gross premium valuation reflecting management’s current best estimate assumptions. Both include anticipated premium payments, mortality and morbidity rates, policy persistency and interest rates earned on assets supporting the liability. Anticipated mortality and morbidity rates are based on established industry mortality and morbidity tables, with modifications based on our experience. Anticipated premium payments and persistency rates vary by policy form, issue age, policy duration and certain other pricing factors.

Short-Duration Products

The liabilities for short-duration products primarily include auto and home reserves comprised of amounts determined from loss reports on individual claims, as well as amounts based on historical loss experience for losses incurred but not yet reported. Such liabilities are based on estimates. Our methods for making such estimates and for establishing the resulting liabilities are continually reviewed, and any adjustments are reflected in earnings in the period such adjustments are made.

See Note 2 to our Consolidated Financial Statements for further discussion of our policyholder account balances, future policy benefits and claims accounting policy.

Derivative Instruments and Hedging Activities

We use derivative instruments to manage our exposure to various market risks. All derivatives are recorded at fair value. The fair value of our derivative instruments is determined using either market quotes or valuation models that are based upon the net present value of estimated future cash flows and incorporate current market observable inputs to the extent available.

For further details on the types of derivatives we use and how we account for them, see Note 2, Note 14 and Note 16 to our Consolidated Financial Statements. For discussion of our market risk exposures and hedging program and related sensitivity testing, see Item 7A. “Quantitative and Qualitative Disclosures About Market Risk.”

Income Tax Accounting

Inherent in the provision for income taxes are estimates and judgments regarding the tax treatment of certain items. Estimates and judgments are re-evaluated on a continual basis as regulatory and business factors change. In the event that the ultimate tax treatment of items differs from our estimates, we may be required to significantly change the provision for income taxes recorded in our Consolidated Financial Statements.

We are required to establish a valuation allowance for any portion of our deferred tax assets that management believes will not be realized. Significant judgment is required in determining if a valuation allowance should be established, and the amount of such allowance if required. Factors used in making this determination include estimates relating to the performance of the business. Consideration is given to, among other things in making this determination, (i) future taxable income exclusive of reversing temporary differences and carryforwards, (ii) future reversals of existing taxable temporary differences, (iii) taxable income in prior carryback years, and (iv) tax planning strategies. Management may need to identify and implement appropriate planning strategies to ensure our ability to realize our deferred tax assets and reduce the likelihood of the establishment of a valuation allowance with respect to such assets.

See Note 2 and Note 21 to our Consolidated Financial Statements for additional information on our accounting policies for income taxes and our valuation allowance.

Recent Accounting Pronouncements

For information regarding recent accounting pronouncements and their expected impact on our future consolidated results of operations and financial condition, see Note 3 to our Consolidated Financial Statements.

Sources of Revenues and Expenses

Management and Financial Advice Fees

Management and financial advice fees relate primarily to fees earned from managing mutual funds, private funds, separate account and wrap account assets and institutional investments, as well as fees earned from providing financial advice, administrative services (including transfer agent and administration fees earned from providing services to retail mutual funds) and other custodial services. Management and financial advice fees include performance-based incentive management fees, which we may receive on certain management contracts. Management and financial advice fees also include mortality and expense risk fees.

Distribution Fees

Distribution fees primarily include point-of-sale fees (such as mutual fund front-end sales loads) and asset-based fees (such as 12b-1 distribution and shareholder service fees). Distribution fees also include amounts received under marketing support arrangements for sales of mutual funds and other companies' products, such as through our wrap accounts, as well as surrender charges on annuities and UL and VUL insurance.

Net Investment Income

Net investment income primarily includes interest income on fixed maturity securities classified as Available-for-Sale, mortgage loans, policy and certificate loans, other investments, cash and cash equivalents and investments of CIEs; the changes in fair value of trading securities, certain derivatives and certain assets and liabilities of CIEs; the pro rata share of net income or loss on equity method investments; and realized gains and losses on the sale of investments and charges for other-than-temporary impairments of investments related to credit losses.

Premiums

Premiums include premiums on auto and home insurance, traditional life, DI and LTC insurance and immediate annuities with a life contingent feature and are net of reinsurance premiums.

Other Revenues

Other revenues primarily include variable annuity guaranteed benefit rider charges and UL and VUL insurance charges, which consist of cost of insurance charges (net of reinsurance premiums and cost of reinsurance for UL insurance products) and administrative charges.

For discussion of our accounting policies on revenue recognition, see Note 2 to our Consolidated Financial Statements.

Banking and Deposit Interest Expense

Banking and deposit interest expense primarily includes interest expense related to investment certificates. The changes in fair value of stock market certificate embedded derivatives and the derivatives hedging stock market certificates are included within banking and deposit interest expense.

Distribution Expenses

Distribution expenses primarily include compensation paid to our financial advisors, registered representatives, third-party distributors and wholesalers, net of amounts capitalized and amortized as part of DAC. The amounts capitalized and amortized are based on actual distribution costs. The majority of these costs, such as advisor and wholesaler compensation, vary directly with the level of sales. Distribution expenses also include marketing support and other distribution and administration related payments made to affiliated and unaffiliated distributors of products provided by our affiliates. The majority of these expenses vary with the level of sales, or assets held, by these distributors, and the remainder is fixed. Distribution expenses also include wholesaling costs.

Interest Credited to Fixed Accounts

Interest credited to fixed accounts represents amounts earned by contractholders and policyholders on fixed account values associated with UL and VUL insurance and annuity contracts. The changes in fair value of indexed annuity and IUL embedded derivatives and the derivatives hedging these products are included within interest credited to fixed accounts.

Benefits, Claims, Losses and Settlement Expenses

Benefits, claims, losses and settlement expenses consist of amounts paid and changes in liabilities held for anticipated future benefit payments under insurance policies and annuity contracts, along with costs to process and pay such amounts. Amounts are net of benefit payments recovered or expected to be recovered under reinsurance contracts. Benefits under variable annuity guarantees include the changes in fair value of GMWB and GMAB embedded derivatives and the derivatives hedging these benefits, as well as the changes in fair value of derivatives hedging GMDB provisions. Benefits, claims, losses and settlement expenses also include amortization of DSIC.

Amortization of DAC

Direct sales commissions and other costs capitalized as DAC are amortized over time. For annuity and UL contracts, DAC are amortized based on projections of estimated gross profits over amortization periods equal to the approximate life of the business. For other insurance products, DAC are generally amortized as a percentage of premiums over amortization periods equal to the premium-paying period.

Interest and Debt Expense

Interest and debt expense primarily includes interest on corporate debt and debt of CIEs, the impact of interest rate hedging activities and amortization of debt issuance costs.

General and Administrative Expense

General and administrative expense includes compensation, share-based awards and other benefits for employees (other than employees directly related to distribution, such as financial advisors), professional and consultant fees, information technology, facilities and equipment, advertising and promotion, legal and regulatory and corporate related expenses.

Assets Under Management and Administration

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

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

The following table presents detail regarding our AUM and AUA:

	December 31,		Change	
	2017	2016		
	(in billions)			
Assets Under Management and Administration				
Advice & Wealth Management AUM	\$ 246.7	\$ 199.7	\$ 47.0	24 %
Asset Management AUM	494.6	454.4	40.2	9
Corporate & Other AUM	—	0.3	(0.3)	NM
Eliminations	(27.0)	(24.8)	(2.2)	(9)
Total Assets Under Management	<u>714.3</u>	<u>629.6</u>	<u>84.7</u>	<u>13</u>
Total Assets Under Administration	<u>182.7</u>	<u>157.8</u>	<u>24.9</u>	<u>16</u>
Total AUM and AUA	<u>\$ 897.0</u>	<u>\$ 787.4</u>	<u>\$ 109.6</u>	<u>14 %</u>

NM Not Meaningful.

Total AUM increased \$84.7 billion, or 13%, to \$714.3 billion as of December 31, 2017 compared to \$629.6 billion as of December 31, 2016 primarily due to a \$47.0 billion increase in Advice & Wealth Management AUM driven by wrap account net inflows and market appreciation and a \$40.2 billion increase in Asset Management AUM driven by market appreciation and a positive impact of foreign currency translation, partially offset by net outflows and retail fund distributions. See our segment results of operations discussion below for additional information on changes in our AUM.

Consolidated Results of Operations

Year Ended December 31, 2017 Compared to Year Ended December 31, 2016

The following table presents our consolidated results of operations:

	Years Ended December 31,		Change	
	2017	2016		
	(in millions)			
Revenues				
Management and financial advice fees	\$ 6,392	\$ 5,778	\$ 614	11 %
Distribution fees	1,770	1,795	(25)	(1)
Net investment income	1,509	1,576	(67)	(4)
Premiums	1,394	1,491	(97)	(7)
Other revenues	1,010	1,095	(85)	(8)
Total revenues	12,075	11,735	340	3
Banking and deposit interest expense	48	39	9	23
Total net revenues	12,027	11,696	331	3
Expenses				
Distribution expenses	3,399	3,202	197	6
Interest credited to fixed accounts	656	623	33	5
Benefits, claims, losses and settlement expenses	2,233	2,646	(413)	(16)
Amortization of deferred acquisition costs	267	415	(148)	(36)
Interest and debt expense	207	241	(34)	(14)
General and administrative expense	3,051	2,977	74	2
Total expenses	9,813	10,104	(291)	(3)
Pretax income	2,214	1,592	622	39
Income tax provision	734	278	456	NM
Net income	\$ 1,480	\$ 1,314	\$ 166	13 %

NM Not Meaningful.

Overall

Pretax income increased \$622 million, or 39%, to \$2.2 billion for the year ended December 31, 2017 compared to \$1.6 billion for the prior year primarily reflecting the impact of unlocking, market appreciation, wrap account net inflows, a positive impact from higher short-term interest rates and a \$39 million increase in LTC reserves in the prior year primarily due to out-of-period corrections, partially offset by asset management net outflows, loss recognition of \$57 million on LTC insurance products in 2017, higher performance-based compensation and a \$51 million impairment of our investment in affordable housing partnerships from the enactment of the legislation commonly referred to as the Tax Cuts and Jobs Act ("Tax Act").

The following market-related impacts were also significant drivers of the year-over-year change in pretax income:

- The impact on DAC, DSIC and reserves for insurance features in non-traditional long-duration contracts from actual versus expected market performance based on our view of bond and equity performance was a benefit of \$83 million (\$36 million for DAC, \$8 million for DSIC and \$39 million for insurance features in non-traditional long duration contracts) for the year ended December 31, 2017 reflecting favorable equity market and bond fund returns compared to a benefit of \$18 million (\$6 million for DAC, \$2 million for DSIC and \$10 million for insurance features in non-traditional long duration contracts) for the prior year.
- Net realized investment gains (net of the related DSIC and DAC amortization, unearned revenue amortization and the reinsurance accrual) were \$44 million for the year ended December 31, 2017 compared to \$6 million for the prior year.
- The market impact on indexed universal life benefits (net of hedges and the related DAC amortization, unearned revenue amortization and the reinsurance accrual) was a benefit of \$4 million for the year ended December 31, 2017 compared to a benefit of \$36 million for the prior year.

The following table presents the total pretax impacts on our revenues and expenses attributable to unlocking for the years ended December 31:

Pretax Increase (Decrease)	2017	2016
	(in millions)	
Other revenues	\$ (47)	\$ 64
Total revenues	<u>(47)</u>	<u>64</u>
Distribution expenses	—	(27)
Benefits, claims, losses and settlement expenses	(139)	229
Amortization of DAC	(12)	81
Total expenses	<u>(151)</u>	<u>283</u>
Total ⁽¹⁾	<u>\$ 104</u>	<u>\$ (219)</u>

⁽¹⁾ Includes a \$5 million and \$16 million net benefit related to the market impact on variable annuity guaranteed benefits for the years ended December 31, 2017 and 2016, respectively.

The favorable unlocking impact in 2017 primarily reflected a positive impact from updates to market-related inputs to our living benefit valuation.

The unfavorable unlocking impact in 2016 primarily reflected low interest rates and higher persistency on living benefit contracts that more than offset benefits from persistency on annuity contracts without living benefits, an update to market-related inputs related to our living benefit valuation and other model updates. Our review of our LTC business in the third quarter of 2016 resulted in a loss recognition of \$31 million due to low interest rates, higher morbidity and higher reinsurance expenses, slightly offset by premium increases. The \$31 million, which is included in the unlocking impact, was comprised of \$58 million of amortization of DAC and the release of the related deferred reinsurance liability of \$27 million.

The following table presents the impact from the enactment of the Tax Act for the year ended December 31, 2017:

Increase (Decrease)	(in millions)
Net investment income ⁽¹⁾	\$ (51)
Pretax income	<u>(51)</u>
Income tax provision	
Remeasurement of deferred tax assets and liabilities	221
Foreign tax provisions	57
Remeasurement of tax contingencies	8
Total prior to tax effect of affordable housing partnership impairment	<u>286</u>
Tax effect of affordable housing partnership impairment	<u>(17)</u>
Total income tax provision	<u>269</u>
Net income	<u>\$ (320)</u>

⁽¹⁾ Includes the impairment of our investment in affordable housing partnerships due to the Tax Act's change in statutory tax rate to 21%.

Net Revenues

Net revenues increased \$331 million, or 3%, to \$12.0 billion for the year ended December 31, 2017 compared to \$11.7 billion for the prior year primarily due to market appreciation, wrap account net inflows, higher performance fees on property funds and hedge funds and higher brokerage cash spread due to an increase in short-term interest rates, partially offset by the impact of unlocking, a \$189 million decrease in revenues from the net impact of transitioning advisory accounts to share classes without 12b-1 fees, asset management net outflows, a decrease in net investment income and higher ceded premiums for our auto and home business.

Management and financial advice fees increased \$614 million, or 11%, to \$6.4 billion for the year ended December 31, 2017 compared to \$5.8 billion for the prior year primarily due to an increase in AUM, as well as a \$25 million increase in performance fees and higher fees on variable annuities driven by higher average separate account balances. Average AUM increased \$48.2 billion, or 8%, compared to the prior year primarily due to market appreciation and wrap account net inflows, partially offset by asset management net outflows. See our discussion on the changes in AUM in our segment results of operations section.

Distribution fees decreased \$25 million, or 1%, to \$1.8 billion for the year ended December 31, 2017 compared to the prior year primarily due to a \$223 million decrease related to our transition to share classes without 12b-1 fees in advisory accounts, partially offset by market appreciation and higher brokerage cash spread due to an increase in short-term interest rates.

Net investment income decreased \$67 million, or 4%, to \$1.5 billion for the year ended December 31, 2017 compared to \$1.6 billion for the prior year primarily due to a \$51 million impairment of our investment in affordable housing partnerships due to the enactment of the Tax Act, a \$49 million decrease in net investment income of CIEs primarily due to a CLO unwind in late 2016 and a \$19 million decrease in investment income on fixed maturities driven by low interest rates, partially offset by net realized investment gains of \$46 million for the year ended December 31, 2017 compared to \$6 million for the prior year.

Premiums decreased \$97 million, or 7%, to \$1.4 billion for the year ended December 31, 2017 compared to \$1.5 billion for the prior year primarily reflecting higher ceded premiums for our auto and home business due to new reinsurance arrangements we entered into at the beginning of the year to reduce risk.

Other revenues decreased \$85 million, or 8%, to \$1.0 billion for the year ended December 31, 2017 compared to \$1.1 billion for the prior year primarily due to the impact of unlocking and the unearned revenue amortization and the reinsurance accrual offset to the market impact on indexed universal life benefits, partially offset by higher fees from variable annuity guarantee sales in the prior year where the fees start on the first anniversary date and higher average fee rates on variable annuity riders. The unearned revenue amortization and reinsurance accrual offset to the market impact on indexed universal life benefits was a benefit of \$1 million for the year ended December 31, 2017 compared to a benefit of \$24 million for the prior year. Other revenues for the year ended December 31, 2017 included a \$47 million unfavorable impact from unlocking compared to a \$64 million favorable impact in the prior year. The primary driver of the unlocking impact to other revenues for the year ended December 31, 2017 was a negative impact from lower projected gains on reinsurance contracts resulting from favorable mortality experience. The primary driver of the unlocking impact to other revenues for the prior year was a positive impact from higher projected gains on reinsurance contracts resulting from unfavorable mortality experience.

Expenses

Total expenses decreased \$291 million, or 3%, to \$9.8 billion for the year ended December 31, 2017 compared to \$10.1 billion for the prior year primarily due to decreases in benefits, claims, losses and settlement expenses and amortization of DAC, partially offset by higher distribution expenses and general and administrative expense.

Distribution expenses increased \$197 million, or 6%, to \$3.4 billion for the year ended December 31, 2017 compared to \$3.2 billion for the prior year reflecting higher advisor compensation due to market appreciation and wrap account net inflows, investments in recruiting experienced advisors and a \$27 million benefit in the prior year related to the write-off of the deferred reinsurance liability in connection with loss recognition testing of LTC insurance products, partially offset by a \$147 million decrease from changes related to our transition to share classes without 12b-1 fees in advisory accounts and lower compensation due to asset management net outflows.

Interest credited to fixed accounts increased \$33 million, or 5%, to \$656 million for the year ended December 31, 2017 compared to \$623 million for the prior year primarily due to the market impact on indexed universal life benefits, net of hedges, which was a benefit of \$3 million for the year ended December 31, 2017 compared to a benefit of \$30 million for the prior year.

Benefits, claims, losses and settlement expenses decreased \$413 million, or 16%, to \$2.2 billion for the year ended December 31, 2017 compared to \$2.6 billion for the prior year primarily reflecting the following items:

- The year ended December 31, 2017 included a \$139 million benefit from unlocking compared to a \$229 million expense in the prior year. The unlocking impact for the year ended December 31, 2017 primarily reflected a benefit from updates to market-related inputs to our living benefit valuation. The unlocking impact for the prior year primarily reflected low interest rates and an unfavorable impact from persistency on living benefit reserves, partially offset by a benefit from updates to withdrawal utilization and fee assumptions, as well as market-related inputs related to our living benefit valuation.
- A \$39 million increase in LTC reserves in the prior year, which included a \$29 million out-of-period correction related to our claim utilization factor, a \$5 million out-of-period correction related to our waiver of premium claim reserve and a \$5 million impact from assumption changes for our active life reserve valuation as a result of loss recognition.
- The impact on DSIC and reserves for insurance features in non-traditional long-duration contracts from actual versus expected market performance based on our view of bond and equity performance was a benefit of \$47 million for the year ended December 31, 2017 reflecting favorable equity market and bond fund returns compared to a benefit of \$12 million for the prior year.
- A \$64 million decrease in auto and home expenses reflecting the impact of new reinsurance arrangements and a lower non-catastrophe loss ratio, partially offset by higher gross catastrophe losses. Catastrophe losses, net of the impact of reinsurance, were \$122 million for the year ended December 31, 2017 compared to \$104 million for the prior year. The expanded reinsurance program resulted in ceded losses of approximately \$104 million for the year ended December 31, 2017.
- A \$57 million expense from loss recognition on the closed block LTC insurance products for the year ended December 31, 2017 primarily due to unfavorable morbidity experience, partially offset by premium increases reflecting the cumulative impact of updating reserve assumptions to management's current best estimate assumptions.

- A \$31 million increase in expense related to higher reserve funding driven by the impact of higher fees from variable annuity guarantee sales in the prior year where the fees start on the first anniversary date.
- A \$21 million negative impact in 2017 from changes in assumptions in the prior year unlocking process that resulted in ongoing increases to living benefit reserves.

Amortization of DAC decreased \$148 million, or 36%, to \$267 million for the year ended December 31, 2017 compared to \$415 million for the prior year primarily reflecting the following items:

- The impact of unlocking was a benefit of \$12 million for the year ended December 31, 2017 compared to an expense of \$81 million for the prior year. The impact of unlocking for the year ended December 31, 2017 primarily reflected improved persistency and mortality on life insurance contracts and a \$10 million benefit from a correction related to a variable annuity model assumption, partially offset by updates to market-related inputs to the living benefit valuation. The impact of unlocking in the prior year primarily reflected low interest rates that more than offset benefits from persistency on annuity contracts without living benefits. In addition, we wrote-off \$58 million of DAC in connection with the loss recognition on LTC insurance products in the prior year.
- The impact on DAC from actual versus expected market performance based on our view of bond and equity performance was a benefit of \$36 million for the year ended December 31, 2017 reflecting favorable equity market and bond fund returns compared to a benefit of \$6 million for the prior year.
- The DAC offset to the market impact on indexed universal life benefits (net of hedges, unearned revenue amortization and the reinsurance accrual) was nil for the year ended December 31, 2017 compared to an expense of \$18 million for the prior year.

Interest and debt expense decreased \$34 million, or 14%, to \$207 million for the year ended December 31, 2017 compared to \$241 million for the prior year due to lower interest expense on CIE debt primarily due to a CLO unwind in late 2016.

General and administrative expense increased \$74 million, or 2%, to \$3.1 billion for the year ended December 31, 2017 compared to \$3.0 billion for the prior year primarily due to higher performance-based compensation and a \$13 million increase in compensation related to higher performance fees, partially offset by a \$23 million expense in the prior year from the resolution of a legacy legal matter related to the hedge fund business.

Income Taxes

Our effective tax rate was 33.1% for the year ended December 31, 2017 compared to 17.4% for the prior year. The increase in our effective tax rate for the year ended December 31, 2017 was primarily due to a \$286 million expense in 2017 due to provisions of the Tax Act, including remeasurement of net deferred tax assets, a deemed repatriation tax of our total post-1986 earnings and profits and remeasurement of tax contingencies, partially offset by a \$70 million benefit for net excess tax benefits related to the adoption of a new accounting standard for employee share-based payments.

Results of Operations by Segment

Year Ended December 31, 2017 Compared to Year Ended December 31, 2016

Operating earnings is the measure of segment profit or loss management uses to evaluate segment performance. Operating earnings should not be viewed as a substitute for GAAP pretax income. We believe the presentation of segment operating earnings as we measure it for management purposes enhances the understanding of our business by reflecting the underlying performance of our core operations and facilitating a more meaningful trend analysis. See Note 25 to the Consolidated Financial Statements for further information on the presentation of segment results and our definition of operating earnings.

Beginning in the first quarter of 2017, the long term care business, which had been reported as part of the Protection segment, is reflected in the Corporate & Other segment. We discontinued underwriting long term care insurance in 2002 and the transfer of this closed block to the Corporate & Other segment allows investors to better understand the performance of our on-going Protection businesses. Prior periods presented have been restated to reflect the change.

The following table presents summary financial information by segment:

	Years Ended December 31,	
	2017	2016
	(in millions)	
Advice & Wealth Management		
Net revenues	\$ 5,506	\$ 5,036
Expenses	4,343	4,125
Operating earnings	<u>\$ 1,163</u>	<u>\$ 911</u>
Asset Management		
Net revenues	\$ 3,077	\$ 2,964
Expenses	2,337	2,343
Operating earnings	<u>\$ 740</u>	<u>\$ 621</u>
Annuities		
Net revenues	\$ 2,499	\$ 2,463
Expenses	1,789	2,134
Operating earnings	<u>\$ 710</u>	<u>\$ 329</u>
Protection		
Net revenues	\$ 2,044	\$ 2,241
Expenses	1,828	1,978
Operating earnings	<u>\$ 216</u>	<u>\$ 263</u>
Corporate & Other		
Net revenues	\$ 173	\$ 237
Expenses	599	596
Operating loss	<u>\$ (426)</u>	<u>\$ (359)</u>

The following table presents the segment pretax operating impacts on our revenues and expenses attributable to unlocking:

Segment Pretax Operating Increase (Decrease)	Years Ended December 31,					
	2017			2016		
	Annuities	Protection	Corporate	Annuities	Protection	Corporate
	(in millions)					
Other revenues	\$ —	\$ (47)	\$ —	\$ —	\$ 64	\$ —
Total revenues	<u>—</u>	<u>(47)</u>	<u>—</u>	<u>—</u>	<u>64</u>	<u>—</u>
Distribution expenses	—	—	—	—	—	(27)
Benefits, claims, losses and settlement expenses	(119)	(14)	1	197	40	6
Amortization of DAC	(1)	(13)	—	18	7	58
Total expenses	<u>(120)</u>	<u>(27)</u>	<u>1</u>	<u>215</u>	<u>47</u>	<u>37</u>
Total	<u>\$ 120</u>	<u>\$ (20)</u>	<u>\$ (1)</u>	<u>\$ (215)</u>	<u>\$ 17</u>	<u>\$ (37)</u>

Advice & Wealth Management

The following table presents the changes in wrap account assets and average balances for the years ended December 31:

	2017	2016
	(in billions)	
Beginning balance	\$ 201.1	\$ 180.5
Inflows from acquisition ⁽¹⁾	0.7	—
Other net flows	18.8	10.2
Net flows	19.5	10.2
Market appreciation (depreciation) and other	27.6	10.4
Ending balance	<u>\$ 248.2</u>	<u>\$ 201.1</u>
Advisory wrap account assets ending balance ⁽²⁾	\$ 245.8	\$ 198.9
Average advisory wrap account assets ⁽³⁾	\$ 222.1	\$ 187.3

⁽¹⁾ Inflows associated with acquisition that closed during the period.

⁽²⁾ Advisory wrap account assets represent those assets for which clients receive advisory services and are the primary driver of revenue earned on wrap accounts. Clients may hold non-advisory investments in their wrap accounts that do not incur an advisory fee.

⁽³⁾ Average ending balances are calculated using an average of the prior period's ending balance and all months in the current period.

Wrap account assets increased \$47.1 billion, or 23%, during the year ended December 31, 2017 due to net inflows of \$19.5 billion and market appreciation and other of \$27.6 billion. Wrap net inflows increased \$9.3 billion, or 92%, compared to the prior year driven by client activity and a shift from commission-based business to fee-based advisory accounts. Average advisory wrap account assets increased \$34.8 billion, or 19%, compared to the prior year reflecting net inflows and market appreciation.

In July 2017, we completed our acquisition of Investment Professionals, Inc. ("IPI"), an independent broker-dealer based in San Antonio, Texas specializing in the on-site delivery of investment programs for financial institutions, including banks and credit unions. The acquisition added 215 financial advisors and \$8 billion in client assets (including \$0.7 billion in assets under management and \$7.3 billion in assets under administration).

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

	Years Ended December 31,			
	2017	2016		
	(in millions)			
Revenues				
Management and financial advice fees	\$ 3,148	\$ 2,707	\$ 441	16 %
Distribution fees	2,085	2,109	(24)	(1)
Net investment income	239	186	53	28
Other revenues	82	73	9	12
Total revenues	<u>5,554</u>	<u>5,075</u>	<u>479</u>	<u>9</u>
Banking and deposit interest expense	48	39	9	23
Total net revenues	<u>5,506</u>	<u>5,036</u>	<u>470</u>	<u>9</u>
Expenses				
Distribution expenses	3,245	3,072	173	6
Interest and debt expense	9	8	1	13
General and administrative expense	1,089	1,045	44	4
Total expenses	<u>4,343</u>	<u>4,125</u>	<u>218</u>	<u>5</u>
Operating earnings	<u>\$ 1,163</u>	<u>\$ 911</u>	<u>\$ 252</u>	<u>28 %</u>

Our Advice & Wealth Management segment pretax operating earnings, which exclude net realized investment gains or losses, increased \$252 million, or 28%, to \$1.2 billion for the year ended December 31, 2017 compared to \$911 million for the prior year reflecting wrap account net inflows, market appreciation and higher earnings on brokerage cash, partially offset by expenses associated with recruiting experienced advisors and higher performance-based compensation. Pretax operating margin was 21.1% for the year ended December 31, 2017 compared to 18.1% for the prior year.

Net Revenues

Net revenues exclude net realized investment gains or losses. Net revenues increased \$470 million, or 9%, to \$5.5 billion for the year ended December 31, 2017 compared to \$5.0 billion for the prior year primarily due to growth in wrap account assets, higher earnings

on brokerage cash and increased transactional activity, partially offset by a \$189 million decrease in revenues from the net impact of transitioning advisory accounts to share classes without 12b-1 fees. Operating net revenue per advisor increased to \$564,000 for the year ended December 31, 2017, up 9%, from \$518,000 for the prior year.

Management and financial fees increased \$441 million, or 16%, to \$3.1 billion for the year ended December 31, 2017 compared to \$2.7 billion for the prior year primarily due to growth in wrap account assets. Average advisory wrap account assets increased \$34.8 billion, or 19%, compared to the prior year reflecting net inflows and market appreciation.

Distribution fees decreased \$24 million, or 1%, to \$2.1 billion for the year ended December 31, 2017 compared to the prior year primarily due to a \$223 million decrease related to our transition to share classes without 12b-1 fees in advisory accounts, partially offset by market appreciation, increased transactional activity and higher brokerage cash spread due to an increase in short-term interest rates.

Net investment income increased \$53 million, or 28%, to \$239 million for the year ended December 31, 2017 compared to \$186 million for the prior year primarily due to higher investment yields and an increase in invested balances driven by certificate net inflows.

Expenses

Total expenses increased \$218 million, or 5%, to \$4.3 billion for the year ended December 31, 2017 compared to \$4.1 billion for the prior year primarily due to increases in distribution expenses and general and administrative expense.

Distribution expenses increased \$173 million, or 6%, to \$3.2 billion for the year ended December 31, 2017 compared to \$3.1 billion for the prior year reflecting higher advisor compensation due to market appreciation and wrap account net inflows, increased transactional activity and investments in recruiting experienced advisors, partially offset by a \$147 million decrease related to our transition to share classes without 12b-1 fees in advisory accounts.

General and administrative expense increased \$44 million, or 4%, to \$1.1 billion for the year ended December 31, 2017 compared to \$1.0 billion for the prior year primarily due to higher performance-based compensation, expenses related to the IPI acquisition and higher national conference expenses.

Asset Management

Fee waivers have been provided to the Columbia Money Market Funds (the "Funds") by Columbia Management and certain other subsidiaries performing services for the Funds for the purpose of reducing the expenses charged to a Fund in a given period to maintain or improve a Fund's net yield in that period. Our subsidiaries may enter into contractual arrangements with the Funds identifying the specific fees to be waived and/or expenses to be reimbursed, as well as the time period for which such waivers will apply. Voluntary fee waivers we provided to the Columbia Money Market Funds were not material for the years ended December 31, 2017, 2016 and 2015, respectively.

In November 2017, we completed our acquisition of Lionstone Partners, LLC ("Lionstone Investments"), a leading national real estate investment firm, specializing in investment strategies based upon proprietary analytics. The acquisition added \$5.4 billion in assets under management. In 2016, we completed our acquisition of Emerging Global Advisors, LLC ("EGA"), a registered investment adviser and provider of strategic beta portfolios based on emerging markets. The acquisition added \$1.0 billion in assets under management.

The following tables present the mutual fund performance of our retail *Columbia Threadneedle Investments* funds as of December 31:

Columbia

Mutual Fund Rankings in top 2 Lipper Quartiles

			2017	2016
Domestic Equity	Equal weighted	1 year	69%	56%
		3 year	75%	75%
		5 year	69%	71%
	Asset weighted	1 year	73%	41%
		3 year	83%	81%
		5 year	80%	75%
International Equity	Equal weighted	1 year	75%	20%
		3 year	60%	55%
		5 year	70%	70%
	Asset weighted	1 year	52%	12%
		3 year	47%	44%
		5 year	54%	47%

Taxable Fixed Income	Equal weighted	1 year	67%	72%
		3 year	83%	76%
		5 year	82%	76%
	Asset weighted	1 year	69%	75%
		3 year	89%	83%
		5 year	89%	86%
Tax Exempt Fixed Income	Equal weighted	1 year	79%	74%
		3 year	89%	89%
		5 year	100%	100%
	Asset weighted	1 year	76%	59%
		3 year	93%	86%
		5 year	100%	100%
Asset Allocation Funds	Equal weighted	1 year	62%	31%
		3 year	80%	100%
		5 year	78%	75%
	Asset weighted	1 year	51%	15%
		3 year	94%	100%
		5 year	94%	82%
Number of funds with 4 or 5 Morningstar star ratings	Overall	52	51	
	3 year	56	45	
	5 year	50	44	
Percent of funds with 4 or 5 Morningstar star ratings	Overall	51%	54%	
	3 year	55%	48%	
	5 year	51%	47%	
Percent of assets with 4 or 5 Morningstar star ratings	Overall	60%	64%	
	3 year	63%	64%	
	5 year	59%	53%	

Mutual fund performance rankings are based on the performance of Class Z fund shares for Columbia branded mutual funds. Only funds with Class Z shares are included.

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

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

Threadneedle

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

			2017	2016
Equity	Equal weighted	1 year	59%	26%
		3 year	64%	58%
		5 year	63%	72%
	Asset weighted	1 year	56%	40%
		3 year	60%	67%
		5 year	63%	67%
Fixed Income	Equal weighted	1 year	83%	70%
		3 year	82%	59%
		5 year	72%	65%
	Asset weighted	1 year	93%	68%
		3 year	95%	74%
		5 year	88%	69%
Allocation (Managed) Funds	Equal weighted	1 year	67%	67%
		3 year	78%	100%
		5 year	100%	83%
	Asset weighted	1 year	60%	70%
		3 year	97%	100%
		5 year	100%	92%

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

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

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

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

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

The following table presents managed assets by type:

	December 31,			Average ⁽¹⁾ December 31,			Change	
	2017	2016	Change	2017	2016	Change		
	(in billions)							
Equity	\$ 275.4	\$ 240.0	\$ 35.4	15 %	\$ 258.4	\$ 242.7	\$ 15.7	6 %
Fixed income	173.6	175.9	(2.3)	(1)	177.0	179.0	(2.0)	(1)
Money market	5.4	6.3	(0.9)	(14)	5.8	7.1	(1.3)	(18)
Alternative	5.6	7.4	(1.8)	(24)	6.8	7.5	(0.7)	(9)
Hybrid and other	34.6	24.8	9.8	40	27.5	24.5	3.0	12
Total managed assets	<u>\$ 494.6</u>	<u>\$ 454.4</u>	<u>\$ 40.2</u>	9 %	<u>\$ 475.5</u>	<u>\$ 460.8</u>	<u>\$ 14.7</u>	3 %

⁽¹⁾ Average ending balances are calculated using an average of the prior period's ending balance and all months in the current period.

The following tables present the changes in global managed assets:

	Years Ended December 31,	
	2017	2016
	(in billions)	
Global Retail Funds		
Beginning assets	\$ 259.9	\$ 263.9
Inflows	50.9	52.2
Inflows from acquisitions ⁽¹⁾	—	1.0
Outflows	(60.0)	(63.5)
Net VP/VIT fund flows	(3.3)	(2.0)
Net new flows	(12.4)	(12.3)
Reinvested dividends	9.8	8.1
Net flows	(2.6)	(4.2)
Distributions	(11.7)	(9.9)
Market appreciation and other	38.4	15.2
Foreign currency translation ⁽²⁾	3.8	(5.1)
Total ending assets	287.8	259.9
Global Institutional		
Beginning assets	194.5	208.0
Inflows	24.7	24.1
Inflows from acquisitions ⁽¹⁾	5.4	—
Outflows	(44.2)	(38.5)
Net flows	(14.1)	(14.4)
Market appreciation and other ⁽³⁾⁽⁴⁾	18.8	13.5
Foreign currency translation ⁽²⁾	7.6	(12.6)
Total ending assets	206.8	194.5
Total managed assets	\$ 494.6	\$ 454.4
Total net flows	\$ (16.7)	\$ (18.6)
Former Parent Company Related ⁽⁵⁾⁽⁶⁾		
Retail net new flows	\$ (3.0)	\$ (1.3)
Institutional net new flows	(12.2)	(8.9)
Total net new flows	\$ (15.2)	\$ (10.2)

⁽¹⁾ Inflows associated with acquisitions that closed during the period.

⁽²⁾ Amounts represent local currency to US dollar translation for reporting purposes.

⁽³⁾ Included in Market appreciation and other for Global Institutional in 2016 are \$(0.4) billion due to the transfer of assets from Separately Managed Accounts to Unified Managed Accounts.

⁽⁴⁾ Includes \$0.5 billion and \$1.7 billion for the total change in Affiliated General Account Assets during the years ended December 31, 2017 and 2016, respectively.

⁽⁵⁾ Former parent company related assets and net new flows are included in the rollforwards above.

⁽⁶⁾ Prior period former parent company related net new flows were restated to include additional Former Parent Company net new flows that were previously not considered. The change was a decrease of \$296 million for the year ended December 31, 2016.

In a referendum in June 2016, the United Kingdom (UK) voted to leave the European Union (EU), which caused volatility in capital and currency markets. Further, in March 2017 the UK invoked article 50 of the Treaty of Lisbon in serving its relevant notice to leave the European Union on March 30, 2019. The full impact of the British exit from the EU (commonly known as “Brexit”) remains uncertain. This uncertainty may have a negative impact on our UK and European net flows and foreign currency translation if the British Pound weakens.

Total segment AUM increased \$40.2 billion, or 9%, during the year ended December 31, 2017 driven by market appreciation and a positive impact of foreign currency translation, partially offset by net outflows and retail fund distributions. Total segment AUM net outflows were \$16.7 billion for the year ended December 31, 2017, which included \$15.2 billion of outflows of former parent-related assets.

Global retail net outflows of \$2.6 billion included \$3.3 billion of outflows of our variable product funds underlying insurance and annuity separate accounts and \$3.0 billion of outflows from former parent-related assets. In U.S. retail, net outflows of \$4.1 billion reflected industry pressures on active strategies and outflows from former parent-related assets, partially offset by \$9.7 billion of reinvested dividends. In Europe, Middle East and Africa (“EMEA”) retail, net inflows were \$1.5 billion.

Global institutional net outflows of \$14.1 billion included \$12.2 billion of outflows from former parent-related assets. Institutional outflows from former parent-related assets primarily included Zurich outflows of \$7.6 billion and U.S. Trust outflows of \$4.4 billion. Institutional outflows also included \$4.3 billion from three fixed-income mandates that had a weighted average fee rate of only four basis points. Flows also included \$5.4 billion of inflows from the Lionstone Investments acquisition.

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

	Years Ended December 31,		Change	
	2017	2016		
	(in millions)			
Revenues				
Management and financial advice fees	\$ 2,574	\$ 2,452	\$ 122	5 %
Distribution fees	458	487	(29)	(6)
Net investment income	28	14	14	NM
Other revenues	17	11	6	55
Total revenues	3,077	2,964	113	4
Banking and deposit interest expense	—	—	—	—
Total net revenues	3,077	2,964	113	4
Expenses				
Distribution expenses	1,000	1,019	(19)	(2)
Amortization of deferred acquisition costs	15	18	(3)	(17)
Interest and debt expense	22	21	1	5
General and administrative expense	1,300	1,285	15	1
Total expenses	2,337	2,343	(6)	—
Operating earnings	\$ 740	\$ 621	\$ 119	19 %

NM Not Meaningful.

Our Asset Management segment pretax operating earnings, which exclude net realized investment gains or losses, increased \$119 million, or 19%, to \$740 million for the year ended December 31, 2017 compared to \$621 million for the prior year primarily due to market appreciation, a \$12 million increase related to CLO unwinds, a \$12 million increase in performance fees on property funds and hedge funds (net of related compensation), a \$9 million expense in the prior year from the resolution of a legacy legal matter related to the hedge fund business and continued expense management, partially offset by the cumulative impact of net outflows and higher performance-based compensation.

Net Revenues

Net revenues, which exclude net realized investment gains or losses, increased \$113 million, or 4%, to \$3.1 billion for the year ended December 31, 2017 compared to \$3.0 billion for the prior year reflecting market appreciation, higher revenues from CLO unwinds and higher performance fees, partially offset by the cumulative impact of net outflows, foreign exchange translation and a decrease related to the transition of advisory accounts to share classes without 12b-1 fees. The Asset Management segment revenue related to 12b-1 fees is eliminated on a consolidated basis.

Management and financial advice fees increased \$122 million, or 5%, to \$2.6 billion for the year ended December 31, 2017 compared to \$2.5 billion for the prior year driven by market appreciation, an increase in incentive fees from CLO unwinds and a \$25 million increase in performance fees, partially offset by cumulative net outflows from former parent-related assets and higher fee yielding retail funds and an \$11 million negative foreign currency translation impact. Our average weighted equity index, which is a proxy for equity movements on AUM, increased 17% for the year ended December 31, 2017 compared to the prior year.

Distribution fees decreased \$29 million, or 6%, to \$458 million for the year ended December 31, 2017 compared to \$487 million for the prior year due to cumulative net outflows and a \$40 million decrease related to the transition of advisory accounts to share classes without 12b-1 fees, partially offset by market appreciation.

Expenses

Total expenses decreased \$6 million to \$2.3 billion for the year ended December 31, 2017 compared to the prior year primarily due to lower distribution expenses, partially offset by higher general and administrative expense.

Distribution expenses decreased \$19 million, or 2%, to \$1.0 billion for the year ended December 31, 2017 compared to the prior year due to lower compensation driven by cumulative net outflows and a \$40 million decrease related to the transition of advisory accounts to share classes without 12b-1 fees, partially offset by market appreciation. The Asset Management segment expense related to 12b-1 fees is eliminated on a consolidated basis.

General and administrative expense increased \$15 million, or 1%, to \$1.3 billion for the year ended December 31, 2017 compared to the prior year primarily due to a \$13 million increase in compensation related to higher performance fees and higher performance-based compensation, partially offset by a \$13 million benefit from the impact of foreign exchange, a \$9 million expense in the prior year from the resolution of a legacy legal matter related to the hedge fund business and continued expense management.

Annuities

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

	Years Ended December 31,		Change	
	2017	2016		
	(in millions)			
Revenues				
Management and financial advice fees	\$ 772	\$ 732	\$ 40	5 %
Distribution fees	364	349	15	4
Net investment income	697	760	(63)	(8)
Premiums	116	116	—	—
Other revenues	550	506	44	9
Total revenues	2,499	2,463	36	1
Banking and deposit interest expense	—	—	—	—
Total net revenues	2,499	2,463	36	1
Expenses				
Distribution expenses	428	423	5	1
Interest credited to fixed accounts	473	478	(5)	(1)
Benefits, claims, losses and settlement expenses	467	780	(313)	(40)
Amortization of deferred acquisition costs	181	209	(28)	(13)
Interest and debt expense	35	33	2	6
General and administrative expense	205	211	(6)	(3)
Total expenses	1,789	2,134	(345)	(16)%
Operating earnings	\$ 710	\$ 329	\$ 381	NM

NM Not Meaningful.

Our Annuities segment pretax operating income, which excludes net realized investment gains or losses (net of the related DSIC and DAC amortization), the market impact on variable annuity guaranteed benefits (net of hedges and the related DSIC and DAC amortization) and the market impact on fixed index annuity benefits (net of hedges and the related DAC amortization), increased \$381 million to \$710 million for the year ended December 31, 2017 compared to \$329 million for the prior year primarily due to the impact of unlocking, equity market appreciation and the impact on DAC, DSIC and reserves for insurance features in non-traditional long-duration contracts from actual versus expected market performance based on our view of bond and equity performance, partially offset by lower investment yields and a \$21 million negative impact in 2017 from changes in assumptions in the prior year unlocking process that resulted in ongoing increases to living benefit reserves.

RiverSource variable annuity account balances increased 7% to \$80.3 billion at December 31, 2017 compared to the prior year due to equity market appreciation, partially offset by net outflows of \$3.9 billion. Lapse rates were higher in the year, reflecting increased client asset transfers from variable annuities to affiliated fee-based investment advisory accounts.

RiverSource fixed deferred annuity account balances declined 7% to \$9.3 billion at December 31, 2017 compared to the prior year as older policies continue to lapse and new sales are limited due to low interest rates. Given the current interest rate environment, our current fixed deferred annuity book is expected to gradually run off and earnings on our fixed deferred annuity business will trend down.

The impact on DAC, DSIC and reserves for insurance features in non-traditional long-duration contracts from actual versus expected market performance based on our view of bond and equity performance was a benefit of \$81 million (\$34 million for DAC, \$8 million for DSIC and \$39 million for insurance features in non-traditional long duration contracts) for the year ended

December 31, 2017 reflecting favorable equity market and bond fund returns compared to a benefit of \$18 million (\$6 million for DAC, \$2 million for DSIC and \$10 million for insurance features in non-traditional long duration contracts) for the prior year.

Net Revenues

Net revenues, which exclude net realized investment gains or losses, increased \$36 million, or 1%, to \$2.5 billion for the year ended December 31, 2017 compared to the prior year due to equity market appreciation and an increase in variable annuity rider fees, partially offset by lower investment yields and net outflows in fixed and variable annuities.

Management and financial advice fees increased \$40 million, or 5%, to \$772 million for the year ended December 31, 2017 compared to \$732 million for the prior year due to higher fees on variable annuities driven by higher average separate account balances. Average variable annuity separate account balances increased \$3.3 billion, or 5%, from the prior year due to market appreciation, partially offset by net outflows.

Net investment income, which excludes net realized investment gains or losses, decreased \$63 million, or 8%, to \$697 million for the year ended December 31, 2017 compared to \$760 million for the prior year primarily reflecting a decrease of approximately \$45 million from lower earned interest rates and approximately \$18 million from lower invested assets due to fixed annuity net outflows.

Other revenues increased \$44 million, or 9%, to \$550 million for the year ended December 31, 2017 compared to \$506 million for the prior year due to higher fees from variable annuity guarantee sales in the prior year where the fees start on the first anniversary date and higher average fee rates on variable annuity riders.

Expenses

Total expenses, which exclude the market impact on variable annuity guaranteed benefits (net of hedges and the related DSIC and DAC amortization), the market impact on fixed index annuity benefits (net of hedges and the related DAC amortization) and the DAC and DSIC offset to net realized investment gains or losses, decreased \$345 million, or 16%, to \$1.8 billion for the year ended December 31, 2017 compared to \$2.1 billion for the prior year primarily due to the impact of unlocking.

Benefits, claims, losses and settlement expenses, which exclude the market impact on variable annuity guaranteed benefits (net of hedges and the related DSIC amortization) and the DSIC offset to net realized investment gains or losses, decreased \$313 million, or 40%, to \$467 million for the year ended December 31, 2017 compared to \$780 million for the prior year primarily reflecting the following items:

- The impact of unlocking was a \$119 million benefit for the year ended December 31, 2017 compared to a \$197 million expense for the prior year. The unlocking impact for the year ended December 31, 2017 primarily reflected a benefit from updates to market-related inputs to our living benefit valuation. The unlocking impact for the prior year primarily reflected low interest rates and an unfavorable impact from persistency on living benefit reserves, partially offset by a benefit from updates to withdrawal utilization and fee assumptions, as well as market-related inputs related to our living benefit valuation.
- The impact on DSIC and reserves for insurance features in non-traditional long-duration contracts from actual versus expected market performance based on our view of bond and equity performance was a benefit of \$47 million for the year ended December 31, 2017 reflecting favorable equity market and bond fund returns compared to a benefit of \$12 million for the prior year.
- A \$31 million increase in expense related to higher reserve funding driven by the impact of higher fees from variable annuity guarantee sales in the prior year where the fees start on the first anniversary date.
- A \$21 million negative impact in 2017 from changes in assumptions in the prior year unlocking process that resulted in ongoing increases to living benefit reserves.

Amortization of DAC, which excludes the DAC offset to the market impact on variable annuity guaranteed benefits and fixed index annuity benefits and the DAC offset to net realized investment gains or losses, decreased \$28 million, or 13%, to \$181 million for the year ended December 31, 2017 compared to \$209 million for the prior year primarily reflecting the following items:

- The impact of unlocking was a benefit of \$1 million for the year ended December 31, 2017 compared to an expense of \$18 million for the prior year. The impact of unlocking for the year ended December 31, 2017 primarily reflected a \$10 million benefit from a correction related to a variable annuity model assumption and slightly higher interest rates, largely offset by updates to market-related inputs to the living benefit valuation. The impact of unlocking in the prior year primarily reflected low interest rates that more than offset benefits from persistency on annuity contracts without living benefits.
- The impact on DAC from actual versus expected market performance based on our view of bond and equity performance was a benefit of \$34 million for the year ended December 31, 2017 reflecting favorable equity market and bond fund returns compared to a benefit of \$6 million for the prior year.

Protection

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

	Years Ended December 31,		Change	
	2017	2016		
	(in millions)			
Revenues				
Management and financial advice fees	\$ 48	\$ 51	\$ (3)	(6)%
Distribution fees	101	98	3	3
Net investment income	338	330	8	2
Premiums	1,204	1,286	(82)	(6)
Other revenues	353	476	(123)	(26)
Total revenues	2,044	2,241	(197)	(9)
Banking and deposit interest expense	—	—	—	—
Total net revenues	2,044	2,241	(197)	(9)
Expenses				
Distribution expenses	68	70	(2)	(3)
Interest credited to fixed accounts	186	175	11	6
Benefits, claims, losses and settlement expenses	1,209	1,325	(116)	(9)
Amortization of deferred acquisition costs	96	138	(42)	(30)
Interest and debt expense	25	25	—	—
General and administrative expense	244	245	(1)	—
Total expenses	1,828	1,978	(150)	(8)
Operating earnings	\$ 216	\$ 263	\$ (47)	(18)%

Our Protection segment pretax operating earnings, which excludes net realized investment gains or losses (net of the related DAC amortization, unearned revenue amortization and the reinsurance accrual) and the market impact on indexed universal life benefits (net of hedges and the related DAC amortization, unearned revenue amortization and the reinsurance accrual), decreased \$47 million, or 18%, to \$216 million for the year ended December 31, 2017 compared to \$263 million for the prior year primarily due to the impact of unlocking and the impact of the low interest rate environment on investment returns.

Net Revenues

Net revenues, which exclude net realized investment gains or losses (net of unearned revenue amortization and the reinsurance accrual) and the unearned revenue amortization and reinsurance accrual offset to the market impact on indexed universal life benefits, decreased \$197 million, or 9%, to \$2.0 billion for the year ended December 31, 2017 compared to \$2.2 billion for the prior year primarily due to the impact of unlocking and a decrease in premiums.

Net investment income, which excludes net realized investment gains or losses, increased \$8 million, or 2%, to \$338 million for the year ended December 31, 2017 compared to \$330 million for the prior year due to higher invested assets, partially offset by lower earned interest rates.

Premiums decreased \$82 million, or 6%, to \$1.2 billion for the year ended December 31, 2017 compared to \$1.3 billion for the prior year primarily reflecting higher ceded premiums for our auto and home business due to new reinsurance arrangements we entered into at the beginning of the year to reduce risk.

Other revenues, which exclude the unearned revenue amortization and reinsurance accrual offset to net realized investment gains or losses and the market impact on indexed universal life benefits, decreased \$123 million, or 26%, to \$353 million for the year ended December 31, 2017 compared to \$476 million for the prior year primarily due to the impact of unlocking. Other revenues for the year ended December 31, 2017 included a \$47 million unfavorable impact from unlocking compared to a \$64 million favorable impact in the prior year. The primary driver of the unlocking impact to other revenues for the year ended December 31, 2017 was a negative impact from lower projected gains on reinsurance contracts resulting from favorable mortality experience. The primary driver of the unlocking impact to other revenues for the prior year was a positive impact from higher projected gains on reinsurance contracts resulting from unfavorable mortality experience.

Expenses

Total expenses, which exclude the market impact on indexed universal life benefits (net of hedges and the related DAC amortization) and the DAC offset to net realized investment gains or losses, decreased \$150 million, or 8%, to \$1.8 billion for the year ended December 31, 2017 compared to \$2.0 billion for the prior year primarily due to the impact of unlocking and a decrease in auto and

home expenses, partially offset by higher interest credited to fixed accounts.

Interest credited to fixed accounts increased \$11 million, or 6%, to \$186 million for the year ended December 31, 2017 compared to \$175 million for the prior year primarily driven by higher fixed account values associated with UL and VUL insurance.

Benefits, claims, losses and settlement expenses decreased \$116 million, or 9%, to \$1.2 billion for the year ended December 31, 2017 compared to \$1.3 billion for the prior year due to the impact of unlocking and a \$64 million decrease in auto and home expenses reflecting the impact of new reinsurance arrangements and a lower non-catastrophe loss ratio, partially offset by higher gross catastrophe losses. The unlocking impact for the year ended December 31, 2017 was a \$14 million benefit and primarily reflected favorable mortality experience on life insurance contracts. The unlocking impact for the prior year was a \$40 million expense and primarily reflected low interest rates and unfavorable mortality experience. Catastrophe losses, net of the impact of reinsurance, were \$122 million for the year ended December 31, 2017 compared to \$104 million for the prior year. The expanded reinsurance program resulted in ceded losses of approximately \$104 million for the year ended December 31, 2017.

Amortization of DAC decreased \$42 million, or 30%, to \$96 million for the year ended December 31, 2017 compared to \$138 million for the prior year primarily reflecting the impact of unlocking, as well as benefits generated from ceding commission earned on our auto and home reinsurance program. The unlocking impact for the year ended December 31, 2017 was a benefit of \$13 million and primarily reflected improved persistency and mortality on life insurance contracts. The unlocking impact for the prior year was an expense of \$7 million.

Corporate & Other

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

	Years Ended December 31,		Change	
	2017	2016		
	(in millions)			
Revenues				
Net investment income	\$ 60	\$ 123	\$ (63)	(51)%
Premiums	109	110	(1)	(1)
Other revenues	7	5	2	40
Total revenues	176	238	(62)	(26)
Banking and deposit interest expense	3	1	2	NM
Total net revenues	173	237	(64)	(27)
Expenses				
Distribution expenses	(11)	(42)	31	74
Benefits, claims, losses and settlement expenses	313	294	19	6
Amortization of deferred acquisition costs	—	63	(63)	NM
Interest and debt expense	27	27	—	—
General and administrative expense	270	254	16	6
Total expenses	599	596	3	1
Operating loss	\$ (426)	\$ (359)	\$ (67)	(19)%

NM Not Meaningful.

Our Corporate & Other segment pretax operating loss excludes net realized investment gains or losses, the market impact of hedges to offset interest rate changes on unrealized gains or losses for certain investments, integration and restructuring charges, and the impact of consolidating CIEs. Our Corporate & Other segment pretax operating loss increased \$67 million, or 19%, to \$426 million for the year ended December 31, 2017 compared to \$359 million for the prior year primarily reflecting a decrease in net investment income, an increase in general and administrative expense and loss recognition of \$57 million on LTC insurance products in 2017, partially offset by loss recognition of \$31 million on LTC insurance products in the prior year and a \$29 million increase in LTC reserves in the prior year from a correction related to our claim utilization factor.

Net investment income decreased \$63 million, or 51%, to \$60 million for the year ended December 31, 2017 compared to \$123 million for the prior year primarily due to a \$51 million impairment of our investment in affordable housing partnerships due to the enactment of the Tax Act and the impact of interest allocation between subsidiaries.

Distribution expenses increased \$31 million due to a \$27 million benefit in the prior year related to the write-off of the deferred reinsurance liability in connection with loss recognition on LTC insurance products.

Benefits, claims, losses and settlement expenses increased \$19 million, or 6%, to \$313 million for the year ended December 31, 2017 compared to \$294 million for the prior year. This is primarily due to a \$57 million expense in 2017 from loss recognition and the

related cumulative impact of updating future policyholder benefit assumptions to reflect management's current best estimate on LTC insurance products. The LTC loss recognition in 2017 was primarily due to unfavorable morbidity experience, partially offset by premium increases. The LTC reserves in 2016 increased by \$39 million primarily due to a \$29 million out-of-period correction related to our claim utilization factor for 2015 and prior years, a \$5 million out-of-period correction related to our waiver of premium claim reserve from 2015 and prior years, and a \$5 million impact from assumption changes for our active life reserve valuation.

Amortization of DAC decreased \$63 million compared to the prior year reflecting the write-off of DAC in the third quarter of 2016 in connection with the loss recognition on LTC insurance products.

General and administrative expense increased \$16 million, or 6%, to \$270 million for the year ended December 31, 2017 compared to \$254 million for the prior year primarily due to higher performance-based compensation and a \$9 million expense related to the renegotiation of a vendor arrangement, partially offset by a \$14 million expense in the prior year from the resolution of a legacy legal matter related to the hedge fund business.

Consolidated Results of Operations

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

The following table presents our consolidated results of operations:

	Years Ended December 31,		Change	
	2016	2015		
	(in millions)			
Revenues				
Management and financial advice fees	\$ 5,778	\$ 5,950	\$ (172)	(3)%
Distribution fees	1,795	1,847	(52)	(3)
Net investment income	1,576	1,688	(112)	(7)
Premiums	1,491	1,455	36	2
Other revenues	1,095	1,260	(165)	(13)
Total revenues	11,735	12,200	(465)	(4)
Banking and deposit interest expense	39	30	9	30
Total net revenues	11,696	12,170	(474)	(4)
Expenses				
Distribution expenses	3,202	3,276	(74)	(2)
Interest credited to fixed accounts	623	668	(45)	(7)
Benefits, claims, losses and settlement expenses	2,646	2,261	385	17
Amortization of deferred acquisition costs	415	354	61	17
Interest and debt expense	241	387	(146)	(38)
General and administrative expense	2,977	3,082	(105)	(3)
Total expenses	10,104	10,028	76	1
Pretax income	1,592	2,142	(550)	(26)
Income tax provision	278	455	(177)	(39)
Net income	1,314	1,687	(373)	(22)
Less: Net income attributable to noncontrolling interests	—	125	(125)	NM
Net income attributable to Ameriprise Financial	\$ 1,314	\$ 1,562	\$ (248)	(16)%

NM Not Meaningful.

Overall

Pretax income decreased \$550 million, or 26%, to \$1.6 billion for the year ended December 31, 2016 compared to \$2.1 billion for the prior year primarily due to the impact of unlocking, asset management net outflows and a \$127 million decrease in net income (loss) from CIEs, partially offset by the market impact on indexed universal life benefits (net of hedges and the related DAC amortization, unearned revenue amortization and the reinsurance accrual), a \$24 million favorable change in the market impact of hedges on investments, and the impact on DAC, DSIC and reserves for insurance features in non-traditional long-duration contracts from actual versus expected market performance based on our view of bond and equity performance.

Net income (loss) from CIEs for the year ended December 31, 2016 was a loss of \$2 million compared to income of \$125 million for the prior year primarily reflecting the deconsolidation of CIEs effective January 1, 2016. Results for the year ended December

31, 2016 included \$46 million of management fees we earned for services provided to deconsolidated CIEs. These fees were eliminated on a consolidated basis in the prior year. The market impact on indexed universal life benefits (net of hedges and the related DAC amortization, unearned revenue amortization and the reinsurance accrual) was a benefit of \$36 million for the year ended December 31, 2016 compared to an expense of \$1 million for the prior year.

The impact on DAC, DSIC and reserves for insurance features in non-traditional long-duration contracts from actual versus expected market performance based on our view of bond and equity performance was a benefit of \$18 million (\$6 million for DAC, \$2 million for DSIC and \$10 million for insurance features in non-traditional long duration contracts) for the year ended December 31, 2016 reflecting favorable bond fund returns compared to a net expense of \$12 million (\$15 million for DAC, \$4 million for DSIC and a \$7 million benefit for insurance features in non-traditional long duration contracts) for the prior year reflecting unfavorable equity market and bond fund returns.

The following table presents the total pretax impacts on our revenues and expenses attributable to unlocking for the years ended December 31:

Pretax Increase (Decrease)	2016	2015
	(in millions)	
Premiums	\$ —	\$ (3)
Other revenues	64	8
Total revenues	<u>64</u>	<u>5</u>
Distribution expenses	(27)	—
Benefits, claims, losses and settlement expenses	229	(58)
Amortization of DAC	81	15
Total expenses	<u>283</u>	<u>(43)</u>
Total ⁽¹⁾	<u>\$ (219)</u>	<u>\$ 48</u>

⁽¹⁾ Includes a \$16 million and \$6 million net benefit related to the market impact on variable annuity guaranteed benefits and indexed universal life benefits for the years ended December 31, 2016 and 2015, respectively.

Net Revenues

Net revenues decreased \$474 million, or 4%, to \$11.7 billion for the year ended December 31, 2016 compared to \$12.2 billion for the prior year due to decreases in management and financial advice fees, distribution fees, net investment income and other revenues. Net revenues for the year ended December 31, 2016 included \$128 million of CIE revenues compared to \$446 million for the prior year primarily reflecting the CIE deconsolidation.

Management and financial advice fees decreased \$172 million, or 3%, to \$5.8 billion for the year ended December 31, 2016 compared to \$6.0 billion for the prior year primarily due to lower asset-based fees driven by a decrease in average AUM and a \$44 million decrease in performance fees. Average AUM decreased \$28.3 billion, or 4%, compared to the prior year due to asset management net outflows and the negative impact of foreign currency translation, partially offset by wrap account net inflows. See our discussion on the changes in AUM in our segment results of operations section. Management and financial advice fees for the year ended December 31, 2016 included \$46 million of fees we earned for services provided to CLOs and property funds that were deconsolidated effective January 1, 2016. These fees were eliminated on a consolidated basis in the prior year.

Distribution fees decreased \$52 million, or 3%, to \$1.8 billion for the year ended December 31, 2016 compared to the prior year primarily due to lower transactional volume, partially offset by higher brokerage cash spread due to an increase in short-term interest rates.

Net investment income decreased \$112 million, or 7%, to \$1.6 billion for the year ended December 31, 2016 compared to \$1.7 billion for the prior year primarily due to a \$76 million decrease in CIE net investment income, a \$35 million decrease in investment income on fixed maturities driven by low interest rates and a \$26 million increase in losses related to investments in affordable housing partnerships, partially offset by a \$24 million favorable change in the market impact of hedges on investments. Net investment income for the year ended December 31, 2016 included \$155 million of CIE net investment income compared to \$231 million for the prior year primarily reflecting the CIE deconsolidation.

Other revenues decreased \$165 million, or 13%, to \$1.1 billion for the year ended December 31, 2016 compared to \$1.3 billion for the prior year due to a \$290 million decrease in CIE other revenues reflecting the CIE deconsolidation, partially offset by the impact of unlocking, the unearned revenue amortization and the reinsurance accrual offset to the market impact on indexed universal life benefits and higher fees from variable annuity guarantee sales in the prior year where the fees start on the first anniversary date and higher average fee rates on variable annuity guarantees. The unearned revenue amortization and the reinsurance accrual offset to the market impact on indexed universal life benefits was a positive \$24 million for the year ended December 31, 2016 compared to a positive \$7 million for the prior year. Other revenues for the year ended December 31, 2016 included a \$64 million favorable impact

from unlocking compared to an \$8 million favorable impact in the prior year. The primary driver of the unlocking impact to other revenues for the year ended December 31, 2016 was a positive impact from higher projected gains on reinsurance contracts resulting from unfavorable mortality experience. The primary driver of the unlocking impact to other revenues for the prior year was a positive impact from model updates related to our indexed universal life product, partially offset by a negative impact from lower projected gains on reinsurance contracts resulting from favorable mortality experience.

Expenses

Total expenses increased \$76 million, or 1%, to \$10.1 billion for the year ended December 31, 2016 compared to \$10.0 billion for the prior year primarily due to the impact of unlocking, partially offset by lower distribution expenses and the CIE deconsolidation. Expenses for the year ended December 31, 2016 included \$130 million of CIE expenses compared to \$321 million for the prior year primarily reflecting the CIE deconsolidation.

Distribution expenses decreased \$74 million, or 2%, to \$3.2 billion for the year ended December 31, 2016 compared to \$3.3 billion for the prior year driven by lower advisor compensation due to lower transactional volume, as well as a \$27 million benefit related to the release of the deferred reinsurance liability in connection with loss recognition testing of LTC insurance products in the third quarter of 2016.

Interest credited to fixed accounts decreased \$45 million, or 7%, to \$623 million for the year ended December 31, 2016 compared to \$668 million for the prior year primarily due to lower average fixed annuity account balances and the market impact on indexed universal life benefits, net of hedges, partially offset by higher average variable annuities fixed sub-account balances. The market impact on indexed universal life benefits, net of hedges was a benefit of \$30 million for the year ended December 31, 2016 compared to an expense of \$4 million for the prior year. Average fixed annuity account balances decreased \$976 million, or 9%, to \$10.3 billion for the year ended December 31, 2016 compared to the prior year as older policies continue to lapse and new sales are limited due to low interest rates. Average variable annuities fixed sub-account balances increased \$179 million, or 4%, to \$5.1 billion for the year ended December 31, 2016 compared to the prior year.

Benefits, claims, losses and settlement expenses increased \$385 million, or 17%, to \$2.6 billion for the year ended December 31, 2016 compared to \$2.3 billion for the prior year primarily reflecting the following items:

- The year ended December 31, 2016 included a \$229 million expense from unlocking compared to a \$58 million benefit in the prior year. The unlocking impact for the year ended December 31, 2016 primarily reflected continued low interest rates and an unfavorable impact from persistency on living benefit reserves, partially offset by a benefit from updates to withdrawal utilization and fee assumptions, as well as market-related inputs related to our living benefit valuation. The unlocking impact for the prior year primarily reflected an update to market-related inputs related to our living benefit valuation and a benefit from model changes that more than offset the difference between our previously assumed interest rates versus the low interest rate environment.
- A \$39 million increase in LTC reserves in 2016, which included a \$29 million out-of-period correction related to our claim utilization factor, a \$5 million out-of-period correction related to our waiver of premium claim reserve and a \$5 million impact from assumption changes for our active life reserve valuation as a result of loss recognition.
- A \$28 million favorable impact in the prior year from updating future experience assumptions related to life rider benefits.
- A \$24 million increase in expense related to higher reserve funding driven by the impact of higher fees from variable annuity guarantee sales in the prior year where the fees start on the first anniversary date.
- A \$40 million decrease in benefits, claims, losses and settlement expenses related to our auto and home business due to improved current year loss performance and a \$20 million decrease in reserves in 2016 due to favorable prior year reserve development compared to a \$57 million increase in reserves in 2015 due to unfavorable prior year reserve development, partially offset by an increase in catastrophe losses compared to the prior year and a \$26 million increase in additional losses. Catastrophe losses were \$104 million for the year ended December 31, 2016 compared to \$72 million for the prior year.

Amortization of DAC increased \$61 million, or 17%, to \$415 million for the year ended December 31, 2016 compared to \$354 million for the prior year primarily reflecting the following items:

- The impact of unlocking was an expense of \$81 million for the year ended December 31, 2016 compared to an expense of \$15 million for the prior year. The unlocking impact for the year ended December 31, 2016 primarily reflected continued low interest rates that more than offset benefits from persistency on annuity contracts without living benefits. In connection with the loss recognition on LTC insurance products in the third quarter of 2016, we impaired \$58 million of DAC due to continued low interest rates, higher morbidity and higher reinsurance expenses, slightly offset by premium increases.
- The DAC offset to the market impact on indexed universal life benefits (net of hedges, unearned revenue amortization and the reinsurance accrual) was an expense of \$18 million for the year ended December 31, 2016 compared to an expense of \$4 million for the prior year.
- The impact on DAC from actual versus expected market performance based on our view of bond and equity performance was a benefit of \$6 million for the year ended December 31, 2016 compared to an expense of \$15 million for the prior year reflecting favorable bond fund returns in 2016 compared to unfavorable equity market and bond fund returns in the prior year.

Interest and debt expense decreased \$146 million, or 38%, to \$241 million for the year ended December 31, 2016 compared to \$387 million for the prior year primarily due to a \$135 million decrease in CIE interest and debt expense reflecting the CIE deconsolidation.

General and administrative expenses decreased \$105 million, or 3%, to \$3.0 billion for the year ended December 31, 2016 compared to \$3.1 billion for the prior year primarily due to a \$56 million decrease in CIE expenses reflecting the CIE deconsolidation, a \$10 million decrease in compensation related to lower performance fees, a benefit from the impact of foreign exchange, lower performance-based compensation, lower investment spending and a decrease in expenses related to technology, service delivery and advertising, partially offset by \$30 million of incremental expense related to the planning and implementation of the new Department of Labor fiduciary standard, an increase in staff and investments in our auto and home business and \$23 million of expense in the second quarter of 2016 from the resolution of a legacy legal matter related to the hedge fund business.

Income Taxes

Our effective tax rate was 17.4% for the year ended December 31, 2016 compared to 21.3% for the prior year. The effective tax rate for the year ended December 31, 2016 was lower than the statutory rate as a result of tax preferred items including the dividends received deduction, low income housing tax credits, lower taxes on net income from foreign subsidiaries and a \$27 million benefit related to final resolution on the 1997 through 2005 Internal Revenue Service ("IRS") audit. The decrease in the effective tax rate for the year ended December 31, 2016 compared to the prior year was primarily due to lower pretax income in relation to tax preferred items.

Results of Operations by Segment

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

The following table presents summary financial information by segment:

	Years Ended December 31,	
	2016	2015
	<i>(in millions)</i>	
Advice & Wealth Management		
Net revenues	\$ 5,036	\$ 5,013
Expenses	4,125	4,154
Operating earnings	<u>\$ 911</u>	<u>\$ 859</u>
Asset Management		
Net revenues	\$ 2,964	\$ 3,254
Expenses	2,343	2,493
Operating earnings	<u>\$ 621</u>	<u>\$ 761</u>
Annuities		
Net revenues	\$ 2,463	\$ 2,541
Expenses	2,134	1,891
Operating earnings	<u>\$ 329</u>	<u>\$ 650</u>
Protection		
Net revenues	\$ 2,241	\$ 2,131
Expenses	1,978	1,933
Operating earnings	<u>\$ 263</u>	<u>\$ 198</u>
Corporate & Other		
Net revenues	\$ 237	\$ 256
Expenses	596	470
Operating loss	<u>\$ (359)</u>	<u>\$ (214)</u>

The following table presents the segment pretax operating impacts on our revenues and expenses attributable to unlocking:

Segment Pretax Operating Increase (Decrease)	Years Ended December 31,					
	2016			2015		
	Annuities	Protection	Corporate	Annuities	Protection	Corporate
	(in millions)					
Premiums	\$ —	\$ —	\$ —	\$ —	\$ (3)	\$ —
Other revenues	—	64	—	—	(5)	—
Total revenues	—	64	—	—	(8)	—
Distribution expenses	—	—	(27)	—	—	—
Benefits, claims, losses and settlement expenses	197	40	6	(61)	6	—
Amortization of DAC	18	7	58	(5)	10	—
Total expenses	215	47	37	(66)	16	—
Total	\$ (215)	\$ 17	\$ (37)	\$ 66	\$ (24)	\$ —

Advice & Wealth Management

The following table presents the changes in wrap account assets and average balances for the years ended December 31:

	2016		2015	
	(in billions)			
Beginning balance	\$ 180.5	\$ 174.7		
Net flows	10.2	11.1		
Market appreciation (depreciation) and other	10.4	(5.3)		
Ending balance	\$ 201.1	\$ 180.5		
Advisory wrap account assets ending balance ⁽¹⁾	\$ 198.9	\$ 178.9		
Average advisory wrap account assets ⁽²⁾	\$ 187.3	\$ 178.5		

⁽¹⁾ Advisory wrap account assets represent those assets for which clients receive advisory services and are the primary driver of revenue earned on wrap accounts. Clients may hold non-advisory investments in their wrap accounts that do not incur an advisory fee.

⁽²⁾ Average ending balances are calculated using an average of the prior period's ending balance and all months in the current period.

Wrap account assets increased \$20.6 billion, or 11%, during the year ended December 31, 2016 due to net inflows of \$10.2 billion and market appreciation and other of \$10.4 billion. Average advisory wrap account assets increased \$8.8 billion, or 5%, compared to the prior year primarily due to net inflows.

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

	Years Ended December 31,		Change	
	2016	2015		
	(in millions)			
Revenues				
Management and financial advice fees	\$ 2,707	\$ 2,629	\$ 78	3 %
Distribution fees	2,109	2,195	(86)	(4)
Net investment income	186	146	40	27
Other revenues	73	73	—	—
Total revenues	5,075	5,043	32	1
Banking and deposit interest expense	39	30	9	30
Total net revenues	5,036	5,013	23	—
Expenses				
Distribution expenses	3,072	3,081	(9)	—
Interest and debt expense	8	8	—	—
General and administrative expense	1,045	1,065	(20)	(2)
Total expenses	4,125	4,154	(29)	(1)
Operating earnings	\$ 911	\$ 859	\$ 52	6 %

Our Advice & Wealth Management segment pretax operating earnings, which exclude net realized investment gains or losses, increased \$52 million, or 6%, to \$911 million for the year ended December 31, 2016 compared to \$859 million for the prior year reflecting growth in wrap account assets and higher earnings on brokerage cash and short-term investments, partially offset by lower transactional volume. Pretax operating margin was 18.1% for the year ended December 31, 2016 compared to 17.1% for the prior year.

Net Revenues

Net revenues exclude net realized investment gains or losses. Net revenues increased \$23 million to \$5.0 billion for the year ended December 31, 2016 compared to the prior year due to higher management and financial advice fees and net investment income, partially offset by lower distribution fees. Operating net revenue per branded advisor increased to \$518,000 for the year ended December 31, 2016, up 1%, from \$514,000 for the prior year reflecting asset growth, offset by lower transactional volume.

Management and financial advice fees increased \$78 million, or 3%, to \$2.7 billion for the year ended December 31, 2016 compared to \$2.6 billion for the prior year due to growth in wrap account assets. Average advisory wrap account assets increased \$8.8 billion, or 5%, compared to the prior year primarily due to net inflows.

Distribution fees decreased \$86 million, or 4%, to \$2.1 billion for the year ended December 31, 2016 compared to \$2.2 billion for the prior year primarily due to lower transactional volume, partially offset by higher brokerage cash spread due to an increase in short-term interest rates.

Net investment income increased \$40 million, or 27%, to \$186 million for the year ended December 31, 2016 compared to \$146 million for the prior year primarily due to an increase in invested balances driven by certificate net inflows and higher investment yields.

Expenses

Total expenses decreased \$29 million, or 1%, to \$4.1 billion for the year ended December 31, 2016 compared to \$4.2 billion for the prior year due to a \$9 million decrease in distribution expenses from lower advisor compensation and a \$20 million decrease in general and administrative expense primarily due to lower expenses related to technology, service delivery and advertising.

Asset Management

The following table presents managed assets by type:

	December 31,			Average ⁽¹⁾ December 31,				
	2016	2015	Change	2016	2015	Change		
	(in billions)							
Equity	\$ 240.0	\$ 255.5	\$ (15.5)	(6)%	\$ 242.7	\$ 271.5	\$ (28.8)	(11)%
Fixed income	175.9	176.6	(0.7)	—	179.0	188.1	(9.1)	(5)
Money market	6.3	7.5	(1.2)	(16)	7.1	6.8	0.3	4
Alternative	7.4	8.2	(0.8)	(10)	7.5	7.9	(0.4)	(5)
Hybrid and other	24.8	24.1	0.7	3	24.5	22.2	2.3	10
Total managed assets	<u>\$ 454.4</u>	<u>\$ 471.9</u>	<u>\$ (17.5)</u>	<u>(4)%</u>	<u>\$ 460.8</u>	<u>\$ 496.5</u>	<u>\$ (35.7)</u>	<u>(7)%</u>

⁽¹⁾ Average ending balances are calculated using an average of the prior period's ending balance and all months in the current period.

The following tables present the changes in global managed assets:

	Years Ended December 31,	
	2016	2015
	(in billions)	
Global Retail Funds		
Beginning assets	\$ 263.9	\$ 281.5
Inflows	52.2	54.2
Acquisition related inflows ⁽¹⁾	1.0	—
Outflows	(63.5)	(67.4)
Net VP/VIT fund flows	(2.0)	(0.7)
Net new flows	(12.3)	(13.9)
Reinvested dividends	8.1	13.4
Net flows	(4.2)	(0.5)
Distributions	(9.9)	(16.4)
Market appreciation and other ⁽²⁾⁽⁴⁾	15.2	1.3
Foreign currency translation ⁽³⁾⁽⁴⁾	(5.1)	(2.0)
Total ending assets	<u>259.9</u>	<u>263.9</u>
Global Institutional		
Beginning assets	208.0	224.1
Inflows	24.1	27.3
Outflows	(38.5)	(42.6)
Net flows	(14.4)	(15.3)
Market appreciation and other ⁽⁴⁾⁽⁵⁾⁽⁶⁾	13.5	3.7
Foreign currency translation ⁽³⁾⁽⁴⁾	(12.6)	(4.5)
Total ending assets	<u>194.5</u>	<u>208.0</u>
Total managed assets	<u>\$ 454.4</u>	<u>\$ 471.9</u>
Total net flows	<u>\$ (18.6)</u>	<u>\$ (15.8)</u>
Former Parent Company Related ⁽⁷⁾⁽⁸⁾		
Retail net new flows	\$ (1.3)	\$ (2.3)
Institutional net new flows	(8.9)	(12.7)
Total net new flows	<u>\$ (10.2)</u>	<u>\$ (15.0)</u>

⁽¹⁾ Inflows associated with acquisitions that closed during the period.

(2) Included in Market appreciation and other for retail funds in 2015 are \$(0.5) billion related to the sale of the Multi-Manager business.

(3) Amounts represent local currency to US dollar translation for reporting purposes.

(4) Prior to the third quarter of 2016, the Foreign currency translation line represented British Pound to US dollar conversion, while the impact of translating assets from a local currency to British Pounds was included in Market appreciation (depreciation) and other. Beginning with the third quarter of 2016, the impact of translating assets from a local currency to British Pounds has been reclassified to the Foreign currency translation line. All prior periods have been restated.

(5) Included in Market appreciation and other for Global Institutional in 2016 and 2015 are \$(0.4) billion and \$(0.1) billion, respectively, due to the transfer of assets from Separately Managed Accounts to Unified Managed Accounts.

(6) Includes \$1.7 billion and \$(1.6) billion for the total change in Affiliated General Account Assets during the years ended December 31, 2016 and 2015, respectively.

(7) Former parent company related assets and net new flows are included in the rollforwards above.

(8) Prior period former parent company related net new flows were restated to include additional Former Parent Company net new flows that were previously not considered. The change was a decrease of \$296 million and \$215 million for the years ended December 31, 2016 and 2015, respectively.

Total segment AUM decreased \$17.5 billion, or 4%, during the year ended December 31, 2016 driven by net outflows, a negative impact of foreign currency translation and retail fund distributions, partially offset by market appreciation and other. Total segment AUM net outflows were \$18.6 billion for the year ended December 31, 2016, which included \$10.2 billion of outflows of former parent-related assets.

Global retail funds decreased \$4.0 billion, or 2%, during the year ended December 31, 2016 due to net outflows, distributions and a negative impact of foreign currency translation, partially offset by market appreciation and other. Global retail net outflows of \$4.2 billion during the year ended December 31, 2016 included \$2.5 billion of outflows from the Columbia *Acorn*[®] Fund, \$1.3 billion of outflows from former parent-related assets, \$2.0 billion of outflows of our variable product funds underlying insurance and annuity separate accounts and UK and European net outflows of \$1.7 billion, partially offset by reinvested dividends of \$8.1 billion and inflows of \$1.0 billion related to the EGA acquisition.

Global institutional AUM decreased \$13.5 billion, or 6%, during the year ended December 31, 2016 due to net outflows of \$14.4 billion and a \$12.6 billion negative impact of foreign currency translation, partially offset by market appreciation and other. Global institutional net outflows included \$0.7 billion from the termination of a former subadvisor and \$8.9 billion of outflows of former parent-related assets.

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

	Years Ended December 31,		Change	
	2016	2015		
	(in millions)			
Revenues				
Management and financial advice fees	\$ 2,452	\$ 2,723	\$ (271)	(10)%
Distribution fees	487	499	(12)	(2)
Net investment income	14	23	(9)	(39)
Other revenues	11	9	2	22
Total revenues	2,964	3,254	(290)	(9)
Banking and deposit interest expense	—	—	—	—
Total net revenues	2,964	3,254	(290)	(9)
Expenses				
Distribution expenses	1,019	1,091	(72)	(7)
Amortization of deferred acquisition costs	18	17	1	6
Interest and debt expense	21	25	(4)	(16)
General and administrative expense	1,285	1,360	(75)	(6)
Total expenses	2,343	2,493	(150)	(6)
Operating earnings	\$ 621	\$ 761	\$ (140)	(18)%

Our Asset Management segment pretax operating earnings, which exclude net realized investment gains or losses, decreased \$140 million, or 18%, to \$621 million for the year ended December 31, 2016 compared to \$761 million for the prior year primarily due to net outflows, a \$34 million decrease in performance fees, net of related compensation, a \$12 million negative impact of foreign exchange and a \$9 million expense from the resolution of a legacy legal matter related to the hedge fund business, partially offset by continued expense management.

Net Revenues

Net revenues, which exclude net realized investment gains or losses, decreased \$290 million, or 9%, to \$3.0 billion for the year ended December 31, 2016 compared to \$3.3 billion for the prior year primarily due to lower management and financial advice fees.

Management and financial advice fees decreased \$271 million, or 10%, to \$2.5 billion for the year ended December 31, 2016 compared to \$2.7 billion for the prior year as average AUM decreased \$35.7 billion, or 7%, compared to the prior year. The decrease in fees is driven by cumulative net outflows from our higher fee yielding retail funds, a negative foreign currency translation impact related to our UK and European AUM and a \$44 million decrease in performance fees. Our average weighted equity index, which is a proxy for equity movements on AUM, decreased 1% for the year ended December 31, 2016 compared to the prior year.

Expenses

Total expenses decreased \$150 million, or 6%, to \$2.3 billion for the year ended December 31, 2016 compared to \$2.5 billion for the prior year due to a \$72 million decrease in distribution expenses from lower retail fund assets and a decrease in general and administrative expense.

General and administrative expense decreased \$75 million, or 6%, to \$1.3 billion for the year ended December 31, 2016 compared to \$1.4 billion for the prior year primarily due to a \$10 million decrease in compensation related to lower performance fees, a benefit from the impact of foreign exchange, lower performance-based compensation and lower investment spending, partially offset by a \$9 million expense from the resolution of a legacy legal matter related to the hedge fund business.

Annuities

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

	Years Ended December 31,		Change	
	2016	2015		
	(in millions)			
Revenues				
Management and financial advice fees	\$ 732	\$ 755	\$ (23)	(3)%
Distribution fees	349	364	(15)	(4)
Net investment income	760	848	(88)	(10)
Premiums	116	107	9	8
Other revenues	506	467	39	8
Total revenues	2,463	2,541	(78)	(3)
Banking and deposit interest expense	—	—	—	—
Total net revenues	2,463	2,541	(78)	(3)
Expenses				
Distribution expenses	423	446	(23)	(5)
Interest credited to fixed accounts	478	500	(22)	(4)
Benefits, claims, losses and settlement expenses	780	482	298	62
Amortization of deferred acquisition costs	209	205	4	2
Interest and debt expense	33	38	(5)	(13)
General and administrative expense	211	220	(9)	(4)
Total expenses	2,134	1,891	243	13
Operating earnings	\$ 329	\$ 650	\$ (321)	(49)%

Our Annuities segment pretax operating income, which excludes net realized investment gains or losses (net of the related DSIC and DAC amortization) and the market impact on variable annuity guaranteed benefits (net of hedges and the related DSIC and DAC amortization), decreased \$321 million, or 49%, to \$329 million for the year ended December 31, 2016 compared to \$650 million for the prior year primarily due to the impact of unlocking, lower investment yields and the negative impact from fixed annuity net outflows, partially offset by the impact on DAC, DSIC and reserves for insurance features in non-traditional long-duration contracts from actual versus expected market performance based on our view of bond and equity performance, as well as higher fees from variable annuity guarantee sales, net of related expenses for reserve funding.

The impact on DAC, DSIC and reserves for insurance features in non-traditional long-duration contracts from actual versus expected market performance based on our view of bond and equity performance was a benefit of \$18 million (\$6 million for DAC, \$2 million for DSIC and \$10 million for insurance features in non-traditional long duration contracts) for the year ended December 31, 2016 reflecting favorable bond fund returns compared to a net expense of \$11 million (\$14 million for DAC,

\$4 million for DSIC and a \$7 million benefit for insurance features in non-traditional long duration contracts) for the prior year reflecting unfavorable equity market and bond fund returns.

RiverSource variable annuity account balances increased 1% to \$74.8 billion at December 31, 2016 compared to the prior year due to equity market appreciation, partially offset by net outflows of \$2.2 billion.

RiverSource fixed annuity account balances declined 6% to \$10.0 billion at December 31, 2016 compared to the prior year as older policies continued to lapse and new sales were limited due to low interest rates.

Net Revenues

Net revenues, which exclude net realized investment gains or losses, decreased \$78 million, or 3%, to \$2.5 billion for the year ended December 31, 2016 compared to the prior year primarily due to lower management and financial advice fees, distribution fees and net investment income, partially offset by higher other revenues.

Management and financial advice fees decreased \$23 million, or 3%, to \$732 million for the year ended December 31, 2016 compared to \$755 million for the prior year due to lower fees on variable annuities driven by lower average separate account balances. Average variable annuity separate account balances decreased \$2.6 billion, or 4%, from the prior year primarily due to net outflows.

Net investment income, which excludes net realized investment gains or losses, decreased \$88 million, or 10%, to \$760 million for the year ended December 31, 2016 compared to \$848 million for the prior year reflecting a decrease of approximately \$49 million from lower invested assets primarily due to fixed annuity net outflows and approximately \$39 million from lower interest rates.

Other revenues increased \$39 million, or 8%, to \$506 million for the year ended December 31, 2016 compared to \$467 million for the prior year due to higher fees from variable annuity guarantee sales in the prior year where the fees start on the first anniversary date and higher average fee rates on variable annuity guarantees.

Expenses

Total expenses, which exclude the market impact on variable annuity guaranteed benefits (net of hedges and the related DSIC and DAC amortization) and the DAC and DSIC offset to net realized investment gains or losses, increased \$243 million, or 13%, to \$2.1 billion for the year ended December 31, 2016 compared to \$1.9 billion for the prior year primarily due to the impact of unlocking.

Distribution expenses decreased \$23 million, or 5%, to \$423 million for the year ended December 31, 2016 compared to \$446 million for the prior year due to lower variable annuity compensation driven by lower sales and lower average separate account balances.

Interest credited to fixed accounts decreased \$22 million, or 4%, to \$478 million for the year ended December 31, 2016 compared to \$500 million for the prior year driven by lower average fixed annuity account balances, partially offset by higher average variable annuities fixed sub-account balances. Average fixed annuity account balances decreased \$976 million, or 9%, to \$10.3 billion for the year ended December 31, 2016 compared to the prior year as older policies continued to lapse and new sales were limited due to low interest rates. Average variable annuities fixed sub-account balances increased \$179 million, or 4%, to \$5.1 billion for the year ended December 31, 2016 compared to the prior year.

Benefits, claims, losses and settlement expenses, which exclude the market impact on variable annuity guaranteed benefits (net of hedges and the related DSIC amortization) and the DSIC offset to net realized investment gains or losses, increased \$298 million, or 62%, to \$780 million for the year ended December 31, 2016 compared to \$482 million for the prior year primarily reflecting the following items:

- Benefits, claims, losses and settlement expenses for the year ended December 31, 2016 included a \$197 million expense from unlocking primarily reflecting continued low interest rates and an unfavorable impact from persistency on living benefit reserves, partially offset by a benefit from updates to withdrawal utilization and fee assumptions, as well as market-related inputs related to our living benefit valuation. Benefits, claims, losses and settlement expenses for the prior year included a \$61 million benefit from unlocking primarily reflecting an update to market-related inputs related to our living benefit valuation and a benefit from model changes that more than offset the difference between our previously assumed interest rates versus the low interest rate environment.
- A \$24 million increase in expense related to higher reserve funding driven by the impact of higher fees from variable annuity guarantee sales in the prior year where the fees start on the first anniversary date.
- A \$9 million negative impact in the fourth quarter of 2016 from changes in assumptions in the third quarter unlocking process that result in ongoing increases to living benefit reserves.

Amortization of DAC, which excludes the DAC offset to the market impact on variable annuity guaranteed benefits and the DAC offset to net realized investment gains or losses, increased \$4 million, or 2%, to \$209 million for the year ended December 31, 2016 compared to \$205 million for the prior year primarily due to the impact of unlocking, partially offset by the impact on DAC from actual versus expected market performance based on our view of bond and equity performance, which was a benefit of \$6 million for the year ended December 31, 2016 compared to an expense of \$14 million for the prior year reflecting favorable bond fund returns in 2016 compared to unfavorable equity market and bond fund returns in the prior year. Amortization of DAC for the year ended December 31, 2016 included an \$18 million expense from unlocking reflecting continued low interest rates, partially offset by benefits

from persistency on annuity contracts without living benefits. Our long-term interest rate assumption remained unchanged, but we extended the period it would take for rates to reach our long term level from 3.5 years to 5.5 years. Amortization of DAC for the prior year included a \$5 million benefit from unlocking primarily driven by improved persistency that more than offset the difference between our previously assumed interest rates versus the low interest rate environment.

Protection

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

	Years Ended December 31,		Change	
	2016	2015		
	(in millions)			
Revenues				
Management and financial advice fees	\$ 51	\$ 55	\$ (4)	(7)%
Distribution fees	98	97	1	1
Net investment income	330	325	5	2
Premiums	1,286	1,253	33	3
Other revenues	476	401	75	19
Total revenues	2,241	2,131	110	5
Banking and deposit interest expense	—	—	—	—
Total net revenues	2,241	2,131	110	5
Expenses				
Distribution expenses	70	76	(6)	(8)
Interest credited to fixed accounts	175	164	11	7
Benefits, claims, losses and settlement expenses	1,325	1,299	26	2
Amortization of deferred acquisition costs	138	146	(8)	(5)
Interest and debt expense	25	23	2	9
General and administrative expense	245	225	20	9
Total expenses	1,978	1,933	45	2
Operating earnings	\$ 263	\$ 198	\$ 65	33 %

Our Protection segment pretax operating earnings, which excludes net realized investment gains or losses (net of the related DAC amortization, unearned revenue amortization and the reinsurance accrual) and the market impact on indexed universal life benefits (net of hedges and the related DAC amortization, unearned revenue amortization and the reinsurance accrual), increased \$65 million, or 33%, to \$263 million for the year ended December 31, 2016 compared to \$198 million for the prior year primarily due to the impact of unlocking, lower auto and home losses and an \$11 million unfavorable impact related to a reinsurance premium correction in the prior year, partially offset by a \$28 million favorable impact in the prior year from updating future experience assumptions related to life rider benefits.

Net Revenues

Net revenues, which exclude net realized investment gains or losses (net of unearned revenue amortization and the reinsurance accrual) and the unearned revenue amortization and the reinsurance accrual offset to the market impact on indexed universal life benefits, increased \$110 million, or 5%, to \$2.2 billion for the year ended December 31, 2016 compared to \$2.1 billion for the prior year primarily due to the impact of unlocking and an increase in premiums.

Premiums increased \$33 million, or 3%, to \$1.3 billion for the year ended December 31, 2016 compared to the prior year primarily due to rate increases on our auto and home policies.

Other revenues, which exclude the unearned revenue amortization and the reinsurance accrual offset to the market impact on indexed universal life benefits and the unearned revenue amortization and the reinsurance accrual offset to net realized investment gains or losses, increased \$75 million, or 19%, to \$476 million for the year ended December 31, 2016 compared to \$401 million for the prior year primarily due to the impact of unlocking and a \$9 million unfavorable impact related to a life reinsurance premium correction in the prior year. Other revenues for the year ended December 31, 2016 included a \$64 million favorable impact from unlocking compared to a \$5 million unfavorable impact in the prior year. The primary driver of the unlocking impact to other revenues for the year ended December 31, 2016 was a positive impact from higher projected gains on reinsurance contracts resulting from unfavorable mortality experience. The primary driver of the unlocking impact to other revenues for the prior year was lower projected gains on reinsurance contracts resulting from favorable mortality experience.

Expenses

Total expenses, which exclude the market impact on indexed universal life benefits (net of hedges and the related DAC amortization) and the DAC offset to net realized investment gains or losses, increased \$45 million, or 2%, to \$2.0 billion for the year ended December 31, 2016 compared to \$1.9 billion for the prior year primarily due to the impact of unlocking and an increase in general and administrative expense.

Benefits, claims, losses and settlement expenses increased \$26 million, or 2%, to \$1.3 billion for the year ended December 31, 2016 compared to \$1.3 billion for the prior year primarily reflecting the following items:

- Benefits, claims, losses and settlement expenses for the year ended December 31, 2016 included a \$40 million expense from unlocking primarily reflecting continued low interest rates and unfavorable mortality experience. Benefits, claims, losses and settlement expenses for the prior year included a \$6 million expense from unlocking.
- A \$28 million favorable impact in the prior year from updating future experience assumptions related to life rider benefits.
- A \$7 million increase in life and health insurance claims.
- A \$40 million decrease in benefits, claims, losses and settlement expenses related to our auto and home business due to improved current year loss performance and a \$20 million decrease in reserves in 2016 due to favorable prior year reserve development compared to a \$57 million increase in reserves in 2015 due to unfavorable prior year reserve development, partially offset by an increase in catastrophe losses compared to the prior year and a \$26 million increase in additional losses. Catastrophe losses were \$104 million for the year ended December 31, 2016 compared to \$72 million for the prior year.

General and administrative expense increased \$20 million, or 9%, to \$245 million for the year ended December 31, 2016 compared to \$225 million for the prior year primarily due to an increase in staff and investments in our auto and home business.

Corporate & Other

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

	Years Ended December 31,		Change	
	2016	2015		
	(in millions)			
Revenues				
Net investment income	\$ 123	\$ 133	\$ (10)	(8)%
Premiums	110	110	—	—
Other revenues	5	13	(8)	(62)
Total revenues	238	256	(18)	(7)
Banking and deposit interest expense	1	—	1	NM
Total net revenues	237	256	(19)	(7)
Expenses				
Distribution expenses	(42)	(17)	(25)	NM
Benefits, claims, losses and settlement expenses	294	239	55	23
Amortization of deferred acquisition costs	63	9	54	NM
Interest and debt expense	27	31	(4)	(13)
General and administrative expense	254	208	46	22
Total expenses	596	470	126	27
Operating loss	\$ (359)	\$ (214)	\$ (145)	68 %

NM Not Meaningful.

Our Corporate & Other segment pretax operating loss excludes net realized investment gains or losses, the market impact of hedges to offset interest rate changes on unrealized gains or losses for certain investments, integration and restructuring charges, and the impact of consolidating CIEs. Our Corporate & Other segment pretax operating loss increased \$145 million, or 68%, to \$359 million for the year ended December 31, 2016 compared to \$214 million for the prior year primarily due to loss recognition of \$31 million on LTC insurance products in 2016, a \$29 million increase in LTC reserves from a correction related to our claim utilization factor in 2016 and an increase in general and administrative expense.

Net investment income, which excludes net realized investment gains or losses, the market impact of hedges to offset interest rate changes on unrealized gains or losses for certain investments, and the impact of CIEs, decreased \$10 million, or 8%, to \$123 million for the year ended December 31, 2016 compared to \$133 million for the prior year primarily due to higher losses related to investments in affordable housing partnerships.

Other revenues, which exclude the impact of CIEs, decreased \$8 million, or 62%, to \$5 million for the year ended December 31, 2016 compared to \$13 million for the prior year due to a \$4 million loss on the sale of real estate in the second quarter of 2016 and a \$7 million gain on the sale of a building in the second quarter of 2015.

Distribution expenses decreased \$25 million to a benefit of \$42 million for the year ended December 31, 2016 compared to a benefit of \$17 million for the prior year primarily due to a \$27 million benefit related to the release of the deferred reinsurance liability in connection with loss recognition testing of LTC insurance products in 2016.

Benefits, claims, losses and settlement expenses increased \$55 million, or 23%, to \$294 million for the year ended December 31, 2016 compared to \$239 million for the prior year primarily due to a \$39 million increase in LTC reserves in 2016. The LTC reserves in 2016 increased primarily due to a \$29 million out-of-period correction related to our claim utilization factor, a \$5 million out-of-period correction related to our waiver of premium claim reserve and a \$5 million impact from assumption changes for our active life reserve valuation.

Amortization of DAC increased \$54 million to \$63 million for the year ended December 31, 2016 compared to \$9 million for the prior year primarily due to the impact of unlocking in 2016, which reflected the DAC write-off of \$58 million in connection with the loss recognition on LTC insurance products due to continued low interest rates, higher morbidity and higher reinsurance expenses, slightly offset by premium increases.

General and administrative expense, which excludes integration and restructuring charges and the impact of CIEs, increased \$46 million, or 22%, to \$254 million for the year ended December 31, 2016 compared to \$208 million for the prior year primarily due to \$30 million of incremental expense related to the planning and implementation of the Department of Labor fiduciary standard, a \$10 million increase in severance expense compared to the prior year and a \$14 million expense from the resolution of a legacy legal matter related to the hedge fund business, partially offset by lower performance-based compensation.

Fair Value Measurements

We report certain assets and liabilities at fair value; specifically, separate account assets, derivatives, embedded derivatives and most investments and cash equivalents. Fair value assumes the exchange of assets or liabilities occurs in orderly transactions and is not the result of a forced liquidation or distressed sale. We include actual market prices, or observable inputs, in our fair value measurements to the extent available. Broker quotes are obtained when quotes from pricing services are not available. We validate prices obtained from third parties through a variety of means such as: price variance analysis, subsequent sales testing, stale price review, price comparison across pricing vendors and due diligence reviews of vendors. See Note 14 to the Consolidated Financial Statements for additional information on our fair value measurements.

Fair Value of Liabilities and Nonperformance Risk

Companies are required to measure the fair value of liabilities at the price that would be received to transfer the liability to a market participant (an exit price). Since there is not a market for our obligations of our variable annuity riders and indexed universal life insurance, we consider the assumptions participants in a hypothetical market would make to reflect an exit price. As a result, we adjust the valuation of variable annuity riders, indexed annuities and indexed universal life insurance by updating certain contractholder assumptions, adding explicit margins to provide for profit, risk and expenses, and adjusting the rates used to discount expected cash flows to reflect a current market estimate of our nonperformance risk. The nonperformance risk adjustment is based on observable market data adjusted to estimate the risk of our life insurance company subsidiaries not fulfilling these liabilities. Consistent with general market conditions, this estimate resulted in a spread over the LIBOR swap curve as of December 31, 2017. As our estimate of this spread widens or tightens, the liability will decrease or increase. If this nonperformance credit spread moves to a zero spread over the LIBOR swap curve, the reduction to future net income would be approximately \$272 million, net of DAC, DSIC, unearned revenue amortization, the reinsurance accrual and income taxes (calculated at the statutory tax rate of 21%), based on December 31, 2017 credit spreads.

Liquidity and Capital Resources

Overview

We maintained substantial liquidity during the year ended December 31, 2017. At December 31, 2017 and 2016, we had \$2.5 billion and \$2.3 billion, respectively, in cash and cash equivalents excluding CIEs. We have additional liquidity available through an unsecured revolving credit facility for up to \$750 million that expires in October 2022. Under the terms of the credit agreement, we can increase this facility to \$1 billion upon satisfaction of certain approval requirements. Available borrowings under this facility are reduced by any outstanding letters of credit. At December 31, 2017, we had no outstanding borrowings under this credit facility and had \$1 million of outstanding letters of credit. Our credit facility contains various administrative, reporting, legal and financial covenants. We were in compliance with all such covenants at December 31, 2017.

We enter into short-term borrowings, which may include repurchase agreements and Federal Home Loan Bank (“FHLB”) advances, to reduce reinvestment risk. Short-term borrowings allow us to receive cash to reinvest in longer-duration assets, while paying back the short-term debt with cash flows generated by the fixed income portfolio. The balance of repurchase agreements at both December 31, 2017 and 2016 was \$50 million, which is collateralized with agency residential mortgage backed securities and commercial mortgage backed securities from our investment portfolio. Our subsidiary, RiverSource Life Insurance Company (“RiverSource Life”), is a member of the FHLB of Des Moines, which provides access to collateralized borrowings. As of both December 31, 2017 and 2016,

we had borrowings of \$150 million from the FHLB, which is collateralized with commercial mortgage backed securities. We believe cash flows from operating activities, available cash balances and our availability of revolver borrowings will be sufficient to fund our operating liquidity needs.

Dividends from Subsidiaries

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

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

	Actual Capital		Regulatory Capital Requirements	
	December 31,		December 31,	
	2017	2016	2017	2016
	(in millions)			
RiverSource Life ⁽¹⁾⁽²⁾	\$ 2,451	\$ 3,052	\$ 562	\$ 606
RiverSource Life of NY ⁽¹⁾⁽²⁾	269	323	36	38
IDS Property Casualty ⁽¹⁾⁽³⁾	781	800	214	213
Ameriprise Insurance Company ⁽¹⁾⁽³⁾	48	47	3	2
ACC ⁽⁴⁾⁽⁵⁾	365	335	343	317
Threadneedle Asset Management Holdings Sàrl ⁽⁶⁾	426	360	170	149
Ameriprise National Trust Bank ⁽⁷⁾	22	22	10	10
AFSI ⁽³⁾⁽⁴⁾	63	77	#	#
Ameriprise Captive Insurance Company ⁽³⁾	51	51	8	9
Ameriprise Trust Company ⁽³⁾	31	29	27	24
AEIS ⁽³⁾⁽⁴⁾	125	107	22	19
RiverSource Distributors, Inc. ⁽³⁾⁽⁴⁾	12	11	#	#
Columbia Management Investment Distributors, Inc. ⁽³⁾⁽⁴⁾	16	14	#	#
Investment Professionals, Inc. ⁽⁸⁾	2	—	#	—

Amounts are less than \$1 million.

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

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

⁽³⁾ Regulatory capital requirement is based on the applicable regulatory requirement, calculated as of December 31, 2017 and 2016.

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

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

⁽⁶⁾ Actual capital and regulatory capital requirements are determined in accordance with U.K. regulatory legislation. The regulatory capital requirements at December 31, 2017 represent calculations at September 30, 2017 of the rule based requirements, as specified by FCA regulations.

⁽⁷⁾ Ameriprise National Trust Bank is required to maintain capital in compliance with the Office of the Comptroller of the Currency (“OCC”) regulations and policies.

⁽⁸⁾ Investment Professionals, Inc. was acquired by AMPF Holding Corporation on July 1, 2017.

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

The new Tax Act had an unfavorable impact of approximately \$0.3 billion on combined RiverSource Life actual capital as of December 31, 2017. While we took a one time charge in the fourth quarter for the new Tax Act, we expect ongoing benefit from tax reform to be positive as the lower tax rate will provide additional opportunity for further free cash and capital generation.

During the year ended December 31, 2017, the parent holding company received cash dividends or a return of capital from its subsidiaries of \$1.7 billion and contributed cash to its subsidiaries of \$79 million. During the year ended December 31, 2016, the parent holding company received cash dividends or a return of capital from its subsidiaries of \$1.7 billion and contributed cash to its subsidiaries of \$197 million.

The table below presents the historical subsidiary capacity for dividend to the parent holding company in each of the years ended December 31:

	2017	2016	2015
	(in millions)		
RiverSource Life ⁽¹⁾	\$ 700	\$ 1,033	\$ 1,412
Ameriprise National Trust Bank	5	—	—
ACC ⁽²⁾	37	17	26
Columbia Management Investment Advisers, LLC	388	296	503
Columbia Management Investment Services Corporation	25	18	14
Ameriprise International Holdings GmbH	367	233	172
Ameriprise Trust Company	4	5	6
IDS Property Casualty ⁽³⁾	—	—	11
Ameriprise Captive Insurance Company	64	64	64
RiverSource Distributors, Inc.	12	14	14
AMPF Holding Corporation	752	587	572
Total dividend capacity	<u>\$ 2,354</u>	<u>\$ 2,267</u>	<u>\$ 2,794</u>

⁽¹⁾ RiverSource Life dividends in excess of statutory unassigned funds require advance notice to the Minnesota Department of Commerce, RiverSource Life's primary regulator, and are subject to potential disapproval. In addition, dividends whose fair market value, together with that of other dividends or distributions made within the preceding 12 months, exceeds the greater of (1) the previous year's statutory net gain from operations or (2) 10% of the previous year-end statutory capital and surplus are referred to as "extraordinary dividends." Extraordinary dividends also require advance notice to the Minnesota Department of Commerce, and are subject to potential disapproval. For dividends exceeding these thresholds, RiverSource Life provided notice to the Minnesota Department of Commerce and received responses indicating that it did not object to the payment of these dividends. Total dividend capacity for RiverSource Life represents dividends paid during year ended December 31 along with any unpaid ordinary dividend capacity, subject to unassigned funds limitation.

⁽²⁾ The dividend capacity for ACC is based on capital held in excess of regulatory requirements.

⁽³⁾ The dividend capacity for IDS Property Casualty is based on the lesser of (1) 10% of the previous year-end capital and surplus or (2) the greater of (a) net income (excluding realized gains) of the previous year or (b) the aggregate net income of the previous three years excluding realized gains less any dividends paid within the first two years of the three-year period. Dividends that, together with the amount of other distributions made within the preceding 12 months, exceed this statutory limitation are referred to as "extraordinary dividends" and require advance notice to the Office of the Commissioner of Insurance of the State of Wisconsin, the primary state regulator of IDS Property Casualty, and are subject to potential disapproval. Total dividend capacity for IDS Property Casualty represents dividends paid during year ended December 31 along with any unpaid ordinary dividend capacity.

The following table presents cash dividends paid or return of capital to the parent holding company, net of cash capital contributions made by the parent holding company for the following subsidiaries for the years ended December 31:

	2017	2016	2015
	(in millions)		
RiverSource Life	\$ 700	\$ 1,000	\$ 800
Ameriprise National Trust Bank	—	9	—
ACC	10	(33)	(3)
Columbia Management Investment Advisers, LLC ("CMIA")	298	190	375
Ameriprise International Holdings GmbH	109	—	—
IDS Property Casualty	—	(118)	(175)
Ameriprise Advisor Capital, LLC	(70)	(46)	(72)
RiverSource Distributors, Inc.	—	3	—
Ameriprise Captive Insurance Company	5	—	15
AMPF Holding Corporation	614	450	421
Total	<u>\$ 1,666</u>	<u>\$ 1,455</u>	<u>\$ 1,361</u>

In 2009, RiverSource established an agreement to protect its exposure to Genworth Life Insurance Company (“GLIC”) for its reinsured LTC. In 2016, substantial enhancements to this reinsurance protection agreement were finalized. The terms of these confidential provisions within the agreement have been shared, in the normal course of regular reviews, with our domiciliary regulator and rating agencies. Management believes that this agreement and offsetting non LTC legacy arrangements with Genworth will enable RiverSource to recover on all net exposure in the event of an insolvency of GLIC.

Dividends Paid to Shareholders and Share Repurchases

We paid regular quarterly dividends to our shareholders totaling \$502 million and \$489 million for the years ended December 31, 2017 and 2016, respectively. On January 24, 2018, we announced a quarterly dividend of \$0.83 per common share. The dividend will be paid on February 28, 2018 to our shareholders of record at the close of business on February 16, 2018.

In December 2015, our Board of Directors authorized us to repurchase up to \$2.5 billion of our common stock through December 31, 2017, which was exhausted in the third quarter 2017. In April 2017, our Board of Directors authorized us to repurchase up to an additional \$2.5 billion of our common stock through June 30, 2019. As of December 31, 2017, we had \$2.1 billion remaining under this share repurchase authorization. We intend to fund share repurchases through existing working capital, future earnings and other customary financing methods. The share repurchase programs do not require the purchase of any minimum number of shares, and depending on market conditions and other factors, these purchases may be commenced or suspended at any time without prior notice. Acquisitions under the share repurchase programs may be made in the open market, through privately negotiated transactions or block trades or other means. During the year ended December 31, 2017, we repurchased a total of 9.9 million shares of our common stock at an average price of \$135.58 per share.

Cash Flows

Cash flows of CIEs and restricted and segregated cash are reflected in our cash flows provided by (used in) operating activities, investing activities and financing activities. Cash held by CIEs is not available for general use by Ameriprise Financial, nor is Ameriprise Financial cash available for general use by its CIEs. Cash segregated under federal and other regulations is held for the exclusive benefit of our brokerage customers and is not available for general use by Ameriprise Financial.

Operating Activities

Net cash provided by operating activities decreased \$652 million to \$1.7 billion for the year ended December 31, 2017 compared to \$2.4 billion for the prior year primarily due to a \$263 million increase in income taxes paid and a \$508 million decrease in cash from changes in brokerage deposits.

Net cash provided by operating activities decreased \$338 million to \$2.4 billion for the year ended December 31, 2016 compared to \$2.7 billion for the prior year primarily due to higher cash outflows related to derivatives, as well as a decrease in cash from lower fee revenue net of related expenses.

Investing Activities

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

Net cash used in investing activities decreased \$606 million to \$199 million for the year ended December 31, 2017 compared to \$805 million for the prior year primarily due to a \$1.1 billion decrease in cash used for purchases of Available-for-Sale securities, partially offset by a \$495 million decrease in net cash related to changes in investments of CIEs.

Net cash used in investing activities increased \$296 million to \$805 million for the year ended December 31, 2016 compared to \$509 million for the prior year primarily due to a \$1.9 billion increase in cash used for purchases of Available-for-Sale securities, partially offset by a \$1.2 billion increase in net cash related to changes in investments of CIEs primarily reflecting the CIE deconsolidation, a \$179 million increase in proceeds from sales, maturities and repayments of mortgage loans reflecting the sale of a portion of our consumer loans in the first quarter of 2016 and a \$107 million decrease in funding of mortgage loans.

Financing Activities

Net cash used in financing activities increased \$643 million to \$1.8 billion for the year ended December 31, 2017 compared to \$1.1 billion for the prior year primarily due to the issuance of \$500 million of long-term debt in 2016 and a \$632 million decrease in net cash inflows related to investment certificates, partially offset by a \$246 million decrease in repayments of long-term debt.

Net cash used in financing activities decreased \$1.3 billion to \$1.1 billion for the year ended December 31, 2016 compared to \$2.4 billion for the prior year. Net cash inflows related to investment certificates increased \$465 million compared to the prior year due to higher proceeds from additions, partially offset by higher maturities, withdrawals and cash surrenders. Cash outflows from surrenders and other benefits of policyholder account balances decreased \$782 million compared to the prior year. During the year ended December 31, 2016, we repaid the remaining \$245 million of our junior subordinated notes due 2066. In the third quarter of 2016, we issued \$500 million of unsecured senior notes due 2026. Net cash outflows related to noncontrolling interests decreased \$160 million compared to the prior year reflecting the CIE deconsolidation. Net cash outflows related to borrowings of CIEs was \$517 million for the year ended December 31, 2016 compared to net cash inflows of \$931 million for the prior year primarily reflecting the CIE deconsolidation.

Contractual Commitments

The contractual obligations identified in the table below include both our on and off-balance sheet transactions that represent material expected or contractually committed future obligations. The table excludes obligations of CIEs as they are not direct obligations of the Company and have recourse only to the assets of the CIEs. Estimated cash payments due by period as of December 31, 2017 were as follows:

	Total	2018	2019-2020	2021-2022	2023 and Thereafter
	(in millions)				
Balance Sheet					
Long-term debt ⁽¹⁾	\$ 2,888	\$ 13	\$ 1,075	\$ —	\$ 1,800
Insurance and annuities ⁽²⁾	50,007	2,798	4,927	4,294	37,988
Investment certificates ⁽³⁾	6,400	6,109	291	—	—
Deferred premium options ⁽⁴⁾	1,706	233	513	437	523
Affordable housing and other real estate partnerships ⁽⁵⁾	123	84	32	3	4
Off-Balance Sheet					
Operating lease obligations	315	69	106	62	78
Purchase obligations ⁽⁶⁾	806	290	392	103	21
Interest on long-term debt ⁽⁷⁾	562	129	190	130	113
Total	\$ 62,807	\$ 9,725	\$ 7,526	\$ 5,029	\$ 40,527

⁽¹⁾ See Note 13 to our Consolidated Financial Statements for more information about our long-term debt. Amounts include obligations under capital leases.

⁽²⁾ These scheduled payments are represented by reserves of approximately \$29.9 billion at December 31, 2017 and are based on interest credited, mortality, morbidity, lapse, surrender and premium payment assumptions. The estimated payments are presented gross before reinsurance. The scheduled payments are undiscounted and exceed the corresponding liability at December 31, 2017. Actual payment obligations may differ if experience varies from these assumptions. As of December 31, 2017, the projected period for which cash payments will be made is 40 years. Separate account liabilities have been excluded as associated contractual obligations would be met by separate account assets.

⁽³⁾ The payments due by year are based on contractual term maturities. However, contractholders have the right to redeem the investment certificates earlier and at their discretion subject to surrender charges, if any. Redemptions are most likely to occur in periods of substantial increases in interest rates.

⁽⁴⁾ The fair value of these commitments included on the Consolidated Balance Sheets was \$1.5 billion as of December 31, 2017. See Note 16 to our Consolidated Financial Statements for more information about our deferred premium options.

⁽⁵⁾ Call dates for the obligations presented are either date or event specific. For date specific obligations, we are required to fund a specific amount on a stated date provided there are no defaults under the agreement. For event specific obligations, we are required to fund a specific amount of its capital commitment when properties in a fund become fully stabilized. For event specific obligations, the estimated call date of these commitments is used in the table above.

⁽⁶⁾ Purchase obligations include the minimum contractual amounts by period under contracts that were in effect at December 31, 2017. Many of the purchase agreements giving rise to these purchase obligations include termination clauses that may require payment of termination fees if the agreements are terminated by us without cause prior to their stated expiration; however, the table reflects the amounts to be paid assuming the contracts are not terminated.

⁽⁷⁾ Interest on long-term debt was estimated based on rates in effect as of December 31, 2017.

In addition to the contractual commitments outlined in the table above, we periodically fund the employees' defined benefit plans. In 2018, we expect to contribute \$26 million to our pension plans and \$1 million to our defined benefit postretirement plans. See Note 22 to our Consolidated Financial Statements for additional information.

Total loan funding commitments, which are not included in the table above due to uncertainty with respect to timing of future cash flows, were \$33 million at December 31, 2017. For additional information relating to these contractual commitments, see Note 23 to our Consolidated Financial Statements.

Off-Balance Sheet Arrangements

We provide asset management services to investment entities which are considered to be VIEs, such as CLOs, hedge funds, property funds and private equity funds, which are sponsored by us. We consolidate certain CLOs. We have determined that consolidation is not required for hedge funds, property funds and private equity funds, which are sponsored by us. Our maximum exposure to loss with respect to our investment in these non-consolidated entities is limited to our carrying value. We have no obligation to provide further financial or other support to these investment entities nor have we provided any support to these investment entities. See Note 4 to our Consolidated Financial Statements for additional information on our arrangements with these investment entities.

Forward-Looking Statements

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

- statements of the Company's plans, intentions, positioning, expectations, objectives or goals, including those relating to asset flows, mass affluent and affluent client acquisition strategy, client retention and growth of our client base, financial advisor productivity, retention, recruiting and enrollments, the introduction, cessation, terms or pricing of new or existing products and services, acquisition integration, benefits and claims expenses, general and administrative costs, consolidated tax rate, return of capital to shareholders, debt repayment and excess capital position and financial flexibility to capture additional growth opportunities;
- other statements about future economic performance, the performance of equity markets and interest rate variations and the economic performance of the United States and of global markets; and
- statements of assumptions underlying such statements.

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

Such factors include, but are not limited to:

- conditions in the interest rate, credit default, equity market and foreign exchange environments, including changes in valuations, liquidity and volatility;
- changes in and the adoption of relevant accounting standards and securities rating agency standards and processes, as well as changes in the litigation and regulatory environment, including ongoing legal proceedings and regulatory actions, the frequency and extent of legal claims threatened or initiated by clients, other persons and regulators, and developments in regulation and legislation, including the rules and regulations implemented or that may be implemented or modified in connection with the Dodd-Frank Wall Street Reform and Consumer Protection Act or in light of the U.S. Department of Labor and other rules and exemptions pertaining to the fiduciary status of investment advice providers to 401(k) plans, plan sponsors, plan participants and the holders of individual retirement or health savings accounts;
- investment management performance and distribution partner and consumer acceptance of the Company's products;
- effects of competition in the financial services industry, including pricing pressure, the introduction of new products and services and changes in product distribution mix and distribution channels;
- changes to the Company's reputation that may arise from employee or advisor misconduct, legal or regulatory actions, perceptions of the financial services industry generally, improper management of conflicts of interest or otherwise;
- the Company's capital structure, including indebtedness, limitations on subsidiaries to pay dividends, and the extent, manner, terms and timing of any share or debt repurchases management may effect as well as the opinions of rating agencies and other analysts and the reactions of market participants or the Company's regulators, advisors, distribution partners or customers in response to any change or prospect of change in any such opinion;
- changes to the availability and cost of liquidity and the Company's credit capacity that may arise due to shifts in market conditions, the Company's credit ratings and the overall availability of credit;
- risks of default, capacity constraint or repricing by issuers or guarantors of investments the Company owns or by counterparties to hedge, derivative, insurance or reinsurance arrangements or by manufacturers of products the Company distributes, experience deviations from the Company's assumptions regarding such risks, the evaluations or the prospect of changes in evaluations of any such third parties published by rating agencies or other analysts, and the reactions of other market participants or the Company's regulators, advisors, distribution partners or customers in response to any such evaluation or prospect of changes in evaluation;
- experience deviations from the Company's assumptions regarding morbidity, mortality and persistency in certain annuity and insurance products (including, but not limited to, variable annuities and long term care policies), or from assumptions regarding market returns assumed in valuing or unlocking DAC and DSIC or market volatility underlying the Company's valuation and hedging of guaranteed benefit annuity riders, or from assumptions regarding interest rates assumed in the Company's loss recognition testing of its long term care business, or from assumptions regarding anticipated claims and losses relating to the Company's automobile and home insurance products;
- changes in capital requirements that may be indicated, required or advised by regulators or rating agencies;
- the impacts of the Company's efforts to improve distribution economics and to grow third-party distribution of its products;
- the ability to pursue and complete strategic transactions and initiatives, including acquisitions, divestitures, restructurings, joint ventures and the development of new products and services;
- the ability to realize the financial, operating and business fundamental benefits of strategic transactions and initiatives the Company has completed, is pursuing or may pursue in the future, which may be impacted by the ability to obtain regulatory approvals, the ability to effectively manage related expenses and by market, business partner and consumer reactions to such strategic transactions and initiatives;

- the ability and timing to realize savings and other benefits from re-engineering and tax planning;
- interruptions or other failures in the Company’s communications, technology and other operating systems, including errors or failures caused by third-party service providers, interference or failures caused by third party attacks on the Company’s systems, or the failure to safeguard the privacy or confidentiality of sensitive information and data on such systems; and
- general economic and political factors, including consumer confidence in the economy and the financial industry, the ability and inclination of consumers generally to invest as well as their ability and inclination to invest in financial instruments and products other than cash and cash equivalents, the costs of products and services the Company consumes in the conduct of its business, and applicable legislation and regulation and changes therein (such as the ongoing negotiations following the June 2016 UK referendum on membership in the European Union and the uncertain regulatory environment in the U.S. after the recent U.S. election), including tax laws, tax treaties, fiscal and central government treasury policy, and policies regarding the financial services industry and publicly-held firms, and regulatory rulings and pronouncements.

Management cautions the reader that the foregoing list of factors is not exhaustive. There may also be other risks that management is unable to predict at this time that may cause actual results to differ materially from those in forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. Management undertakes no obligation to update publicly or revise any forward-looking statements.

Ameriprise Financial announces financial and other information to investors through the Company’s investor relations website at ir.ameriprise.com, as well as SEC filings, press releases, public conference calls and webcasts. Investors and others interested in the company are encouraged to visit the investor relations website from time to time, as information is updated and new information is posted. The website also allows users to sign up for automatic notifications in the event new materials are posted. The information found on the website is not incorporated by reference into this report or in any other report or document the Company furnishes or files with the SEC.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Market Risk

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

RiverSource Life has the following variable annuity guarantee benefits: guaranteed minimum withdrawal benefits (“GMWB”), guaranteed minimum accumulation benefits (“GMAB”), guaranteed minimum death benefits (“GMDB”) and guaranteed minimum income benefits (“GMIB”). Each of these benefits guarantees payouts to the annuity holder under certain specific conditions regardless of the performance of the underlying invested assets.

The variable annuity guarantees continue to be managed by utilizing a hedging program which attempts to match the sensitivity of the assets with the sensitivity of the liabilities. This approach works with the premise that matched sensitivities will produce a highly effective hedging result. Our comprehensive hedging program focuses mainly on first order sensitivities of assets and liabilities: Equity Market Level (Delta), Interest Rate Level (Rho) and Volatility (Vega). Additionally, various second order sensitivities are managed. We use various index options across the term structure, interest rate swaps and swaptions, total return swaps and futures to manage the risk exposures. The exposures are measured and monitored daily, and adjustments to the hedge portfolio are made as necessary.

We have a macro hedge program to provide protection against the statutory tail scenario risk arising from variable annuity reserves on our statutory surplus and to cover some of the residual risks not covered by other hedging activities. We assess the residual risk under a range of scenarios in creating and executing the macro hedge program. As a means of economically hedging these risks, we use a combination of options and/or swaps. Certain of the macro hedge derivatives used contain settlement provisions linked to both equity returns and interest rates; the remaining are interest rate contracts or equity contracts. The macro hedge program could result in additional earnings volatility as changes in the value of the macro hedge derivatives, which are designed to reduce statutory capital volatility, may not be closely aligned to changes in the variable annuity guarantee embedded derivatives.

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

The following tables present our estimate of the impact on pretax income from these hypothetical market movements as of December 31, 2017:

Equity Price Decline 10%	Equity Price Exposure to Pretax Income		
	Before Hedge Impact	Hedge Impact	Net Impact
	(in millions)		
Asset-based management and distribution fees ⁽¹⁾	\$ (266)	\$ 5	\$ (261)
DAC and DSIC amortization ⁽²⁾⁽³⁾	(128)	—	(128)
Variable annuity riders:			
GMDB and GMIB ⁽³⁾	(29)	—	(29)
GMWB	(361)	173	(188)
GMAB	(21)	21	—
DAC and DSIC amortization ⁽⁴⁾	N/A	N/A	3
Total variable annuity riders	(411)	194	(214)
Macro hedge program ⁽⁵⁾	—	38	38
Indexed annuities	1	(1)	—
Certificates	2	(2)	—
Indexed universal life insurance	64	(50)	14
Total	\$ (738)	\$ 184	\$ (551)

Interest Rate Increase 100 Basis Points	Interest Rate Exposure to Pretax Income		
	Before Hedge Impact	Hedge Impact	Net Impact
	(in millions)		
Asset-based management and distribution fees ⁽¹⁾	\$ (52)	\$ —	\$ (52)
Variable annuity riders:			
GMDB and GMIB	—	—	—
GMWB	979	(1,050)	(71)
GMAB	19	(20)	(1)
DAC and DSIC amortization ⁽⁴⁾	N/A	N/A	12
Total variable annuity riders	998	(1,070)	(60)
Macro hedge program ⁽⁵⁾	—	(1)	(1)
Fixed annuities, fixed insurance and fixed portion of variable annuities and variable insurance products	88	—	88
Brokerage client cash balances	118	—	118
Certificates	2	—	2
Indexed universal life insurance	95	2	97
Total	\$ 1,249	\$ (1,069)	\$ 192

N/A Not Applicable.

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

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

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

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

⁽⁵⁾ The market impact of the macro hedge program is modeled net of any related impact to DAC and DSIC amortization.

The above results compare to an estimated negative net impact to pretax income of \$490 million related to a 10% equity price decline and an estimated positive net impact to pretax income of \$297 million related to a 100 basis point increase in interest rates as of December 31, 2016. The change in the equity price exposure related to asset-based management and distribution fees is primarily the result of higher assets under management. The change in interest rate exposure related to variable annuity riders is primarily the result

of changes in market rates. The change in interest rate exposure related to brokerage client cash balances is primarily driven by a change in expected product economics given the higher short-term interest rate environment.

Net impacts shown in the above table from GMWB riders result largely from differences between the liability valuation basis and the hedging basis. Liabilities are valued using fair value accounting principles, with risk margins incorporated in contractholder behavior assumptions and with discount rates increased to reflect a current market estimate of our risk of nonperformance specific to these liabilities. The Company's hedging is based on our determination of economic risk, which excludes certain items in the liability valuation including the nonperformance spread risk.

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

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

Asset-Based Management and Distribution Fees

We earn asset-based management fees and distribution fees on our assets under management. At December 31, 2017, the value of our assets under management was \$714.3 billion. These sources of revenue are subject to both interest rate and equity price risk since the value of these assets and the fees they earn fluctuate inversely with interest rates and directly with equity prices. We do not currently hedge the interest rate or equity price risk of this exposure.

DAC and DSIC Amortization

For annuity and UL products, DAC and DSIC are amortized on the basis of estimated gross profits. Estimated gross profits are a proxy for pretax income prior to the recognition of DAC and DSIC amortization expense. When events occur that reduce or increase current period estimated gross profits, DAC and DSIC amortization expense is typically reduced or increased as well, somewhat mitigating the impact of the event on pretax income.

Variable Annuity Riders

The total contract value of all variable annuities at December 31, 2017 was \$80.3 billion. These contract values include GMWB and GMAB contracts which were \$46.9 billion and \$3.1 billion, respectively, at December 31, 2017. At December 31, 2017, reserves for GMWB were liabilities of \$463 million and reserves for GMAB were assets of \$80 million. The GMWB and GMAB reserves include the fair value of embedded derivatives, which fluctuates based on equity, interest rate and credit markets which can cause these embedded derivatives to be either an asset or a liability. At December 31, 2017, the reserve for GMDB and GMIB was a liability of \$23 million.

Equity Price Risk

The variable annuity guaranteed benefits guarantee payouts to the annuity holder under certain specific conditions regardless of the performance of the investment assets. For this reason, when equity prices decline, the returns from the separate account assets coupled with guaranteed benefit fees from annuity holders may not be sufficient to fund expected payouts. In that case, reserves must be increased with a negative impact to earnings.

The core derivative instruments with which we hedge the equity price risk of our GMWB and GMAB provisions are longer dated put and call options; these core instruments are supplemented with equity futures and total return swaps. See Note 16 to our Consolidated Financial Statements for further information on our derivative instruments.

Interest Rate Risk

The GMAB and the non-life contingent benefits associated with the GMWB provisions create embedded derivatives which are carried at fair value separately from the underlying host variable annuity contract. Changes in the fair value of the GMWB and GMAB liabilities are recorded through earnings with fair value calculated based on projected, discounted cash flows over the life of the contract, including projected, discounted benefits and fees. Increases in interest rates reduce the fair value of the GMWB and GMAB liabilities. The GMWB and GMAB interest rate exposure is hedged with a portfolio of longer dated put and call options, interest rate swaps and swaptions. We have entered into interest rate swaps according to risk exposures along maturities, thus creating both fixed rate payor and variable rate payor terms. If interest rates were to increase, we would have to pay more to the swap counterparty, and the fair value of our equity puts would decrease, resulting in a negative impact to our pretax income.

Fixed Annuities, Fixed Insurance and Fixed Portion of Variable Annuities and Variable Insurance Contracts

Our earnings from fixed deferred annuities, fixed insurance, and the fixed portion of variable annuities and variable insurance contracts are based upon the spread between rates earned on assets held and the rates at which interest is credited to accounts. We

primarily invest in fixed rate securities to fund the rate credited to clients. We guarantee an interest rate to the holders of these products. Investment assets and client liabilities generally differ as it relates to basis, repricing or maturity characteristics. Rates credited to clients' accounts generally reset at shorter intervals than the yield on the underlying investments. Therefore, in an increasing interest rate environment, higher interest rates may be reflected in crediting rates to clients sooner than in rates earned on invested assets, which could result in a reduced spread between the two rates, reduced earned income and a negative impact on pretax income. However, the current low interest rate environment is resulting in interest rates below the level of some of our liability guaranteed minimum interest rates ("GMIRs"). Hence, a modest rise in interest rates would not necessarily result in changes to all the liability credited rates while projected asset purchases would capture the full increase in interest rates. This dynamic would result in widening spreads under a modestly rising rate scenario given the current relationship between the current level of interest rates and the underlying GMIRs on the business. Of the \$29.9 billion in policyholder account balances, future policy benefits and claims on our Consolidated Balance Sheets at December 31, 2017, \$19.0 billion is related to liabilities created by these products. We do not hedge this exposure.

As a result of the low interest rate environment, our current reinvestment yields are generally lower than the current portfolio yield. We expect our portfolio income yields to continue to decline in future periods if interest rates remain low. The carrying value and weighted average yield of non-structured fixed maturity securities and commercial mortgage loans that may generate proceeds to reinvest through 2019 due to prepayment, maturity or call activity at the option of the issuer, excluding securities with a make-whole provision, were \$4.9 billion and 4.4%, respectively, as of December 31, 2017. In addition, residential mortgage backed securities, which are subject to prepayment risk as a result of the low interest rate environment, totaled \$6.6 billion and had a weighted average yield of 2.8% as of December 31, 2017. While these amounts represent investments that could be subject to reinvestment risk, it is also possible that these investments will be used to fund liabilities or may not be prepaid and will remain invested at their current yields. In addition to the interest rate environment, the mix of benefit payments versus product sales as well as the timing and volumes associated with such mix may impact our investment yield. Furthermore, reinvestment activities and the associated investment yield may also be impacted by corporate strategies implemented at management's discretion. The average yield for investment purchases during the year ended December 31, 2017 was approximately 2.7%.

The reinvestment of proceeds from maturities, calls and prepayments at rates below the current portfolio yield, which may be below the level of some liability GMIRs, will have a negative impact to future operating results. To mitigate the unfavorable impact that the low interest rate environment has on our spread income, we assess reinvestment risk in our investment portfolio and monitor this risk in accordance with our asset/liability management framework. In addition, we may reduce the crediting rates on our fixed products when warranted, subject to guaranteed minimums.

The following table presents the account values of fixed deferred annuities, fixed insurance, and the fixed portion of variable annuities and variable insurance contracts by range of GMIRs and the range of the difference between rates credited to policyholders and contractholders as of December 31, 2017 and the respective guaranteed minimums, as well as the percentage of account values subject to rate reset in the time period indicated. Rates are reset at our discretion, subject to guaranteed minimums.

	Account Values with Crediting Rates				Total
	At Guaranteed Minimum	1-49 bps above Guaranteed Minimum	50-99 bps above Guaranteed Minimum	100-150 bps above Guaranteed Minimum	
	(in billions, except percentages)				
Range of Guaranteed Minimum Crediting Rates					
1% - 1.99%	\$ 1.8	\$ 0.2	\$ 0.4	\$ 0.1	\$ 2.5
2% - 2.99%	0.5	—	—	—	0.5
3% - 3.99%	8.7	—	—	—	8.7
4% - 5.00%	5.5	—	—	—	5.5
Total	\$ 16.5	\$ 0.2	\$ 0.4	\$ 0.1	\$ 17.2
Percentage of Account Values That Reset In:					
Next 12 months ⁽¹⁾	98%	80%	21%	63%	96%
> 12 months to 24 months ⁽²⁾	2	1	17	32	2
> 24 months ⁽²⁾	—	19	62	5	2
Total	100%	100%	100%	100%	100%

⁽¹⁾ Includes contracts with annual discretionary crediting rate resets and contracts with twelve or less months until the crediting rate becomes discretionary on an annual basis.

⁽²⁾ Includes contracts with more than twelve months remaining until the crediting rate becomes an annual discretionary rate.

Equity Indexed Annuities

Our equity indexed annuity product is a single premium annuity issued with an initial term of seven years. The annuity guarantees the contractholder a minimum return of 3% on 90% of the initial premium or end of prior term accumulation value upon renewal plus a return that is linked to the performance of the S&P 500[®] Index. The equity-linked return is based on a participation rate initially set at between 50% and 90% of the S&P 500[®] Index, which is guaranteed for the initial seven-year term when the contract is held to full term. At December 31, 2017, we had \$22 million in liabilities related to equity indexed annuities. We discontinued new sales of equity indexed annuities in 2007.

Equity Price Risk

The equity-linked return to investors creates equity price risk as the amount credited depends on changes in equity prices. To hedge this exposure, we purchase futures, which generate returns to replicate what we must credit to client accounts.

Interest Rate Risk

Most of the proceeds received from equity indexed annuities are invested in fixed income securities with the return on those investments intended to fund the 3% guarantee. We earn income from the difference between the return earned on invested assets and the 3% guarantee rate credited to customer accounts. The spread between return earned and amount credited is affected by changes in interest rates. This risk is not currently hedged and was immaterial at December 31, 2017.

Fixed Index Annuities

In November 2017, we began offering a fixed index annuity product which is a fixed annuity that includes an indexed account. The rate of interest credited above the minimum guarantee for funds allocated to the indexed account is linked to the performance of the specific index for the indexed account (subject to a cap). We offer S&P 500[®] Index and MSCI[®] EAFE Index account options. Both options offer two crediting durations, one-year and two-year. The contractholder may allocate all or a portion of the policy value to a fixed or indexed account. The contractholder can choose to add a GMWB for life rider for an additional fee. As of December 31, 2017, we had \$2 million in liabilities related to fixed index annuities.

Equity Price Risk

The equity-linked return to investors creates equity price risk as the amount credited depends on changes in equity prices. Most of the proceeds received from fixed index annuities are invested in fixed income securities. To hedge the equity exposure, a portion of the investment earnings received from the fixed income securities is used to purchase call spreads and futures which generate returns to replicate what we must credit to client accounts.

Interest Rate Risk

As mentioned above, most of the proceeds received from fixed index annuities are invested in fixed income securities with the return on those investments intended to fund the purchase of call spreads. There are two risks relating to interest rates. First, we have the risk that investment returns are such that we do not have enough investment income to purchase the needed call spreads. Second, in the event the policy is surrendered, we pay out a book value surrender amount and there is a risk that we will incur a loss upon having to sell the fixed income securities backing the liability (if interest rates have risen). This risk is not currently hedged.

Brokerage Client Cash Balances

We pay interest on certain brokerage client cash balances and have the ability to reset these rates from time to time based on prevailing economic and business conditions. We earn revenue to fund the interest paid from interest-earning assets or fees from off-balance sheet deposits at FDIC insured institutions, which are indexed to short-term interest rates. In general, the change in interest paid lags the change in revenues earned.

Certificate Products

Fixed Rate Certificates

We have interest rate risk from our investment certificates generally ranging in amounts from \$1,000 to \$2 million with interest crediting rate terms ranging from three to 48 months. We guarantee an interest rate to the holders of these products. Payments collected from clients are primarily invested in fixed income securities to fund the client credited rate with the spread between the rate earned from investments and the rate credited to clients recorded as earned income. Client liabilities and investment assets generally differ as it relates to basis, repricing or maturity characteristics. Rates credited to clients generally reset at shorter intervals than the yield on underlying investments. This exposure is not currently hedged although we monitor our investment strategy and make modifications based on our changing liabilities and the expected interest rate environment. Of the \$10.3 billion in customer deposits at December 31, 2017, \$5.8 billion related to reserves for our fixed rate certificate products.

Stock Market Certificates

Stock market certificates are purchased for amounts generally from \$1,000 to \$2 million for terms of 52 weeks, 104 weeks or 156 weeks, which can be extended to a maximum of 15 years depending on the term. For each term the certificate holder can choose to participate 100% in any percentage increase in the S&P 500[®] Index up to a maximum return or choose partial participation in any increase in the S&P 500 Index plus a fixed rate of interest guaranteed in advance. If partial participation is selected, the total of equity-linked return and guaranteed rate of interest cannot exceed the maximum return. Liabilities for our stock market certificates are included in customer deposits on our Consolidated Balance Sheets. At December 31, 2017, we had \$530 million in reserves related to stock market certificates. The equity-linked return to investors creates equity price risk exposure. We seek to minimize this exposure with purchased futures and call spreads that replicate what we must credit to client accounts. This risk continues to be fully hedged. Stock market certificates have some interest rate risk as changes in interest rates affect the fair value of the payout to be made to the certificate holder. This risk is not currently hedged and was immaterial at December 31, 2017.

Indexed Universal Life

IUL insurance is similar to UL in many regards, although the rate of credited interest above the minimum guarantee for funds allocated to an indexed account is linked to the performance of the specified index for the indexed account (subject to a cap and floor). We offer an S&P 500[®] Index account option and a blended multi-index account option comprised of the S&P 500 Index, the MSCI[®] EAFE Index and the MSCI EM Index. Both options offer two crediting durations, one-year and two-year. The policyholder may allocate all or a portion of the policy value to a fixed or any available indexed account. At December 31, 2017, we had \$1.3 billion in liabilities related to the indexed accounts of IUL, with the vast majority in the S&P 500[®] Index account option.

Equity Price Risk

The equity-linked return to investors creates equity price risk as the amount credited depends on changes in equity prices. Most of the proceeds received from IUL insurance are invested in fixed income securities. To hedge the equity exposure, a portion of the investment earnings received from the fixed income securities is used to purchase call spreads which generate returns to replicate what we must credit to client accounts.

Interest Rate Risk

As mentioned above, most of the proceeds received from IUL insurance are invested in fixed income securities with the return on those investments intended to fund the purchase of call spreads. There are two risks relating to interest rates. First, we have the risk that investment returns are such that we do not have enough investment income to purchase the needed call spreads. Second, in the event the policy is surrendered we pay out a book value surrender amount and there is a risk that we will incur a loss upon having to sell the fixed income securities backing the liability (if interest rates have risen). This risk is not currently hedged.

Foreign Currency Risk

We have foreign currency risk through our net investment in foreign subsidiaries and our operations in foreign countries. We are primarily exposed to changes in British Pounds (“GBP”) related to our net investment in Threadneedle, which was 732 million GBP at December 31, 2017. Our primary exposure related to operations in foreign countries is to the GBP, the Euro and the Indian Rupee. We monitor the foreign exchange rates that we have exposure to and enter into foreign currency forward contracts to mitigate risk when economically prudent. At December 31, 2017, the notional value of outstanding contracts and our remaining foreign currency risk related to operations in foreign countries were not material.

Interest Rate Risk on External Debt

The stated interest rate on the \$2.9 billion of our senior unsecured notes is fixed. We entered into interest rate swap agreements to effectively convert the fixed interest rate on \$0.7 billion of the senior unsecured notes to floating interest rates based on six-month LIBOR. We hedged the debt in part to better align the interest expense on debt with the interest earned on cash equivalents held on our Consolidated Balance Sheets. The net interest rate risk of these items is immaterial.

Credit Risk

We are exposed to credit risk within our investment portfolio, including our loan portfolio, and through our derivative and reinsurance activities. Credit risk relates to the uncertainty of an obligor’s continued ability to make timely payments in accordance with the contractual terms of the financial instrument or contract. We consider our total potential credit exposure to each counterparty and its affiliates to ensure compliance with pre-established credit guidelines at the time we enter into a transaction which would potentially increase our credit risk. These guidelines and oversight of credit risk are managed through a comprehensive enterprise risk management program that includes members of senior management.

We manage the risk of credit-related losses in the event of nonperformance by counterparties by applying disciplined fundamental credit analysis and underwriting standards, prudently limiting exposures to lower-quality, higher-yielding investments, and diversifying exposures by issuer, industry, region and underlying investment type. We remain exposed to occasional adverse cyclical economic downturns during which default rates may be significantly higher than the long-term historical average used in pricing.

We manage our credit risk related to over-the-counter derivatives by entering into transactions with creditworthy counterparties, maintaining collateral arrangements and through the use of master netting arrangements that provide for a single net payment to be made by one counterparty to another at each due date and upon termination. Generally, our current credit exposure on over-the-counter derivative contracts is limited to a derivative counterparty's net positive fair value of derivative contracts after taking into consideration the existence of netting arrangements and any collateral received. This exposure is monitored and managed to an acceptable threshold level.

The counterparty risk for centrally cleared over-the-counter derivatives is transferred to a central clearing party through contract novation. Because the central clearing party monitors open positions and adjusts collateral requirements daily, we have minimal credit exposure from such derivative instruments.

Exchange-traded derivatives are effected through regulated exchanges that require contract standardization and initial margin to transact through the exchange. Because exchange-traded futures are marked to market and generally cash settled on a daily basis, we have minimal exposure to credit-related losses in the event of nonperformance by counterparties to such derivative instruments. Other exchange-traded derivatives would be exposed to nonperformance by counterparties for amounts in excess of initial margin requirements only if the exchange is unable to fulfill the contract.

We manage our credit risk related to reinsurance treaties by evaluating the financial condition of reinsurance counterparties prior to entering into new reinsurance treaties. In addition, we regularly evaluate their financial strength during the terms of the treaties. As of December 31, 2017, our largest reinsurance credit risk is related to a long term care coinsurance treaty with life insurance subsidiaries of Genworth Financial, Inc. See Note 7 to our Consolidated Financial Statements for additional information on reinsurance.

Item 8. Financial Statements and Supplementary Data

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Ameriprise Financial, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Ameriprise Financial, Inc. and its subsidiaries as of December 31, 2017 and 2016, and the related consolidated statements of operations, comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2017, including the related notes and the financial statement schedule listed in the index appearing under Item 15(a)(2) (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2017 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP
Minneapolis, Minnesota
February 22, 2018

We have served as the Company's auditor since 2010.

Ameriprise Financial, Inc.

Consolidated Statements of Operations

	Years Ended December 31,		
	2017	2016	2015
	(in millions, except per share amounts)		
Revenues			
Management and financial advice fees	\$ 6,392	\$ 5,778	\$ 5,950
Distribution fees	1,770	1,795	1,847
Net investment income	1,509	1,576	1,688
Premiums	1,394	1,491	1,455
Other revenues	1,010	1,095	1,260
Total revenues	<u>12,075</u>	<u>11,735</u>	<u>12,200</u>
Banking and deposit interest expense	48	39	30
Total net revenues	<u>12,027</u>	<u>11,696</u>	<u>12,170</u>
Expenses			
Distribution expenses	3,399	3,202	3,276
Interest credited to fixed accounts	656	623	668
Benefits, claims, losses and settlement expenses	2,233	2,646	2,261
Amortization of deferred acquisition costs	267	415	354
Interest and debt expense	207	241	387
General and administrative expense	3,051	2,977	3,082
Total expenses	<u>9,813</u>	<u>10,104</u>	<u>10,028</u>
Pretax income	2,214	1,592	2,142
Income tax provision	734	278	455
Net income	<u>1,480</u>	<u>1,314</u>	<u>1,687</u>
Less: Net income attributable to noncontrolling interests	—	—	125
Net income attributable to Ameriprise Financial	<u>\$ 1,480</u>	<u>\$ 1,314</u>	<u>\$ 1,562</u>
Earnings per share			
Basic	\$ 9.60	\$ 7.90	\$ 8.60
Diluted	\$ 9.44	\$ 7.81	\$ 8.48
Cash dividends declared per common share	\$ 3.24	\$ 2.92	\$ 2.59
Supplemental Disclosures:			
Total other-than-temporary impairment losses on securities	\$ (1)	\$ (2)	\$ (8)
Portion of loss recognized in other comprehensive income (before taxes)	—	1	—
Net impairment losses recognized in net investment income	<u>\$ (1)</u>	<u>\$ (1)</u>	<u>\$ (8)</u>

See Notes to Consolidated Financial Statements.

Ameriprise Financial, Inc.**Consolidated Statements of Comprehensive Income**

	Years Ended December 31,		
	2017	2016	2015
	(in millions)		
Net income	\$ 1,480	\$ 1,314	\$ 1,687
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustment	(8)	(76)	(90)
Net unrealized gains (losses) on securities	7	47	(360)
Net unrealized gains (losses) on derivatives	3	4	1
Defined benefit plans	28	(34)	(20)
Other	(1)	—	—
Total other comprehensive income (loss), net of tax	29	(59)	(469)
Total comprehensive income	1,509	1,255	1,218
Less: Comprehensive income attributable to noncontrolling interests	—	—	65
Comprehensive income attributable to Ameriprise Financial	\$ 1,509	\$ 1,255	\$ 1,153

See Notes to Consolidated Financial Statements.

Ameriprise Financial, Inc.**Consolidated Balance Sheets**

	December 31,	
	2017	2016
	(in millions, except share amounts)	
Assets		
Cash and cash equivalents	\$ 2,484	\$ 2,318
Cash of consolidated investment entities	136	168
Investments	35,925	35,834
Investments of consolidated investment entities, at fair value	2,131	2,254
Separate account assets	87,368	80,210
Receivables	5,760	5,299
Receivables of consolidated investment entities, at fair value	25	11
Deferred acquisition costs	2,676	2,648
Restricted and segregated cash and investments	3,147	3,331
Other assets	7,818	7,748
Total assets	<u>\$ 147,470</u>	<u>\$ 139,821</u>
Liabilities and Equity		
Liabilities:		
Policyholder account balances, future policy benefits and claims	\$ 29,904	\$ 30,202
Separate account liabilities	87,368	80,210
Customer deposits	10,303	10,036
Short-term borrowings	200	200
Long-term debt	2,891	2,917
Debt of consolidated investment entities, at fair value	2,208	2,319
Accounts payable and accrued expenses	1,960	1,727
Other liabilities	6,575	5,823
Other liabilities of consolidated investment entities, at fair value	63	95
Total liabilities	<u>141,472</u>	<u>133,529</u>
Equity:		
Ameriprise Financial, Inc.:		
Common shares (\$.01 par value; shares authorized, 1,250,000,000; shares issued, 327,506,935 and 324,006,315, respectively)	3	3
Additional paid-in capital	8,085	7,765
Retained earnings	11,329	10,351
Treasury shares, at cost (180,872,271 and 169,246,411 shares, respectively)	(13,648)	(12,027)
Accumulated other comprehensive income, net of tax	229	200
Total equity	<u>5,998</u>	<u>6,292</u>
Total liabilities and equity	<u>\$ 147,470</u>	<u>\$ 139,821</u>

See Notes to Consolidated Financial Statements.

Ameriprise Financial, Inc.

Consolidated Statements of Equity

Ameriprise Financial, Inc.										
	Number of Outstanding Shares	Common Shares	Additional Paid-In Capital	Retained Earnings	Appropriated Retained Earnings of Consolidated Investment Entities	Treasury Shares	Accumulated Other Com- prehensive Income	Total Ameriprise Financial, Inc. Shareholders' Equity	Non-controlling Interests	Total
(in millions, except share data)										
Balances at January 1, 2015	183,109,509	\$ 3	\$ 7,345	\$ 8,443	\$ 234	\$ (8,589)	\$ 662	\$ 8,098	\$ 1,181	\$ 9,279
Comprehensive income:										
Net income	—	—	—	1,562	—	—	—	1,562	125	1,687
Other comprehensive loss, net of tax	—	—	—	—	—	—	(409)	(409)	(60)	(469)
Total comprehensive income								1,153	65	1,218
Net loss reclassified to appropriated retained earnings	—	—	—	—	(97)	—	—	(97)	97	—
Dividends to shareholders	—	—	—	(474)	—	—	—	(474)	—	(474)
Noncontrolling interests investments in subsidiaries	—	—	—	—	—	—	—	—	255	255
Distributions to noncontrolling interests	—	—	—	—	—	—	—	—	(415)	(415)
Repurchase of common shares	(14,951,703)	—	—	—	—	(1,815)	—	(1,815)	—	(1,815)
Share-based compensation plans	2,875,454	—	266	(6)	—	66	—	326	5	331
Balances at December 31, 2015	171,033,260	3	7,611	9,525	137	(10,338)	253	7,191	1,188	8,379
Cumulative effect of change in accounting policies	—	—	—	1	(137)	—	6	(130)	(1,188)	(1,318)
Comprehensive income:										
Net income	—	—	—	1,314	—	—	—	1,314	—	1,314
Other comprehensive loss, net of tax	—	—	—	—	—	—	(59)	(59)	—	(59)
Total comprehensive income								1,255	—	1,255
Dividends to shareholders	—	—	—	(489)	—	—	—	(489)	—	(489)
Repurchase of common shares	(18,367,742)	—	—	—	—	(1,751)	—	(1,751)	—	(1,751)
Share-based compensation plans	2,094,386	—	154	—	—	62	—	216	—	216
Balances at December 31, 2016	154,759,904	3	7,765	10,351	—	(12,027)	200	6,292	—	6,292
Comprehensive income:										
Net income	—	—	—	1,480	—	—	—	1,480	—	1,480
Other comprehensive loss, net of tax	—	—	—	—	—	—	29	29	—	29
Total comprehensive income								1,509	—	1,509
Dividends to shareholders	—	—	—	(502)	—	—	—	(502)	—	(502)
Repurchase of common shares	(12,388,348)	—	—	—	—	(1,675)	—	(1,675)	—	(1,675)
Share-based compensation plans	4,263,108	—	320	—	—	54	—	374	—	374
Balances at December 31, 2017	146,634,664	\$ 3	\$ 8,085	\$ 11,329	\$ —	\$ (13,648)	\$ 229	\$ 5,998	\$ —	\$ 5,998

See Notes to Consolidated Financial Statements.

Ameriprise Financial, Inc.

Consolidated Statements of Cash Flows

	Years Ended December 31,		
	2017	2016	2015
	(in millions)		
Cash Flows from Operating Activities			
Net income	\$ 1,480	\$ 1,314	\$ 1,687
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation, amortization and accretion, net	234	248	248
Deferred income tax expense (benefit)	156	(34)	(131)
Share-based compensation	121	134	145
Net realized investment (gains) losses	(50)	(16)	(14)
Net trading (gains) losses	(7)	(6)	(7)
Loss from equity method investments	117	54	14
Other-than-temporary impairments and provision for loan losses	—	4	9
Net (gains) losses of consolidated investment entities	5	(38)	(132)
Changes in operating assets and liabilities:			
Restricted and segregated investments	(198)	(24)	(401)
Deferred acquisition costs	(35)	55	(7)
Other investments, net	4	14	81
Policyholder account balances, future policy benefits and claims, net	(441)	8	494
Derivatives, net of collateral	595	59	93
Receivables	(457)	(150)	(277)
Brokerage deposits	(198)	310	337
Accounts payable and accrued expenses	206	173	82
Investment properties of consolidated investment entities	—	—	(114)
Other operating assets and liabilities of consolidated investment entities, net	—	(9)	95
Other, net	169	257	489
Net cash provided by (used in) operating activities	<u>1,701</u>	<u>2,353</u>	<u>2,691</u>
Cash Flows from Investing Activities			
Available-for-Sale securities:			
Proceeds from sales	454	366	294
Maturities, sinking fund payments and calls	4,957	4,421	4,542
Purchases	(5,419)	(6,498)	(4,562)
Proceeds from sales, maturities and repayments of mortgage loans	699	810	631
Funding of mortgage loans	(479)	(451)	(558)
Proceeds from sales and collections of other investments	269	253	236
Purchase of other investments	(487)	(291)	(306)
Purchase of investments by consolidated investment entities	(1,268)	(845)	(2,678)
Proceeds from sales, maturities and repayments of investments by consolidated investment entities	1,349	1,421	2,009
Purchase of land, buildings, equipment and software	(162)	(92)	(133)
Other, net	(112)	101	16
Net cash provided by (used in) investing activities	<u>\$ (199)</u>	<u>\$ (805)</u>	<u>\$ (509)</u>

See Notes to Consolidated Financial Statements.

Ameriprise Financial, Inc.

Consolidated Statements of Cash Flows (Continued)

	Years Ended December 31,		
	2017	2016	2015
	(in millions)		
Cash Flows from Financing Activities			
Investment certificates:			
Proceeds from additions	\$ 4,725	\$ 4,250	\$ 3,139
Maturities, withdrawals and cash surrenders	(4,262)	(3,155)	(2,509)
Policyholder account balances:			
Deposits and other additions	2,059	2,086	2,061
Net transfers to (from) separate accounts	(157)	127	(171)
Surrenders and other benefits	(1,893)	(1,932)	(2,714)
Cash paid for purchased options with deferred premiums	(282)	(341)	(392)
Cash received from purchased options with deferred premiums	116	276	16
Issuance of long-term debt, net of issuance costs	—	496	—
Repayments of long-term debt	(11)	(257)	(409)
Change in short-term borrowings, net	—	(1)	(1)
Dividends paid to shareholders	(491)	(479)	(465)
Repurchase of common shares	(1,485)	(1,707)	(1,741)
Exercise of stock options	15	9	16
Borrowings by consolidated investment entities	—	—	1,650
Repayments of debt by consolidated investment entities	(118)	(517)	(719)
Noncontrolling interests investments in subsidiaries	—	—	255
Distributions to noncontrolling interests	—	—	(415)
Other, net	(1)	3	3
Net cash provided by (used in) financing activities	(1,785)	(1,142)	(2,396)
Effect of exchange rate changes on cash	35	(75)	(21)
Net increase (decrease) in cash, cash equivalents and restricted cash	(248)	331	(235)
Cash, cash equivalents and restricted cash at beginning of period	5,392	5,407	5,642
Net cash outflows upon the deconsolidation of VIEs	—	(346)	—
Cash, cash equivalents and restricted cash at end of period	\$ 5,144	\$ 5,392	\$ 5,407
 Supplemental Disclosures:			
Interest paid excluding consolidated investment entities	\$ 181	\$ 163	\$ 186
Interest paid by consolidated investment entities	88	127	257
Income taxes paid, net	418	155	439
Non-cash investing activity:			
Partnership commitments not yet remitted	9	108	45
		December 31, 2017	December 31, 2016
		(in millions)	
Reconciliation of cash, cash equivalents and restricted cash:			
Cash and cash equivalents		\$ 2,484	\$ 2,318
Cash of consolidated investment entities		136	168
Restricted and segregated cash and investments		3,147	3,331
Less: Restricted and segregated investments		(623)	(425)
Total cash, cash equivalents and restricted cash per consolidated statements of cash flows		\$ 5,144	\$ 5,392

See Notes to Consolidated Financial Statements.

Notes to Consolidated Financial Statements

1. Basis of Presentation

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

The accompanying Consolidated Financial Statements include the accounts of Ameriprise Financial, Inc., companies in which it directly or indirectly has a controlling financial interest and variable interest entities ("VIEs") in which it is the primary beneficiary (collectively, the "Company"). All intercompany transactions and balances have been eliminated in consolidation. Effective January 1, 2016, the Company adopted ASU 2015-02 - Consolidation: Amendments to the Consolidation Analysis ("ASU 2015-02") and deconsolidated several collateralized loan obligations ("CLOs") and all previously consolidated property funds. The income or loss generated by consolidated entities which will not be realized by the Company's shareholders is attributed to noncontrolling interests in the Consolidated Statements of Operations. Noncontrolling interests are the ownership interests in subsidiaries not attributable, directly or indirectly, to Ameriprise Financial, Inc. and are classified as equity within the Consolidated Balance Sheets. The Company, excluding noncontrolling interests, is defined as "Ameriprise Financial." Upon adoption of ASU 2015-02, the Company no longer has noncontrolling interests primarily due to the deconsolidation of property funds. See Note 3 and Note 4 for additional information on recently adopted accounting pronouncements and VIEs.

The accompanying Consolidated Financial Statements are prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). The Company evaluated events or transactions that may have occurred after the balance sheet date for potential recognition or disclosure through the date the financial statements were issued.

In 2017, the Company recorded the following out-of-period corrections:

- an \$87 million decrease to other comprehensive income ("OCI") related to deferred taxes on currency translations adjustments.
- a \$12 million out-of-period correction related to a variable annuity model assumption that decreased amortization of deferred acquisition costs ("DAC") by \$8 million and decreased benefits, claims, losses and settlement expenses by \$4 million.
- a \$20 million decrease to income tax provision for a reversal of a tax reserve.

In 2016, the Company recorded a \$29 million increase to long term care ("LTC") reserves for an out-of-period correction related to its claim utilization factor.

In 2015, the Company recorded a capital lease that had previously been incorrectly recorded as an operating lease for Ameriprise Financial Center. The cumulative adjustment included a capital lease asset of \$70 million, net of accumulated depreciation, and a related capital lease obligation of \$60 million and a \$10 million increase in pretax income. The lease term for the Ameriprise Financial Center began in November 2000 and extends for 20 years, with several options to extend the term.

The impact of these out-of-period corrections was not material to current or prior period financial statements.

2. Summary of Significant Accounting Policies

Principles of Consolidation

A VIE is an entity that either has equity investors that lack certain essential characteristics of a controlling financial interest (including substantive voting rights, the obligation to absorb the entity's losses, or the rights to receive the entity's returns) or has equity investors that do not provide sufficient financial resources for the entity to support its activities.

Voting interest entities ("VOEs") are those entities that do not qualify as a VIE. The Company consolidates VOEs in which it holds a greater than 50% voting interest. The Company generally accounts for entities using the equity method when it holds a greater than 20% but less than 50% voting interest or when the Company exercises significant influence over the entity. All other investments that are not reported at fair value as trading or Available-for-Sale securities are accounted for under the cost method when the Company owns less than a 20% voting interest and does not exercise significant influence.

A VIE is consolidated by the reporting entity that determines it has both:

- the power to direct the activities of the VIE that most significantly impact the VIE's economic performance; and
- the obligation to absorb potentially significant losses or the right to receive potentially significant benefits to the VIE.

All VIEs are assessed for consolidation under this framework. When evaluating entities for consolidation, the Company considers its contractual rights in determining whether it has the power to direct the activities of the VIE that most significantly impact the VIEs economic performance. In determining whether the Company has this power, it considers whether it is acting in a role that enables it to direct the activities that most significantly impact the economic performance of an entity or if it is acting in an agent role.

In determining whether the Company has the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE, the Company considers an analysis of its rights to receive benefits such as investment returns and its obligation to absorb losses associated with any investment in the VIE in conjunction with other qualitative factors. Management and incentive fees that are at market and commensurate with the level of services provided, and where the Company

does not hold other interests in the VIE that would absorb more than an insignificant amount of the VIE's expected losses or receive more than an insignificant amount of the VIE's expected residual returns, are not considered a variable interest and are excluded from the analysis.

The consolidation guidance has a scope exception for reporting entities with interests in registered money market funds which do not have an explicit support agreement.

Foreign Currency Translation

Net assets of foreign subsidiaries, whose functional currency is other than the U.S. dollar, are translated into U.S. dollars based upon exchange rates prevailing at the end of each period. Revenues and expenses are translated at daily exchange rates during the period. The resulting translation adjustment, along with any related hedge and tax effects, are included in accumulated other comprehensive income ("AOCI"). The determination of the functional currency is based on the primary economic and other management indicators. Gains and losses from foreign currency transactions are included in the consolidated results of operations.

Amounts Based on Estimates and Assumptions

Accounting estimates are an integral part of the Consolidated Financial Statements. In part, they are based upon assumptions concerning future events. Among the more significant are those that relate to investment securities valuation and recognition of other-than-temporary impairments, DAC and the corresponding recognition of DAC amortization, valuation of derivative instruments and hedging activities, litigation and claims reserves and income taxes and the recognition of deferred tax assets and liabilities. These accounting estimates reflect the best judgment of management and actual results could differ.

Cash and Cash Equivalents

Cash equivalents include time deposits and other highly liquid investments with original or remaining maturities at the time of purchase of 90 days or less.

Investments

Available-for-Sale Securities

Available-for-Sale securities are carried at fair value with unrealized gains (losses) recorded in AOCI, net of impacts to DAC, deferred sales inducement costs ("DSIC"), unearned revenue, benefit reserves, reinsurance recoverables and income taxes. Gains and losses are recognized on a trade date basis in the Consolidated Statements of Operations upon disposition of the securities.

When the fair value of an investment is less than its amortized cost, the Company assesses whether or not: (i) it has the intent to sell the security (made a decision to sell) or (ii) it is more likely than not that the Company will be required to sell the security before its anticipated recovery. If either of these conditions exist, an other-than-temporary impairment is considered to have occurred and the Company recognizes an other-than-temporary impairment for the difference between the investment's amortized cost and its fair value through earnings. For securities that do not meet the above criteria and the Company does not expect to recover a security's amortized cost, the security is also considered other-than-temporarily impaired. For these securities, the Company separates the total impairment into the credit loss component and the amount of the loss related to other factors. The amount of the total other-than-temporary impairment related to credit loss is recognized in earnings. The amount of the total other-than-temporary impairment related to other factors is recognized in OCI, net of impacts to DAC, DSIC, unearned revenue, benefit reserves, reinsurance recoverables and income taxes. For Available-for-Sale securities that have recognized an other-than-temporary impairment through earnings, the difference between the amortized cost and the cash flows expected to be collected is accreted as interest income if through subsequent evaluation there is a sustained increase in the cash flow expected. Subsequent increases and decreases in the fair value of Available-for-Sale securities are included in OCI.

The Company provides a supplemental disclosure on the face of its Consolidated Statements of Operations that presents: (i) total other-than-temporary impairment losses recognized during the period and (ii) the portion of other-than-temporary impairment losses recognized in OCI. The sum of these amounts represents the credit-related portion of other-than-temporary impairments that were recognized in earnings during the period. The portion of other-than-temporary losses recognized in OCI includes: (i) the portion of other-than-temporary impairment losses related to factors other than credit recognized during the period and (ii) reclassifications of other-than-temporary impairment losses previously determined to be related to factors other than credit that are determined to be credit-related in the current period. The amount presented on the Consolidated Statements of Operations as the portion of other-than-temporary losses recognized in OCI excludes subsequent increases and decreases in the fair value of these securities.

For all securities that are considered temporarily impaired, the Company does not intend to sell these securities (has not made a decision to sell) and it is not more likely than not that the Company will be required to sell the security before recovery of its amortized cost basis. The Company believes that it will collect all principal and interest due on all investments that have amortized cost in excess of fair value that are considered only temporarily impaired.

Factors the Company considers in determining whether declines in the fair value of fixed maturity securities are other-than-temporary include: (i) the extent to which the market value is below amortized cost; (ii) the duration of time in which there has been a significant decline in value; (iii) fundamental analysis of the liquidity, business prospects and overall financial condition of the issuer; and (iv) market events that could impact credit ratings, economic and business climate, litigation and government actions, and similar external business factors. In order to determine the amount of the credit loss component for corporate debt securities considered other-

than-temporarily impaired, a best estimate of the present value of cash flows expected to be collected discounted at the security's effective interest rate is compared to the amortized cost basis of the security. The significant inputs to cash flow projections consider potential debt restructuring terms, projected cash flows available to pay creditors and the Company's position in the debtor's overall capital structure.

For structured investments (e.g., residential mortgage backed securities, commercial mortgage backed securities, asset backed securities and other structured investments), the Company also considers factors such as overall deal structure and its position within the structure, quality of underlying collateral, delinquencies and defaults, loss severities, recoveries, prepayments and cumulative loss projections in assessing potential other-than-temporary impairments of these investments. Based upon these factors, securities that have indicators of potential other-than-temporary impairment are subject to detailed review by management. Securities for which declines are considered temporary continue to be monitored by management until management determines there is no current risk of an other-than-temporary impairment.

Other Investments

Other investments primarily reflect the Company's interests in affordable housing partnerships, trading securities, seed money investments and syndicated loans. Affordable housing partnerships and seed money investments are accounted for under the equity method. Trading securities primarily include common stocks and trading bonds. Trading securities are carried at fair value with unrealized and realized gains (losses) recorded within net investment income.

Financing Receivables

Commercial Mortgage Loans, Syndicated Loans, and Consumer Loans

Commercial mortgage loans, syndicated loans and consumer loans are reflected within investments at amortized cost less the allowance for loan losses. Syndicated loans represent the Company's investment in below investment grade loan syndications. Consumer loans primarily consisted of residential mortgage loans at December 31, 2016. Interest income is accrued on the unpaid principal balances of the loans as earned.

Other Loans

Other loans consist of policy and certificate loans, advisor loans and brokerage margin loans. When originated, policy and certificate loan balances do not exceed the cash surrender value of the underlying products. As there is minimal risk of loss related to policy and certificate loans, the Company does not record an allowance for loan losses. Policy and certificate loans are reflected within investments at the unpaid principal balance, plus accrued interest.

The Company offers loans to financial advisors primarily for recruiting, transitional cost assistance and retention purposes. These loans are generally repaid over a five to nine-year period. Advisor loans are recorded within receivables at principal less an allowance for loan losses. Interest income is recognized as earned and reflected in other revenues. Recoverability of these loans is assessed through analysis of financial advisor retention, loan collection and other criteria. In the event that the financial advisor is no longer affiliated with the Company, any unpaid balance of such loan becomes immediately due.

The Company's broker dealer subsidiaries enter into lending arrangements with clients through the normal course of business, which are primarily based on customer margin levels. Margin loans are reported at the unpaid principal balance within receivables. The Company monitors the market value of collateral supporting the margin loans and requests additional collateral when necessary in order to mitigate the risk of loss. As there is minimal risk of loss related to margin loans, the allowance for loan losses is immaterial.

Nonaccrual Loans

Generally, loans are evaluated for or placed on nonaccrual status when either the collection of interest or principal has become 90 days past due or is otherwise considered doubtful of collection. When a loan is placed on nonaccrual status, unpaid accrued interest is reversed. Interest payments received on loans on nonaccrual status are generally applied to principal unless the remaining principal balance has been determined to be fully collectible.

Revolving unsecured consumer lines are charged off at 180 days past due. Closed-end consumer loans, other than loans secured by one to four family properties, are charged off at 120 days past due and are generally not placed on nonaccrual status. Loans secured by one to four family properties are impaired when management determines the assets are uncollectible and commences foreclosure proceedings on the property, at which time the loan is written down to fair value less selling costs and recorded as real estate owned in other assets. Commercial mortgage loans are evaluated for impairment when the loan is considered for nonaccrual status, restructured or foreclosure proceedings are initiated on the property. If it is determined that the fair value is less than the current loan balance, it is written down to fair value less selling costs. Foreclosed property is recorded as real estate owned in other assets. Syndicated loans are placed on nonaccrual status when management determines it will not collect all contractual principal and interest on the loan.

Allowance for Loan Losses

Management determines the adequacy of the allowance for loan losses based on the overall loan portfolio composition, recent and historical loss experience, and other pertinent factors, including when applicable, internal risk ratings, loan-to-value ("LTV") ratios, FICO scores of the borrower, debt service coverage and occupancy rates, along with economic and market conditions. This evaluation is inherently subjective as it requires estimates, which may be susceptible to significant change.

The Company determines the amount of the allowance based on management's assessment of relative risk characteristics of the loan portfolio. The allowance is recorded for homogeneous loan categories on a pool basis, based on an analysis of product mix and risk characteristics of the portfolio, including geographic concentration, bankruptcy experiences, and historical losses, adjusted for current trends and market conditions.

While the Company attributes portions of the allowance to specific loan pools as part of the allowance estimation process, the entire allowance is available to absorb losses inherent in the total loan portfolio. The allowance is increased through provisions charged to net investment income and reduced/increased by net charge-offs/recoveries.

In determining the allowance for loan losses for advisor loans, the Company considers its historical collection experience as well as other factors including amounts due at termination, the reasons for the terminated relationship, length of time since termination, and the former financial advisor's overall financial position. Concerns regarding the recoverability of these loans primarily arise in the event that the financial advisor is no longer affiliated with the Company. When the review of these factors indicates that further collection activity is highly unlikely, the outstanding balance of the loan is written-off and the related allowance is reduced. The provision for loan losses on advisor loans is recorded in distribution expenses.

Impaired Loans

The Company considers a loan to be impaired when, based on current information and events, it is probable the Company will not be able to collect all amounts due (both interest and principal) according to the contractual terms of the loan agreement. Impaired loans may also include loans that have been modified in troubled debt restructurings as a concession to borrowers experiencing financial difficulties. Management evaluates for impairment all restructured loans and loans with higher impairment risk factors. Factors used by the Company to determine whether all amounts due on commercial mortgage loans will be collected, include but are not limited to, the financial condition of the borrower, performance of the underlying properties, collateral and/or guarantees on the loan, and the borrower's estimated future ability to pay based on property type and geographic location. The evaluation of impairment on consumer loans is primarily driven by delinquency status of individual loans. The impairment recognized is measured as the excess of the loan's recorded investment over: (i) the present value of its expected principal and interest payments discounted at the loan's effective interest rate, (ii) the fair value of collateral or (iii) the loan's observable market price.

Restructured Loans

A loan is classified as a restructured loan when the Company makes certain concessionary modifications to contractual terms for borrowers experiencing financial difficulties. When the interest rate, minimum payments, and/or due dates have been modified in an attempt to make the loan more affordable to a borrower experiencing financial difficulties, the modification is considered a troubled debt restructuring. Generally, performance prior to the restructuring or significant events that coincide with the restructuring are considered in assessing whether the borrower can meet the new terms which may result in the loan being returned to accrual status at the time of the restructuring or after a performance period. If the borrower's ability to meet the revised payment schedule is not reasonably assured, the loan remains on nonaccrual status.

Separate Account Assets and Liabilities

Separate account assets and liabilities are primarily funds held for the benefit of variable annuity contractholders and variable life insurance policyholders, who have a contractual right to receive the benefits of their contract or policy and bear the related investment risk. Gains and losses on separate account assets accrue directly to the contractholder or policyholder and are not reported in the Company's Consolidated Statements of Operations. Separate account assets are recorded at fair value. Changes in the fair value of separate account assets are offset by changes in the related separate account liabilities.

Included in separate account assets and liabilities is the fair value of the pooled pension funds that are offered by Threadneedle.

Restricted and Segregated Cash and Investments

Amounts segregated under federal and other regulations are held in special reserve bank accounts for the exclusive benefit of the Company's brokerage customers.

Land, Buildings, Equipment and Software

Land, buildings, equipment and internally developed or purchased software are carried at cost less accumulated depreciation or amortization and are reflected within other assets. The Company uses the straight-line method of depreciation and amortization over periods ranging from three to 39 years. At December 31, 2017 and 2016, land, buildings, equipment and software were \$626 million and \$607 million, respectively, net of accumulated depreciation of \$1.9 billion and \$1.8 billion, respectively. Depreciation and amortization expense for the years ended December 31, 2017, 2016 and 2015 was \$141 million, \$149 million and \$150 million, respectively. Capitalized lease assets, net of accumulated depreciation, are included in land, buildings, equipment and software, and capital lease obligations are included in long-term debt.

Goodwill and Other Intangible Assets

Goodwill represents the amount of an acquired company's acquisition cost in excess of the fair value of assets acquired and liabilities assumed. The Company evaluates goodwill for impairment annually on the measurement date of July 1 and whenever events and circumstances indicate that an impairment may have occurred, such as a significant adverse change in the business climate or a decision to sell or dispose of a reporting unit. Impairment is the amount carrying value exceeds fair value and is evaluated at the

reporting unit level. The Company assesses various qualitative factors to determine whether impairment is likely to have occurred. If impairment were to occur, the Company would use the discounted cash flow method, a variation of the income approach.

Intangible assets are amortized over their estimated useful lives unless they are deemed to have indefinite useful lives. The Company evaluates the definite lived intangible assets remaining useful lives annually and tests for impairment whenever events and circumstances indicate that an impairment may have occurred, such as a significant adverse change in the business climate. For definite lived intangible assets, impairment to fair value is recognized if the carrying amount is not recoverable. Indefinite lived intangibles are also tested for impairment annually or whenever circumstances indicate an impairment may have occurred.

Goodwill and other intangible assets are reflected in other assets.

Derivative Instruments and Hedging Activities

Freestanding derivative instruments are recorded at fair value and are reflected in other assets or other liabilities. The Company's policy is to not offset fair value amounts recognized for derivatives and collateral arrangements executed with the same counterparty under the same master netting arrangement. The accounting for changes in the fair value of a derivative instrument depends on its intended use and the resulting hedge designation, if any. The Company primarily uses derivatives as economic hedges that are not designated as accounting hedges or do not qualify for hedge accounting treatment. The Company occasionally designates derivatives as (i) hedges of changes in the fair value of assets, liabilities, or firm commitments ("fair value hedges"), (ii) hedges of a forecasted transaction or of the variability of cash flows to be received or paid related to a recognized asset or liability ("cash flow hedges"), or (iii) hedges of foreign currency exposures of net investments in foreign operations ("net investment hedges in foreign operations").

Derivative instruments that are entered into for hedging purposes are designated as such at the time the Company enters into the contract. For all derivative instruments that are designated for hedging activities, the Company documents all of the hedging relationships between the hedge instruments and the hedged items at the inception of the relationships. Management also documents its risk management objectives and strategies for entering into the hedge transactions. The Company assesses, at inception and on a quarterly basis, whether derivatives designated as hedges are highly effective in offsetting the fair value or cash flows of hedged items. If it is determined that a derivative is no longer highly effective as a hedge, the Company will discontinue the application of hedge accounting.

For derivative instruments that do not qualify for hedge accounting or are not designated as accounting hedges, changes in fair value are recognized in current period earnings. Changes in fair value of derivatives are presented in the Consolidated Statements of Operations based on the nature and use of the instrument. Changes in fair value of derivatives used as economic hedges are presented in the Consolidated Statements of Operations with the corresponding change in the hedged asset or liability.

For derivative instruments that qualify as fair value hedges, changes in the fair value of the derivatives, as well as changes in the fair value of the hedged assets, liabilities or firm commitments, are recognized on a net basis in current period earnings. The carrying value of the hedged item is adjusted for the change in fair value from the designated hedged risk. If a fair value hedge designation is removed or the hedge is terminated prior to maturity, previous adjustments to the carrying value of the hedged item are recognized into earnings over the remaining life of the hedged item.

For derivative instruments that qualify as cash flow hedges, the effective portion of the gain or loss on the derivative instruments is reported in AOCI and reclassified into earnings when the hedged item or transaction impacts earnings. The amount that is reclassified into earnings is presented in the Consolidated Statements of Operations with the hedged instrument or transaction impact. Any ineffective portion of the gain or loss is reported in current period earnings as a component of net investment income. If a hedge designation is removed or a hedge is terminated prior to maturity, the amount previously recorded in AOCI is reclassified to earnings over the period that the hedged item impacts earnings. For hedge relationships that are discontinued because the forecasted transaction is not expected to occur according to the original strategy, any related amounts previously recorded in AOCI are recognized in earnings immediately.

For derivative instruments that qualify as net investment hedges in foreign operations, the effective portion of the change in fair value of the derivatives is recorded in AOCI as part of the foreign currency translation adjustment. Any ineffective portion of the net investment hedges in foreign operations is recognized in net investment income during the period of change.

The equity component of indexed annuities, indexed universal life ("IUL") and stock market certificate obligations are considered embedded derivatives. Additionally, certain annuities contain guaranteed minimum accumulation benefit ("GMAB") and guaranteed minimum withdrawal benefit ("GMWB") provisions. The GMAB and the non-life contingent benefits associated with GMWB provisions are also considered embedded derivatives.

See Note 14 for information regarding the Company's fair value measurement of derivative instruments and Note 16 for the impact of derivatives on the Consolidated Statements of Operations.

Deferred Acquisition Costs

The Company incurs costs in connection with acquiring new and renewal insurance and annuity businesses. The portion of these costs which are incremental and direct to the acquisition of a new or renewal insurance policy or annuity contract are deferred. Significant costs capitalized include sales based compensation related to the acquisition of new and renewal insurance policies and annuity contracts, medical inspection costs for successful sales, and a portion of employee compensation and benefit costs based upon the

amount of time spent on successful sales. Sales based compensation paid to advisors and employees and third-party distributors is capitalized. Employee compensation and benefits costs which are capitalized relate primarily to sales efforts, underwriting and processing. All other costs which are not incremental direct costs of acquiring an insurance policy or annuity contract are expensed as incurred. The DAC associated with insurance policies or annuity contracts that are significantly modified or internally replaced with another contract are accounted for as contract terminations. These transactions are anticipated in establishing amortization periods and other valuation assumptions.

The Company monitors other DAC amortization assumptions, such as persistency, mortality, morbidity, interest margin, variable annuity benefit utilization and maintenance expense levels each quarter and, when assessed independently, each could impact the Company's DAC balances.

The analysis of DAC balances and the corresponding amortization is a dynamic process that considers all relevant factors and assumptions described previously. Unless the Company's management identifies a significant deviation over the course of the quarterly monitoring, management reviews and updates these DAC amortization assumptions annually in the third quarter of each year.

Non-Traditional Long-Duration Products

For non-traditional long-duration products (including variable and fixed deferred annuity contracts, universal life ("UL") and variable universal life ("VUL") insurance products), DAC are amortized based on projections of estimated gross profits ("EGPs") over amortization periods equal to the approximate life of the business.

EGPs vary based on persistency rates (assumptions at which contractholders and policyholders are expected to surrender, make withdrawals from and make deposits to their contracts), mortality levels, client asset value growth rates (based on equity and bond market performance), variable annuity benefit utilization and interest margins (the spread between earned rates on invested assets and rates credited to contractholder and policyholder accounts) and are management's best estimates. Management regularly monitors financial market conditions and actual contractholder and policyholder behavior experience and compares them to its assumptions. These assumptions are updated whenever it appears that earlier estimates should be revised. When assumptions are changed, the percentage of EGPs used to amortize DAC might also change. A change in the required amortization percentage is applied retrospectively; an increase in amortization percentage will result in a decrease in the DAC balance and an increase in DAC amortization expense, while a decrease in amortization percentage will result in an increase in the DAC balance and a decrease in DAC amortization expense. The impact on results of operations of changing assumptions can be either positive or negative in any particular period and is reflected in the period in which such changes are made. At each balance sheet date, the DAC balance is adjusted for the effect that would result from the realization of unrealized gains or losses impacting EGPs, with the related change recognized through AOCI.

The client asset value growth rates are the rates at which variable annuity and VUL insurance contract values invested in separate accounts are assumed to appreciate in the future. The rates used vary by equity and fixed income investments. Management reviews and, where appropriate, adjusts its assumptions with respect to client asset value growth rates on a regular basis. The Company typically uses a five-year mean reversion process as a guideline in setting near-term equity fund growth rates based on a long-term view of financial market performance as well as recent actual performance. The suggested near-term equity fund growth rate is reviewed quarterly to ensure consistency with management's assessment of anticipated equity market performance. DAC amortization expense recorded in a period when client asset value growth rates exceed management's near-term estimate will typically be less than in a period when growth rates fall short of management's near-term estimate.

Traditional Long-Duration Products

For traditional long-duration products (including traditional life and disability income ("DI") insurance products), DAC are generally amortized as a percentage of premiums over amortization periods equal to the premium paying period. The assumptions made in calculating the DAC balance and DAC amortization expense are consistent with those used in determining the liabilities.

For traditional life and DI insurance products, the assumptions provide for adverse deviations in experience and are revised only if management concludes experience will be so adverse that DAC are not recoverable. If management concludes that DAC are not recoverable, DAC are reduced to the amount that is recoverable based on best estimate assumptions and there is a corresponding expense recorded in the Consolidated Statements of Operations.

Deferred Sales Inducement Costs

Sales inducement costs consist of bonus interest credits and premium credits added to certain annuity contract and insurance policy values. These benefits are capitalized to the extent they are incremental to amounts that would be credited on similar contracts without the applicable feature. The amounts capitalized are amortized using the same methodology and assumptions used to amortize DAC. DSIC is recorded in other assets, and amortization of DSIC is recorded in benefits, claims, losses and settlement expenses.

Reinsurance

The Company cedes insurance risk to other insurers under reinsurance agreements. The Company evaluates the financial condition of its reinsurers prior to entering into new reinsurance contracts and on a periodic basis during the contract term.

Reinsurance premiums paid and benefits received are accounted for consistently with the basis used in accounting for the policies from which risk is reinsured and consistently with the terms of the reinsurance contracts. Reinsurance premiums for traditional life, LTC, DI and auto and home, net of the change in any prepaid reinsurance asset, are reported as a reduction of premiums. UL and VUL reinsurance premiums are reported as a reduction of other revenues. In addition, for UL and VUL insurance policies, the net cost of reinsurance ceded, which represents the discounted amount of the expected cash flows between the reinsurer and the Company, is classified as an asset or contra asset and amortized over the estimated life of the policies in proportion to the estimated gross profits and is subject to retrospective adjustment in a manner similar to retrospective adjustment of DAC. The assumptions used to project the expected cash flows are consistent with those used for DAC valuation for the same contracts. Changes in the net cost of reinsurance are reflected as a component of other revenues. Reinsurance recoveries are reported as components of benefits, claims, losses and settlement expenses.

Insurance liabilities are reported before the effects of reinsurance. Policyholder account balances, future policy benefits and claims recoverable under reinsurance contracts are recorded within receivables.

The Company also assumes life insurance and fixed annuity risk from other insurers in limited circumstances. Reinsurance premiums received and benefits paid are accounted for consistently with the basis used in accounting for the policies from which risk is reinsured and consistently with the terms of the reinsurance contracts. Liabilities for assumed business are recorded within policyholder account balances, future policy benefits and claims.

See Note 7 for additional information on reinsurance.

Policyholder Account Balances, Future Policy Benefits and Claims

The Company establishes reserves to cover the risks associated with non-traditional and traditional long-duration products and short-duration products. Reserves for non-traditional long-duration products include the liabilities related to guaranteed benefit provisions added to variable annuity contracts, variable and fixed annuity contracts and UL and VUL policies and the embedded derivatives related to variable annuity contracts, indexed annuities and IUL insurance. Reserves for traditional long-duration products are established to provide adequately for future benefits and expenses for term life, whole life, DI and long term care (“LTC”) insurance products. Reserves for short-duration products are established to provide adequately for incurred losses primarily related to auto and home policies.

Changes in future policy benefits and claims are reflected in earnings in the period adjustments are made. Where applicable, benefit amounts expected to be recoverable from reinsurance companies who share in the risk are separately recorded as reinsurance recoverable within receivables.

Non-Traditional Long-Duration Products

The liabilities for non-traditional long-duration products include fixed account values on variable and fixed annuities and UL and VUL policies, liabilities for guaranteed benefits associated with variable annuities and embedded derivatives for variable annuities, indexed annuities and IUL products.

Liabilities for fixed account values on variable and fixed deferred annuities and UL and VUL policies are equal to accumulation values, which are the cumulative gross deposits and credited interest less withdrawals and various charges.

A portion of the Company’s UL and VUL policies have product features that result in profits followed by losses from the insurance component of the contract. These profits followed by losses can be generated by the cost structure of the product or secondary guarantees in the contract. The secondary guarantee ensures that, subject to specified conditions, the policy will not terminate and will continue to provide a death benefit even if there is insufficient policy value to cover the monthly deductions and charges. The liability for these future losses is determined by estimating the death benefits in excess of account value and recognizing the excess over the estimated life based on expected assessments (e.g. cost of insurance charges, contractual administrative charges, similar fees and investment margin). See Note 11 for information regarding the liability for contracts with secondary guarantees.

Liabilities for indexed annuity products and indexed accounts of IUL products are equal to the accumulation of host contract values covering guaranteed benefits and the fair value of embedded equity options.

The guaranteed minimum death benefit (“GMDB”) and gain gross-up (“GGU”) liability is determined by estimating the expected value of death benefits in excess of the projected contract accumulation value and recognizing the excess over the estimated life based on expected assessments (e.g., mortality and expense fees, contractual administrative charges and similar fees).

If elected by the contract owner and after a stipulated waiting period from contract issuance, a guaranteed minimum income benefit (“GMIB”) guarantees a minimum lifetime annuity based on a specified rate of contract accumulation value growth and predetermined annuity purchase rates. The GMIB liability is determined each period by estimating the expected value of annuitization benefits in excess of the projected contract accumulation value at the date of annuitization and recognizing the excess over the estimated life based on expected assessments.

The liability for the life contingent benefits associated with GMWB provisions is determined by estimating the expected value of benefits that are contingent upon survival after the account value is equal to zero and recognizing the benefits over the estimated life based on expected assessments (e.g., mortality and expense fees, contractual administrative charges and similar fees).

In determining the liabilities for GMDB, GGU, GMIB and the life contingent benefits associated with GMWB, the Company projects these benefits and contract assessments using actuarial models to simulate various equity market scenarios. Significant assumptions made in projecting future benefits and assessments relate to customer asset value growth rates, mortality, persistency, benefit utilization and investment margins and are consistent with those used for DAC valuation for the same contracts. As with DAC, management reviews and, where appropriate, adjusts its assumptions each quarter. Unless management identifies a material deviation over the course of quarterly monitoring, management reviews and updates these assumptions annually in the third quarter of each year.

See Note 11 for information regarding variable annuity guarantees.

The fair value of embedded derivatives related to GMAB and the non-life contingent benefits associated with GMWB provisions, indexed annuities and IUL fluctuate based on equity, interest rate and credit markets and the estimate of the Company's nonperformance risk, which can cause these embedded derivatives to be either an asset or a liability. See Note 14 for information regarding the fair value measurement of embedded derivatives.

Liabilities for fixed annuities in a benefit or payout status are based on future estimated payments using established industry mortality tables and interest rates.

Traditional Long-Duration Products

The liabilities for traditional long-duration products include liabilities for unpaid amounts on reported claims, estimates of benefits payable on claims incurred but not yet reported and estimates of benefits that will become payable on term life, whole life, DI and LTC policies as claims are incurred in the future.

Liabilities for unpaid amounts on reported life insurance claims are equal to the death benefits payable under the policies.

Liabilities for unpaid amounts on reported DI and LTC claims include any periodic or other benefit amounts due and accrued, along with estimates of the present value of obligations for continuing benefit payments. These unpaid amounts are calculated using anticipated claim continuance rates based on established industry tables, adjusted as appropriate for the Company's experience. The discount rates used to calculate present values are based on average interest rates earned on assets supporting the liability for unpaid amounts.

Liabilities for estimated benefits payable on claims that have been incurred but not yet reported are based on periodic analysis of the actual time lag between when a claim occurs and when it is reported.

Liabilities for estimates of benefits that will become payable on future claims on term life, whole life and DI insurance policies are based on the net level premium and LTC policies are based on a gross premium valuation reflecting management's current best estimate assumptions. Both include anticipated premium payments, mortality and morbidity rates, policy persistency and interest rates earned on assets supporting the liability. Anticipated mortality and morbidity rates are based on established industry mortality and morbidity tables, with modifications based on the Company's experience. Anticipated premium payments and persistency rates vary by policy form, issue age, policy duration and certain other pricing factors.

For term life, whole life, DI and LTC policies, the Company utilizes best estimate assumptions as of the date the policy is issued with provisions for the risk of adverse deviation, as appropriate. After the liabilities are initially established, management performs premium deficiency tests using best estimate assumptions without provisions for adverse deviation annually in the third quarter of each year unless management identifies a material deviation over the course of quarterly monitoring. If the liabilities determined based on these best estimate assumptions are greater than the net reserves (i.e., GAAP reserves net of any DAC balance), the existing net reserves are adjusted by first reducing the DAC balance by the amount of the deficiency or to zero through a charge to current period earnings. If the deficiency is more than the DAC balance, then the net reserves are increased by the excess through a charge to current period earnings. If a premium deficiency is recognized, the assumptions as of the date of the loss recognition are locked in and used in subsequent periods. The assumptions for LTC insurance products are management's best estimate as of the date of loss recognition and thus no longer provide for adverse deviations in experience.

See Note 10 for information regarding the liabilities for traditional long-duration products.

Short-Duration Products

The liabilities for short-duration products primarily include auto and home reserves comprised of amounts determined from loss reports on individual claims, as well as amounts based on historical loss experience for losses incurred but not yet reported. Such liabilities are based on estimates. The Company's methods for making such estimates and for establishing the resulting liabilities are continually reviewed, and any adjustments are reflected in earnings in the period such adjustments are made.

Unearned Revenue Liability

The Company's UL and VUL policies require payment of fees or other policyholder assessments in advance for services to be provided in future periods. These charges are deferred as unearned revenue and amortized using estimated gross profits, similar to DAC. The unearned revenue liability is recorded in other liabilities and the amortization is recorded in other revenues.

For clients who pay financial planning fees prior to the advisor's delivery of the financial plan, the financial planning fees received in advance are deferred as unearned revenue until the plan is delivered to the client.

Share-Based Compensation

The Company measures and recognizes the cost of share-based awards granted to employees and directors based on the grant-date fair value of the award and recognizes the expense (net of estimated forfeitures) on a straight-line basis over the vesting period. Excess tax benefits or deficiencies are created upon distribution or exercise of awards. In 2016 and prior years, excess tax benefits were recognized in additional paid-in-capital and excess tax deficiencies were recognized either as an offset to accumulated excess tax benefits, if any, or in the income statement. Beginning in 2017, all excess tax benefits and tax deficiencies are recognized as income tax expense or benefit in the income statement. The fair value of each option is estimated on the grant date using a Black-Scholes option-pricing model. The Company recognizes the cost of share-based awards granted to independent contractors and performance share units granted to the Company's Executive Leadership Team on a fair value basis until fully vested.

Income Taxes

The Company's provision for income taxes represents the net amount of income taxes that the Company expects to pay or to receive from various taxing jurisdictions in connection with its operations. The Company provides for income taxes based on amounts that the Company believes it will ultimately owe taking into account the recognition and measurement for uncertain tax positions. Inherent in the provision for income taxes are estimates and judgments regarding the tax treatment of certain items.

In connection with the provision for income taxes, the Consolidated Financial Statements reflect certain amounts related to deferred tax assets and liabilities, which result from temporary differences between the assets and liabilities measured for financial statement purposes versus the assets and liabilities measured for tax return purposes.

The Company is required to establish a valuation allowance for any portion of its deferred tax assets that management believes will not be realized. Significant judgment is required in determining if a valuation allowance should be established and the amount of such allowance if required. Factors used in making this determination include estimates relating to the performance of the business. Consideration is given to, among other things in making this determination: (i) future taxable income exclusive of reversing temporary differences and carryforwards; (ii) future reversals of existing taxable temporary differences; (iii) taxable income in prior carryback years; and (iv) tax planning strategies. Management may need to identify and implement appropriate planning strategies to ensure its ability to realize deferred tax assets and reduce the likelihood of the establishment of a valuation allowance with respect to such assets. See Note 21 for additional information on the Company's valuation allowance.

Changes in tax rates and tax law are accounted for in the period of enactment. Deferred tax assets and liabilities are adjusted for the effect of a change in tax laws or rates and the effect is included in income from continuing operations. See Note 21 for further discussion on the enactment of the legislation commonly referred to as the Tax Cuts and Jobs Act ("Tax Act") and the impact to the Company's provision for income taxes for the year ended December 31, 2017.

Revenue Recognition

The Company's management and financial advice fees are generally recognized when earned as the service is provided. A significant portion of the Company's management fees are calculated as a percentage of the fair value of its managed assets. A large majority of the Company's managed assets are valued by third party pricing service vendors based upon observable market data. The selection of the Company's third party pricing service vendors and the reliability of their prices are subject to certain governance procedures, such as exception reporting, subsequent transaction testing, and annual due diligence of the Company's vendors, which includes assessing the vendor's valuation qualifications, control environment, analysis of asset-class specific valuation methodologies and understanding of sources of market observable assumptions.

The Company may receive performance-based incentive management fees on certain management contracts. Performance fees are paid when specific performance hurdles are met. The Company recognizes performance fees on the date the fee is no longer subject to adjustment. Any performance fees received are not subject to repayment or any other clawback provisions.

Certain management and financial advice fees are charged based on an annual fee or a transaction fee. These fees include financial planning, certain custodial and fund administration and brokerage fees. Fees from financial planning services are recognized when the financial plan is delivered. Annual custodial and fund administration fees are recognized evenly as service is provided over the contract period. Transaction based brokerage fees are recognized on the transaction date.

Mortality and expense risk fees are generally calculated as a percentage of the fair value of assets held in separate accounts and recognized when assessed.

Point-of-sale fees (such as mutual fund front-end sales loads) and asset-based fees (such as 12b-1 distribution and shareholder service fees) are generally based on a contractual percentage of assets and recognized when earned. Amounts received under marketing support arrangements for sales of mutual funds and other companies' products, such as through the Company's wrap accounts, as well as surrender charges on UL and VUL insurance and annuities, are recognized when assessed.

Interest income is accrued as earned using the effective interest method, which makes an adjustment of the yield for security premiums and discounts on all performing fixed maturity securities classified as Available-for-Sale so that the related security or loan recognizes a constant rate of return on the outstanding balance throughout its term. When actual prepayments differ significantly from originally anticipated prepayments, the retrospective effective yield is recalculated to reflect actual payments to date and updated future payment assumptions and a catch-up adjustment is recorded in the current period. In addition, the new effective yield, which reflects anticipated

future payments, is used prospectively. Realized gains and losses on securities, other than trading securities and equity method investments, are recognized using the specific identification method on a trade date basis.

Premiums on auto and home insurance are net of reinsurance premiums and recognized ratably over the coverage period. Premiums on traditional life, health insurance and immediate annuities with a life contingent feature are net of reinsurance ceded and are recognized as revenue when due.

Variable annuity guaranteed benefit rider charges and cost of insurance charges on UL and VUL insurance (net of reinsurance premiums and cost of reinsurance for universal life insurance products) are recognized as revenue when assessed.

3. Recent Accounting Pronouncements

Adoption of New Accounting Standards

Statement of Cash Flows – Restricted Cash

In November 2016, the Financial Accounting Standards Board (“FASB”) updated the accounting standards related to the classification of restricted cash on the statement of cash flows. The update requires entities to include restricted cash and restricted cash equivalents in cash and cash equivalent balances on the statement of cash flows and disclose a reconciliation between the balances on the statement of cash flows and the balance sheet. The standard is effective for interim and annual periods beginning after December 15, 2017, with early adoption permitted. The Company early adopted the standard for the interim period ended March 31, 2017 on a retrospective basis. As a result of the adoption of the standard, restricted cash balances of \$2.5 billion and \$2.9 billion at December 31, 2017 and 2016, respectively, are included in the cash and cash equivalents balances on the Company’s consolidated statements of cash flows. The impact of the change in restricted cash resulted in a \$358 million increase and a \$66 million decrease to the Company’s operating cash flows for the years ended December 31, 2016 and 2015, respectively.

Statement of Cash Flows – Classification of Certain Cash Receipts and Cash Payments

In August 2016, the FASB updated the accounting standards related to classification of certain cash receipts and cash payments on the statement of cash flows. The update includes amendments to address diversity in practice for the classification of eight specific cash flow activities. The specific amendments the Company evaluated include the classification of debt prepayment and extinguishment costs, contingent consideration payments, proceeds from insurance settlements and corporate owned life insurance settlements, distributions from equity method investees and the application of the predominance principle to separately identifiable cash flows. The standard is effective for interim and annual periods beginning after December 15, 2017. Early adoption is permitted and all amendments must be adopted during the same period. The Company early adopted the standard for the interim period ended March 31, 2017 on a retrospective basis. The adoption of the standard did not have a material impact on the Company’s operating, investing or financing cash flows.

Compensation – Stock Compensation

In March 2016, the FASB updated the accounting standards related to employee share-based payments. The update requires all excess tax benefits and tax deficiencies to be recognized as income tax expense or benefit in the income statement. This change is required to be applied prospectively to excess tax benefits and tax deficiencies resulting from settlements after the date of adoption. No adjustment is recorded for any excess tax benefits or tax deficiencies previously recorded in additional paid in capital. The update also requires excess tax benefits to be classified along with other income tax cash flows as an operating activity in the statement of cash flows. This provision can be applied on either a prospective or retrospective basis. The update permits entities to make an accounting policy election to recognize forfeitures as they occur rather than estimating forfeitures to determine the recognition of expense for share-based payment awards. The standard is effective for interim and annual periods beginning after December 15, 2016 with early adoption permitted. The Company adopted the standard on January 1, 2017 on a prospective basis, except for the cash flow statement provision, which the Company applied on a retrospective basis. During periods in which the settlement date value differs materially from the grant date fair value of certain share-based payment awards, the Company may experience volatility in income tax recognized in its consolidated results of operations. During the year ended December 31, 2017, the Company recognized net excess tax benefits of \$70 million as a reduction to the income tax provision in the consolidated statements of operations. The Company maintained its accounting policy of estimating forfeitures. As a result of the adoption of the standard, net excess tax benefits of \$70 million, \$14 million and \$81 million for the years ended December 31, 2017, 2016 and 2015, respectively, are included in the Other, net line within operating cash flows on the Company’s consolidated statements of cash flows.

Consolidation

In February 2015, the FASB updated the accounting standard for consolidation. The update changes the accounting for the consolidation model for limited partnerships and VIEs and excludes certain money market funds from the consolidation analysis. Specific to the consolidation analysis of a VIE, the update clarifies consideration of fees paid to a decision maker and amends the related party guidance. The Company adopted the standard on January 1, 2016 using the modified retrospective approach. The adoption resulted in the deconsolidation of several CLOs and all property funds with a decrease of approximately \$6.2 billion of assets, \$4.9 billion of liabilities and \$1.3 billion of equity (noncontrolling interests and appropriated retained earnings of consolidated investment entities). Effective January 1, 2016, intercompany amounts between the Company and the deconsolidated CLOs and property funds are no longer eliminated in consolidation.

In August 2014, the FASB updated the accounting standard related to consolidation of collateralized financing entities. The update applies to reporting entities that consolidate a collateralized financing entity and measures all financial assets and liabilities of the collateralized financing entity at fair value. The update provides a measurement alternative which would allow an entity to measure both the financial assets and financial liabilities at the fair value of the more observable of the fair value of the financial assets or financial liabilities. When the measurement alternative is elected, the reporting entity's net income should reflect its own economic interests in the collateralized financing entity, including changes in the fair value of the beneficial interests retained by the reporting entity and beneficial interests that represent compensation for services. If the measurement alternative is not elected, the financial assets and financial liabilities should be measured separately in accordance with the requirements of the fair value accounting standard. Any difference in the fair value of the assets and liabilities would be recorded to net income attributable to the reporting entity. The Company adopted the standard on January 1, 2016 and elected the measurement alternative using the modified retrospective approach. The adoption of the standard did not have a material impact on the Company's consolidated results of operations and financial condition after the deconsolidation of several CLOs noted above.

Future Adoption of New Accounting Standards

Income Statement – Reporting Comprehensive Income

In February 2018, the FASB updated the accounting standards related to the presentation of tax effects stranded in OCI. The update allows a reclassification from AOCI to retained earnings for tax effects stranded in AOCI resulting from the Tax Act. The update is optional and entities may elect not to reclassify the stranded tax effects. The update is effective for fiscal years beginning after December 15, 2018. Entities may elect to record the impacts either in the period of adoption or retrospectively to each period (or periods) in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Act is recognized. Early adoption is permitted in any period. The Company is currently evaluating the impact of the update on its consolidated financial condition.

Derivatives and Hedging – Targeted Improvements to Accounting for Hedging Activities

In August 2017, the FASB updated the accounting standards to amend the hedge accounting recognition and presentation requirements. The objectives of the update are to better align the financial reporting of hedging relationships to the economic results of an entity's risk management activities and simplify the application of the hedge accounting guidance. The update also adds new disclosures and amends existing disclosure requirements. The standard is effective for interim and annual periods beginning after December 15, 2018, and should be applied on a modified retrospective basis. Early adoption is permitted. The Company is currently evaluating the impact of the standard on its consolidated results of operations and financial condition.

Receivables – Premium Amortization on Purchased Callable Debt Securities

In March 2017, the FASB updated the accounting standards to shorten the amortization period for certain purchased callable debt securities held at a premium. Under current guidance, premiums are generally amortized over the contractual life of the security. The amendments require the premium to be amortized to the earliest call date. The update applies to securities with explicit, non-contingent call features that are callable at fixed prices and on preset dates. The standard is effective for interim and annual periods beginning after December 15, 2018, and should be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. Early adoption is permitted. The update is not expected to have a material impact on the Company's consolidated results of operations or financial condition.

Intangibles – Goodwill and Other – Simplifying the Test for Goodwill Impairment

In January 2017, the FASB updated the accounting standards to simplify the accounting for goodwill impairment. The update removes the hypothetical purchase price allocation (Step 2) of the goodwill impairment test. Goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value. The standard is effective for interim and annual periods beginning after December 15, 2019, and should be applied prospectively with early adoption permitted for any impairment tests performed after January 1, 2017. The update is not expected to have a material impact on the Company's consolidated results of operations or financial condition.

Income Taxes – Intra-Entity Transfers of Assets Other Than Inventory

In October 2016, the FASB updated the accounting standards related to the recognition of income tax impacts on intra-entity transfers. The update requires entities to recognize the income tax consequences of intra-entity transfers, other than inventory, upon the transfer of the asset. The update requires the selling entity to recognize a current tax expense or benefit and the purchasing entity to recognize a deferred tax asset or liability when the transfer occurs. The standard is effective for interim and annual periods beginning after December 15, 2017. The Company adopted the standard on January 1, 2018. The adoption of the standard did not have an impact on the Company's consolidated results of operations or financial condition.

Financial Instruments – Measurement of Credit Losses

In June 2016, the FASB updated the accounting standards related to accounting for credit losses on certain types of financial instruments. The update replaces the current incurred loss model for estimating credit losses with a new model that requires an entity to estimate the credit losses expected over the life of the asset. Generally, the initial estimate of the expected credit losses and subsequent changes in the estimate will be reported in current period earnings and recorded through an allowance for credit losses on the balance sheet. The current credit loss model for Available-for-Sale debt securities does not change; however, the credit loss calculation and subsequent recoveries are required to be recorded through an allowance. The standard is effective for interim and

annual periods beginning after December 15, 2019. Early adoption will be permitted for interim and annual periods beginning after December 15, 2018. A modified retrospective cumulative adjustment to retained earnings should be recorded as of the first reporting period in which the guidance is effective for loans, receivables, and other financial instruments subject to the new expected credit loss model. Prospective adoption is required for establishing an allowance related to Available-for-Sale debt securities, certain beneficial interests, and financial assets purchased with a more-than-insignificant amount of credit deterioration since origination. The Company is currently evaluating the impact of the standard on its consolidated results of operations and financial condition.

Leases – Recognition of Lease Assets and Liabilities on Balance Sheet

In February 2016, the FASB updated the accounting standards for leases. The update was issued to increase transparency and comparability for the accounting of lease transactions. The standard will require most lease transactions for lessees to be recorded on the balance sheet as lease assets and lease liabilities and both quantitative and qualitative disclosures about leasing arrangements. The Company currently discloses information related to operating lease arrangements within Note 23. The standard is effective for interim and annual periods beginning after December 15, 2018 with early adoption permitted. The update should be applied at the beginning of the earliest period presented using a modified retrospective approach. The Company is currently evaluating the impact of the standard on its consolidated results of operations and financial condition.

Financial Instruments – Recognition and Measurement of Financial Assets and Financial Liabilities

In January 2016, the FASB updated the accounting standards on the recognition and measurement of financial instruments. The update requires entities to carry marketable equity securities, excluding investments in securities that qualify for the equity method of accounting, at fair value with changes in fair value reflected in net income each reporting period. The update affects other aspects of accounting for equity instruments, as well as the accounting for financial liabilities utilizing the fair value option. The update eliminates the requirement to disclose the methods and assumptions used to estimate the fair value of financial assets or liabilities held at cost on the balance sheet and requires entities to use the exit price notion when measuring the fair value of financial instruments. The standard is effective for interim and annual periods beginning after December 15, 2017. The Company adopted the standard on January 1, 2018 using a modified retrospective approach. The adoption of the standard did not have a material impact on the Company's consolidated results of operations or financial condition.

Revenue from Contracts with Customers

In May 2014, the FASB updated the accounting standards for revenue from contracts with customers. The update provides a five-step revenue recognition model for all revenue arising from contracts with customers and affects all entities that enter into contracts to provide goods or services to their customers (unless the contracts are in the scope of other standards). The standard also updates the accounting for certain costs associated with obtaining and fulfilling a customer contract and requires disclosure of quantitative and qualitative information that enables users of financial statements to understand the nature, amount, timing, and uncertainty of revenues and cash flows arising from contracts with customers. The standard is effective for interim and annual periods beginning after December 15, 2017 and early adoption is permitted for interim and annual periods beginning after December 15, 2016. The standard may be applied retrospectively for all periods presented or retrospectively with a cumulative-effect adjustment at the date of adoption. The Company adopted the revenue recognition guidance on a retrospective basis on January 1, 2018. The update does not apply to revenue associated with the manufacturing of insurance and annuity products or financial instruments as these revenues are in the scope of other standards. Therefore, the update did not have an impact on these revenues. The Company's implementation efforts included the identification of revenue within the guidance and the review of the customer contracts to determine the Company's performance obligation and the associated timing of each performance obligation. The Company has determined that certain payments received primarily related to franchise advisor fees should be presented as revenue rather than a reduction of expense. The Company expects the impact of this change to be an increase to both revenues and expenses of approximately \$95 million to \$120 million on an annual basis for the years ended December 31, 2017 and 2016. The adoption of the standard will not have other material impacts on the Company's consolidated results of operations and financial condition.

4. Variable Interest Entities

The Company provides asset management services to investment entities which are considered to be VIEs, such as collateralized loan obligations ("CLOs"), hedge funds, property funds, certain non-U.S. series funds (Open Ended Investment Companies and Societes d'Investissement A Capital Variable) and private equity funds (collectively, "investment entities"), which are sponsored by the Company. In addition, the Company invests in structured investments other than CLOs and certain affordable housing partnerships which are considered VIEs. The Company consolidates certain investment entities (collectively, "consolidated investment entities") if the Company is deemed to be the primary beneficiary. The Company has no obligation to provide financial or other support to the non-consolidated VIEs beyond its investment nor has the Company provided any support to these entities.

See Note 2 for further discussion of the Company's accounting policy on consolidation.

CLOs

CLOs are asset backed financing entities collateralized by a pool of assets, primarily syndicated loans and, to a lesser extent, high-yield bonds. Multiple tranches of debt securities are issued by a CLO, offering investors various maturity and credit risk characteristics. The debt securities issued by the CLOs are non-recourse to the Company. The CLO's debt holders have recourse only to the assets of the CLO. The assets of the CLOs cannot be used by the Company. Scheduled debt payments are based on the performance of the CLO's collateral pool. The Company earns management fees from the CLOs based on the CLO's collateral pool

and, in certain instances, may also receive incentive fees. The fee arrangement is at market and commensurate with the level of effort required to provide those services. The Company has invested in a portion of the unrated, junior subordinated notes of certain CLOs.

The Company's maximum exposure to loss with respect to non-consolidated CLOs is limited to its amortized cost, which was \$6 million and \$9 million as of December 31, 2017 and 2016, respectively. The Company classifies these investments as Available-for-Sale securities. See Note 5 for additional information on these investments.

Property Funds

The Company provides investment advice and related services to property funds some of which are considered VIEs. For investment management services, the Company generally earns management fees based on the market value of assets under management, and in certain instances may also receive performance-based fees. The fee arrangement is at market and commensurate with the level of effort required to provide those services. The Company does not have a significant economic interest and is not required to consolidate any of the property funds. The carrying value of the Company's investment in property funds is reflected in other investments and was \$24 million and \$26 million as of December 31, 2017 and 2016, respectively.

Hedge Funds and Private Equity Funds

The Company has determined that consolidation is not required for hedge funds and private equity funds which are sponsored by the Company and considered VIEs. For investment management services, the Company earns management fees based on the market value of assets under management, and in certain instances may also receive performance-based fees. The fee arrangement is at market and commensurate with the level of effort required to provide those services and the Company does not have a significant economic interest in any fund. The Company's maximum exposure to loss with respect to its investment in these entities is limited to its carrying value. The carrying value of the Company's investment in these entities is reflected in other investments and was \$7 million and \$13 million as of December 31, 2017 and 2016, respectively.

Non-U.S. Series Funds

The Company manages non-U.S. series funds, which are considered VIEs. For investment management services, the Company earns management fees based on the market value of assets under management, and in certain instances may also receive performance-based fees. The fee arrangement is at market and commensurate with the level of effort required to provide those services. The Company does not consolidate these funds and its maximum exposure to loss is limited to its carrying value. The carrying value of the Company's investment in these funds is reflected in other investments and was \$25 million and \$33 million as of December 31, 2017 and 2016, respectively.

Affordable Housing Partnerships and Other Real Estate Partnerships

The Company is a limited partner in affordable housing partnerships that qualify for government-sponsored low income housing tax credit programs and partnerships that invest in multi-family residential properties that were originally developed with an affordable housing component. The Company has determined it is not the primary beneficiary and therefore does not consolidate these partnerships.

A majority of the limited partnerships are VIEs. The Company's maximum exposure to loss as a result of its investment in the VIEs is limited to the carrying value. The carrying value is reflected in other investments and was \$408 million and \$482 million as of December 31, 2017 and 2016, respectively. The Company had a \$97 million and \$135 million liability recorded as of December 31, 2017 and 2016, respectively, related to original purchase commitments not yet remitted to the VIEs. The Company has not provided any additional support and is not contractually obligated to provide additional support to the VIEs beyond the above mentioned funding commitments.

Structured Investments

The Company invests in structured investments which are considered VIEs for which it is not the sponsor. These structured investments typically invest in fixed income instruments and are managed by third parties and include asset backed securities, commercial mortgage backed securities and residential mortgage backed securities. The Company classifies these investments as Available-for-Sale securities. The Company has determined that it is not the primary beneficiary of these structures due to the size of the Company's investment in the entities and position in the capital structure of these entities. The Company's maximum exposure to loss as a result of its investment in these structured investments is limited to its carrying value. See Note 5 for additional information on these structured investments.

Fair Value of Assets and Liabilities

The Company categorizes its fair value measurements according to a three-level hierarchy. See Note 14 for the definition of the three levels of the fair value hierarchy.

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

	December 31, 2017			
	Level 1	Level 2	Level 3	Total
	(in millions)			
Assets				
Investments:				
Corporate debt securities	\$ —	\$ 27	\$ —	\$ 27
Common stocks	18	8	4	30
Other investments	5	—	—	5
Syndicated loans	—	1,889	180	2,069
Total investments	23	1,924	184	2,131
Receivables	—	25	—	25
Total assets at fair value	\$ 23	\$ 1,949	\$ 184	\$ 2,156
Liabilities				
Debt ⁽¹⁾	\$ —	\$ 2,208	\$ —	\$ 2,208
Other liabilities	—	63	—	63
Total liabilities at fair value	\$ —	\$ 2,271	\$ —	\$ 2,271
December 31, 2016				
	Level 1	Level 2	Level 3	Total
(in millions)				
Assets				
Investments:				
Corporate debt securities	\$ —	\$ 19	\$ —	\$ 19
Common stocks	22	6	5	33
Other investments	4	—	—	4
Syndicated loans	—	1,944	254	2,198
Total investments	26	1,969	259	2,254
Receivables	—	11	—	11
Total assets at fair value	\$ 26	\$ 1,980	\$ 259	\$ 2,265
Liabilities				
Debt ⁽¹⁾	\$ —	\$ 2,319	\$ —	\$ 2,319
Other liabilities	—	95	—	95
Total liabilities at fair value	\$ —	\$ 2,414	\$ —	\$ 2,414

⁽¹⁾ The carrying value of the CLOs' debt is set equal to the fair value of the CLOs' assets. The estimated fair value of the CLOs' debt was \$2.2 billion and \$2.3 billion as of December 31, 2017 and 2016, respectively.

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

	<u>Corporate Debt Securities</u>	<u>Common Stocks</u>	<u>Syndicated Loans</u>
Balance, January 1, 2017	\$ —	\$ 5	\$ 254
Total gains (losses) included in:			
Net income	—	(1) ⁽¹⁾	—
Purchases	—	3	146
Sales	(2)	(2)	(28)
Settlements	—	—	(70)
Transfers into Level 3	2	7	266
Transfers out of Level 3	—	(8)	(388)
Balance, December 31, 2017	<u>\$ —</u>	<u>\$ 4</u>	<u>\$ 180</u>

Changes in unrealized gains (losses) included in income relating to assets and liabilities held at December 31, 2017

	\$ —	\$ (1) ⁽¹⁾	\$ (1) ⁽¹⁾
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	<u>Common Stocks</u>	<u>Syndicated Loans</u>	<u>Other Assets</u>	<u>Debt</u>
	(in millions)			
Balance, January 1, 2016	\$ 3	\$ 529	\$ 2,065	\$ (6,630)
Cumulative effect of change in accounting policies ⁽²⁾	(2)	(304)	(2,065)	6,630
Balance, January 1, 2016, as adjusted	<u>1</u>	<u>225</u>	<u>—</u>	<u>—</u>
Total gains (losses) included in:				
Net income	2 ⁽¹⁾	7 ⁽¹⁾	1 ⁽³⁾	—
Purchases	1	145	—	—
Sales	—	(24)	(1)	—
Settlements	—	(69)	—	—
Transfers into Level 3	3	405	—	—
Transfers out of Level 3	(2)	(435)	—	—
Balance, December 31, 2016	<u>\$ 5</u>	<u>\$ 254</u>	<u>\$ —</u>	<u>\$ —</u>

Changes in unrealized gains (losses) included in income relating to assets and liabilities held at December 31, 2016

	\$ 1 ⁽¹⁾	\$ 3 ⁽¹⁾	\$ —	\$ —
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	Common Stocks	Syndicated Loans	Other Assets	Debt
	(in millions)			
Balance, January 1, 2015	\$ 7	\$ 484	\$ 1,935	\$ (6,030)
Total gains (losses) included in:				
Net income	(1) ⁽¹⁾	(24) ⁽¹⁾	170 ⁽³⁾	215 ⁽¹⁾
Other comprehensive income (loss)	—	—	(154)	—
Purchases	—	303	638	—
Sales	—	(36)	(524)	—
Issues	—	—	—	(1,267)
Settlements	—	(161)	—	452
Transfers into Level 3	7	776	—	—
Transfers out of Level 3	(10)	(813)	—	—
Balance, December 31, 2015	<u>\$ 3</u>	<u>\$ 529</u>	<u>\$ 2,065</u>	<u>\$ (6,630)</u>

Changes in unrealized gains (losses) included in income relating to assets and liabilities held at December 31, 2015	\$ —	\$ (19) ⁽¹⁾	\$ 20 ⁽³⁾	\$ 219 ⁽¹⁾
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⁽¹⁾ Included in net investment income in the Consolidated Statements of Operations.

⁽²⁾ The cumulative effect of change in accounting policies includes the adoption impact of ASU 2015-02 and ASU 2014-13 – Consolidation: Measuring the Financial Assets and the Financial Liabilities of a Consolidated Collateralized Financing Entity (“ASU 2014-13”).

⁽³⁾ Included in other revenues in the Consolidated Statements of Operations.

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

All Level 3 measurements as of December 31, 2017 and 2016 were obtained from non-binding broker quotes where unobservable inputs utilized in the fair value calculation are not reasonably available to the Company.

Determination of Fair Value

Assets

Investments

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

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

See Note 14 for a description of the Company’s determination of the fair value of corporate debt securities, common stocks and other investments.

Receivables

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

Other Assets

At December 31, 2015, other assets primarily consisted of properties held in consolidated property funds managed by Threadneedle and were classified as Level 3. The property funds were deconsolidated effective January 1, 2016 upon the adoption of ASU 2015-02.

Liabilities

Debt

Effective January 1, 2016, the Company adopted ASU 2014-13 and elected the measurement alternative, which allows an entity to measure both the financial assets and financial liabilities at the fair value of the more observable of the fair value of the financial assets or financial liabilities. See Note 3 for additional information on ASU 2014-13. The fair value of the CLOs' assets, typically syndicated bank loans, is more observable than the fair value of the CLOs' debt tranches for which market activity is limited and less transparent. As a result, the fair value of the CLOs' debt is set equal to the fair value of the CLOs' assets. Under ASU 2014-13, the fair value of the CLOs' debt is classified as Level 2.

Prior to adoption of ASU 2014-13, the fair value of the CLOs' debt was determined using a discounted cash flow model. Inputs used to determine the expected cash flows included assumptions about default, discount, prepayment and recovery rates of the CLOs' underlying assets. Given the significance of the unobservable inputs to this fair value measurement, the fair value of the CLOs' debt was classified as Level 3 prior to adoption of ASU 2014-13.

Other Liabilities

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

Fair Value Option

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

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

	December 31,	
	2017	2016
	(in millions)	
Syndicated loans		
Unpaid principal balance	\$ 2,140	\$ 2,281
Excess unpaid principal over fair value	(71)	(83)
Fair value	<u>\$ 2,069</u>	<u>\$ 2,198</u>
Fair value of loans more than 90 days past due	\$ 24	\$ 8
Fair value of loans in nonaccrual status	24	8
Difference between fair value and unpaid principal of loans more than 90 days past due, loans in nonaccrual status or both	35	34
Debt		
Unpaid principal balance	\$ 2,342	\$ 2,459
Excess unpaid principal over fair value	(134)	(140)
Carrying value ⁽¹⁾	<u>\$ 2,208</u>	<u>\$ 2,319</u>

⁽¹⁾ The carrying value of the CLOs' debt is set equal to the fair value of the CLOs' assets. The estimated fair value of the CLOs' debt was \$2.2 billion and \$2.3 billion as of December 31, 2017 and December 31, 2016, respectively.

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

Total net gains (losses) recognized in net investment income related to changes in the fair value of financial assets and liabilities for which the fair value option was elected were \$(5) million, \$(38) million and \$(35) million for the years ended December 31, 2017, 2016 and 2015, respectively.

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

	Carrying Value		Weighted Average Interest Rate	
	December 31,		December 31,	
	2017	2016	2017	2016
	(in millions)			
Debt of consolidated CLOs due 2025-2026	\$ 2,208	\$ 2,319	2.8%	2.5%

The debt of the consolidated CLOs has both fixed and floating interest rates, which range from 0% to 7.4%. The interest rates on the debt of CLOs are weighted average rates based on the outstanding principal and contractual interest rates.

At December 31, 2017, future maturities of debt were as follows:

	(in millions)	
2018	\$	—
2019		54
2020		—
2021		—
2022		—
Thereafter		2,288
Total future maturities	\$	2,342

5. Investments

The following is a summary of investments:

	December 31,	
	2017	2016
	(in millions)	
Available-for-Sale securities, at fair value	\$ 30,927	\$ 30,719
Mortgage loans, net	2,756	2,986
Policy and certificate loans	845	831
Other investments	1,397	1,298
Total	\$ 35,925	\$ 35,834

The following is a summary of net investment income:

	Years Ended December 31,		
	2017	2016	2015
	(in millions)		
Investment income on fixed maturities	\$ 1,349	\$ 1,368	\$ 1,403
Net realized gains (losses)	46	6	4
Affordable housing partnerships	(100)	(44)	(18)
Other	108	91	68
Consolidated investment entities	106	155	231
Total	\$ 1,509	\$ 1,576	\$ 1,688

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

Description of Securities	December 31, 2017				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Noncredit OTTI ⁽¹⁾
	(in millions)				
Corporate debt securities	\$ 13,976	\$ 1,131	\$ (32)	\$ 15,075	\$ —
Residential mortgage backed securities	6,585	63	(37)	6,611	—
Commercial mortgage backed securities	4,362	48	(36)	4,374	—
Asset backed securities	1,549	36	(5)	1,580	1
State and municipal obligations	2,215	259	(11)	2,463	—
U.S. government and agency obligations	502	1	—	503	—
Foreign government bonds and obligations	298	20	(4)	314	—
Common stocks	5	3	(1)	7	—
Total	\$ 29,492	\$ 1,561	\$ (126)	\$ 30,927	\$ 1

Description of Securities	December 31, 2016				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Noncredit OTTI ⁽¹⁾
	(in millions)				
Corporate debt securities	\$ 15,231	\$ 1,065	\$ (60)	\$ 16,236	\$ —
Residential mortgage backed securities	6,899	86	(67)	6,918	(3)
Commercial mortgage backed securities	3,347	59	(39)	3,367	—
Asset backed securities	1,532	33	(16)	1,549	5
State and municipal obligations	2,195	198	(35)	2,358	—
U.S. government and agency obligations	7	1	—	8	—
Foreign government bonds and obligations	251	17	(7)	261	—
Common stocks	10	13	(1)	22	6
Total	\$ 29,472	\$ 1,472	\$ (225)	\$ 30,719	\$ 8

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

As of December 31, 2017 and 2016, investment securities with a fair value of \$1.7 billion and \$1.6 billion, respectively, were pledged to meet contractual obligations under derivative contracts and short-term borrowings, of which \$803 million and \$473 million, respectively, may be sold, pledged or rehypothecated by the counterparty.

As of both December 31, 2017 and 2016, fixed maturity securities comprised approximately 86% of Ameriprise Financial investments. Rating agency designations are based on the availability of ratings from Nationally Recognized Statistical Rating Organizations (“NRSROs”), including Moody’s Investors Service (“Moody’s”), Standard & Poor’s Ratings Services (“S&P”) and Fitch Ratings Ltd. (“Fitch”). The Company uses the median of available ratings from Moody’s, S&P and Fitch, or, if fewer than three ratings are available, the lower rating is used. When ratings from Moody’s, S&P and Fitch are unavailable, the Company may utilize ratings from other NRSROs or rate the securities internally. As of December 31, 2017 and 2016, the Company’s internal analysts rated \$979 million and \$1.1 billion, respectively, of securities using criteria similar to those used by NRSROs.

A summary of fixed maturity securities by rating was as follows:

Ratings	December 31, 2017			December 31, 2016		
	Amortized Cost	Fair Value	Percent of Total Fair Value	Amortized Cost	Fair Value	Percent of Total Fair Value
	(in millions, except percentages)					
AAA	\$ 11,293	\$ 11,331	37%	\$ 9,252	\$ 9,305	31%
AA	1,898	2,114	7	1,729	1,906	6
A	4,760	5,243	17	5,157	5,567	18
BBB	10,317	10,989	35	11,739	12,340	40
Below investment grade ⁽¹⁾	1,219	1,243	4	1,585	1,579	5
Total fixed maturities	<u>\$ 29,487</u>	<u>\$ 30,920</u>	<u>100%</u>	<u>\$ 29,462</u>	<u>\$ 30,697</u>	<u>100%</u>

⁽¹⁾The amortized cost and fair value of below investment grade securities includes interest in CLOs managed by the Company of \$6 million and \$7 million, respectively, at December 31, 2017, and \$9 million and \$14 million, respectively, at December 31, 2016.

At December 31, 2017 and 2016, approximately 37% and 47%, respectively, of the securities rated AAA were GNMA, FNMA and FHLMC mortgage backed securities. No holdings of any other issuer were greater than 10% of total equity.

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

Description of Securities	December 31, 2017								
	Less than 12 months			12 months or more			Total		
	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses
	(in millions, except number of securities)								
Corporate debt securities	150	\$ 1,791	\$ (8)	70	\$ 740	\$ (24)	220	\$ 2,531	\$ (32)
Residential mortgage backed securities	102	1,772	(11)	130	1,467	(26)	232	3,239	(37)
Commercial mortgage backed securities	67	1,178	(12)	58	783	(24)	125	1,961	(36)
Asset backed securities	36	424	(2)	26	187	(3)	62	611	(5)
State and municipal obligations	76	141	(1)	34	180	(10)	110	321	(11)
Foreign government bonds and obligations	3	6	—	15	23	(4)	18	29	(4)
Common and preferred stocks	—	—	—	4	1	(1)	4	1	(1)
Total	<u>434</u>	<u>\$ 5,312</u>	<u>\$ (34)</u>	<u>337</u>	<u>\$ 3,381</u>	<u>\$ (92)</u>	<u>771</u>	<u>\$ 8,693</u>	<u>\$ (126)</u>

Description of Securities	December 31, 2016								
	Less than 12 months			12 months or more			Total		
	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses
	(in millions, except number of securities)								
Corporate debt securities	187	\$ 2,452	\$ (33)	38	\$ 377	\$ (27)	225	\$ 2,829	\$ (60)
Residential mortgage backed securities	127	2,533	(33)	177	1,290	(34)	304	3,823	(67)
Commercial mortgage backed securities	100	1,583	(39)	5	43	—	105	1,626	(39)
Asset backed securities	48	524	(9)	27	298	(7)	75	822	(16)
State and municipal obligations	181	374	(14)	3	110	(21)	184	484	(35)
Foreign government bonds and obligations	7	30	(1)	15	23	(6)	22	53	(7)
Common and preferred stocks	—	—	—	3	1	(1)	3	1	(1)
Total	<u>650</u>	<u>\$ 7,496</u>	<u>\$ (129)</u>	<u>268</u>	<u>\$ 2,142</u>	<u>\$ (96)</u>	<u>918</u>	<u>\$ 9,638</u>	<u>\$ (225)</u>

As part of Ameriprise Financial's ongoing monitoring process, management determined that the change in gross unrealized losses on its Available-for-Sale securities is primarily attributable to tighter credit spreads.

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

	December 31,		
	2017	2016	2015
	(in millions)		
Beginning balance	\$ 69	\$ 85	\$ 98
Credit losses for which an other-than-temporary impairment was not previously recognized	—	1	—
Credit losses for which an other-than-temporary impairment was previously recognized	1	1	2
Reductions for securities sold during the period (realized)	(68)	(18)	(15)
Ending balance	<u>\$ 2</u>	<u>\$ 69</u>	<u>\$ 85</u>

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

	Years Ended December 31,		
	2017	2016	2015
	(in millions)		
Gross realized gains	\$ 63	\$ 37	\$ 33
Gross realized losses	(7)	(13)	(19)
Other-than-temporary impairments	(1)	(2)	(8)
Total	<u>\$ 55</u>	<u>\$ 22</u>	<u>\$ 6</u>

Other-than-temporary impairments for the years ended December 31, 2017 and 2016 primarily related to credit losses on asset backed securities. Other-than temporary impairments for the year ended December 31, 2015 primarily related to credit losses on corporate debt securities and non-agency residential mortgage backed securities.

See Note 18 for a rollforward of net unrealized investment gains (losses) included in AOCI.

Available-for-Sale securities by contractual maturity at December 31, 2017 were as follows:

	Amortized Cost	Fair Value
	(in millions)	
Due within one year	\$ 2,314	\$ 2,333
Due after one year through five years	6,819	7,020
Due after five years through 10 years	3,575	3,701
Due after 10 years	4,283	5,301
	<u>16,991</u>	<u>18,355</u>
Residential mortgage backed securities	6,585	6,611
Commercial mortgage backed securities	4,362	4,374
Asset backed securities	1,549	1,580
Common stocks	5	7
Total	<u>\$ 29,492</u>	<u>\$ 30,927</u>

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

6. Financing Receivables

The Company's financing receivables include commercial mortgage loans, syndicated loans, consumer loans, policy loans, certificate loans, advisor loans and margin loans. See Note 2 for information regarding the Company's accounting policies related to loans and the allowance for loan losses.

Allowance for Loan Losses

Commercial Mortgage Loans, Syndicated Loans and Consumer Loans

The following table presents a rollforward of the allowance for loan losses for the years ended and the ending balance of the allowance for loan losses by impairment method:

	December 31,		
	2017	2016	2015
	(in millions)		
Beginning balance	\$ 29	\$ 32	\$ 35
Charge-offs	(2)	(5)	(4)
Provisions	(1)	2	1
Ending balance	<u>\$ 26</u>	<u>\$ 29</u>	<u>\$ 32</u>
Individually evaluated for impairment	\$ —	\$ 2	\$ 4
Collectively evaluated for impairment	26	27	28

The recorded investment in financing receivables by impairment method was as follows:

	December 31,	
	2017	2016
	(in millions)	
Individually evaluated for impairment	\$ 17	\$ 12
Collectively evaluated for impairment	3,258	3,480
Total	<u>\$ 3,275</u>	<u>\$ 3,492</u>

As of December 31, 2017 and 2016, the Company's recorded investment in financing receivables individually evaluated for impairment for which there was no related allowance for loan losses was \$17 million and \$7 million, respectively. Unearned income, unamortized premiums and discounts, and net unamortized deferred fees and costs are not material to the Company's total loan balance.

During the years ended December 31, 2017, 2016 and 2015, the Company purchased \$200 million, \$92 million and \$162 million, respectively, and sold \$267 million, \$271 million and \$16 million, respectively, of loans. See below for further discussion on the sale of consumer loans.

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

Loans to Financial Advisors

As of December 31, 2017 and 2016, principal amounts outstanding for advisor loans were \$509 million and \$426 million, respectively, and allowance for loan losses were \$23 million and \$18 million, respectively. The allowance for loan losses related to loans to financial advisors is not included in the table disclosures above. Of the gross balance outstanding, the portion associated with financial advisors who are no longer affiliated with the Company was \$19 million and \$16 million at December 31, 2017 and 2016, respectively. The allowance for loan losses on these loans was \$12 million and \$10 million at December 31, 2017 and 2016, respectively.

Credit Quality Information

Nonperforming loans, which are generally loans 90 days or more past due, were \$19 million and \$15 million as of December 31, 2017 and 2016, respectively. All other loans were considered to be performing.

Commercial Mortgage Loans

The Company reviews the credit worthiness of the borrower and the performance of the underlying properties in order to determine the risk of loss on commercial mortgage loans. Based on this review, the commercial mortgage loans are assigned an internal risk rating, which management updates as necessary. Commercial mortgage loans which management has assigned its highest risk rating were nil of total commercial mortgage loans as of both December 31, 2017 and 2016. Loans with the highest risk rating represent distressed loans which the Company has identified as impaired or expects to become delinquent or enter into foreclosure within the next six months. In addition, the Company reviews the concentrations of credit risk by region and property type.

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

	Loans		Percentage	
	December 31,		December 31,	
	2017	2016	2017	2016
	(in millions)			
East North Central	\$ 215	\$ 198	8%	7%
East South Central	90	88	3	3
Middle Atlantic	192	203	7	8
Mountain	256	240	9	9
New England	74	91	3	3
Pacific	812	746	29	28
South Atlantic	768	783	28	29
West North Central	235	222	8	8
West South Central	133	131	5	5
	2,775	2,702	100%	100%
Less: allowance for loan losses	19	21		
Total	\$ 2,756	\$ 2,681		

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

	Loans		Percentage	
	December 31,		December 31,	
	2017	2016	2017	2016
	(in millions)			
Apartments	\$ 566	\$ 504	20%	19%
Hotel	40	42	1	1
Industrial	476	446	17	17
Mixed use	44	49	2	2
Office	492	489	18	18
Retail	937	950	34	35
Other	220	222	8	8
	2,775	2,702	100%	100%
Less: allowance for loan losses	19	21		
Total	\$ 2,756	\$ 2,681		

Syndicated Loans

The recorded investment in syndicated loans at December 31, 2017 and 2016 was \$498 million and \$482 million, respectively. The Company's syndicated loan portfolio is diversified across industries and issuers. The primary credit indicator for syndicated loans is whether the loans are performing in accordance with the contractual terms of the syndication. Total nonperforming syndicated loans at December 31, 2017 and 2016 were \$5 million and \$1 million, respectively.

Consumer Loans

The recorded investment in consumer loans at December 31, 2017 and 2016 was \$2 million and \$308 million, respectively. During the years ended December 31, 2017 and 2016, the Company sold \$252 million and \$271 million, respectively, of its consumer mortgage loans and recorded a loss of \$7 million and \$11 million, respectively.

The Company considers the credit worthiness of borrowers (FICO score), collateral characteristics such as LTV and geographic concentration in determining the allowance for loan losses for consumer loans. At a minimum, management updates FICO scores and LTV ratios semiannually. As of December 31, 2016, approximately 2% of consumer loans had FICO scores below 640. Consumer loans with LTV ratios greater than 90% were not material at December 31, 2016. The Company's most significant geographic concentration for consumer loans was in California, Colorado and Washington, which represented 52%, 18% and 13%, respectively, of the portfolio as of December 31, 2016. No other state represented more than 10% of the total consumer loan portfolio. Consumer loans as of December 31, 2017 were not material.

Troubled Debt Restructurings

The recorded investment in restructured loans was not material as of December 31, 2017 and 2016. Troubled debt restructurings did not have a material impact to the Company's allowance for loan losses or income recognized for the years ended December 31, 2017, 2016 and 2015. There are no commitments to lend additional funds to borrowers whose loans have been restructured.

7. Reinsurance

The Company reinsures a portion of the insurance risks associated with its traditional life, DI and LTC insurance products through reinsurance agreements with unaffiliated reinsurance companies. Reinsurance contracts do not relieve the Company from its primary obligation to policyholders.

The Company generally reinsures 90% of the death benefit liability for new term life insurance policies beginning in 2001 and new individual UL and VUL insurance policies beginning in 2002. Policies issued prior to these dates are not subject to these same reinsurance levels.

However, for IUL policies issued after September 1, 2013 and VUL policies issued after January 1, 2014, the Company generally reinsures 50% of the death benefit liability. Similarly, the Company reinsures 50% of the death benefit and morbidity liabilities related to its universal life product with long term care benefits.

The maximum amount of life insurance risk the Company will retain is \$10 million on a single life and \$10 million on any flexible premium survivorship life policy; however, reinsurance agreements are in place such that retaining more than \$1.5 million of insurance risk on a single life or a flexible premium survivorship life policy is very unusual. Risk on UL and VUL policies is reinsured on a yearly renewable term basis. Risk on most term life policies starting in 2001 is reinsured on a coinsurance basis, a type of reinsurance in which the reinsurer participates proportionally in all material risks and premiums associated with a policy.

For existing LTC policies, the Company has continued ceding 50% of the risk on a coinsurance basis to subsidiaries of Genworth Financial, Inc. ("Genworth") and retains the remaining risk. For RiverSource Life of NY, this reinsurance arrangement applies for 1996 and later issues only. Under these agreements, the Company has the right, but never the obligation, to recapture some, or all, of the risk ceded to Genworth.

Generally, the Company retains at most \$5,000 per month of risk per life on DI policies sold on policy forms introduced in most states starting in 2007 and reinsures the remainder of the risk on a coinsurance basis with unaffiliated reinsurance companies. The Company retains all risk for new claims on DI contracts sold on other policy forms introduced prior to 2007. The Company also retains all risk on accidental death benefit claims and substantially all risk associated with waiver of premium provisions.

As of December 31, 2017 and 2016, traditional life and UL insurance in force aggregated \$195.9 billion and \$196.5 billion, respectively, of which \$142.4 billion as of both December 31, 2017 and 2016 were reinsured at the respective year ends.

The effect of reinsurance on premiums for the Company's traditional long-duration contracts was as follows:

	Years Ended December 31,		
	2017	2016	2015
	(in millions)		
Direct premiums	\$ 637	\$ 642	\$ 629
Reinsurance ceded	(227)	(225)	(223)
Net premiums	<u>\$ 410</u>	<u>\$ 417</u>	<u>\$ 406</u>

Cost of insurance and administrative charges for non-traditional long-duration products are reflected in other revenues and were net of reinsurance ceded of \$114 million, \$110 million and \$107 million for the years ended December 31, 2017, 2016 and 2015, respectively.

The Company reinsures a portion of the risks associated with its personal auto, home and umbrella insurance products through reinsurance agreements with unaffiliated reinsurance companies. The primary reinsurance programs in 2017 include:

- auto and home reinsurance with a limit of \$5 million per loss and the Company retained \$1 million per loss.
- catastrophe reinsurance with a limit of \$200 million for the first event and \$180 million for a second event and the Company retained \$20 million per event.
- ceding 90% of every personal umbrella loss with a limit of \$5 million per loss.
- ceding 90% of home insurance products originating from a certain agency.

The effect of reinsurance on premiums for the Company's short-duration contracts was as follows:

	Years Ended December 31,		
	2017	2016	2015
	(in millions)		
Written premiums			
Direct	\$ 1,119	\$ 1,085	\$ 1,093
Ceded	(171)	(20)	(19)
Total net written premiums	<u>\$ 948</u>	<u>\$ 1,065</u>	<u>\$ 1,074</u>
Earned premiums			
Direct	\$ 1,107	\$ 1,094	\$ 1,068
Ceded	(123)	(20)	(19)
Total net earned premiums	<u>\$ 984</u>	<u>\$ 1,074</u>	<u>\$ 1,049</u>

Reinsurance recovered on all contracts was \$357 million, \$323 million and \$295 million for the years ended December 31, 2017, 2016 and 2015, respectively.

Receivables included \$3.0 billion and \$2.7 billion of reinsurance recoverables as of December 31, 2017 and 2016, respectively, including \$2.3 billion and \$2.0 billion related to LTC risk ceded to Genworth, respectively. Policyholder account balances, future policy benefits and claims include \$509 million and \$529 million related to previously assumed reinsurance arrangements as of December 31, 2017 and 2016, respectively.

8. Goodwill and Other Intangible Assets

Goodwill and intangible assets deemed to have indefinite lives are not amortized but are instead subject to impairment tests. There were no impairments for the years ended December 31, 2017, 2016 and 2015.

The changes in the carrying amount of goodwill reported in the Company's main operating segments were as follows:

	Advice & Wealth Management	Asset Management	Annuities	Protection	Consolidated
	(in millions)				
Balance at January 1, 2016	\$ 252	\$ 794	\$ 46	\$ 45	\$ 1,137
Acquisitions ⁽¹⁾	—	19	—	—	19
Foreign currency translation	—	(51)	—	—	(51)
Purchase price adjustments	—	(1)	—	—	(1)
Balance at December 31, 2016	<u>252</u>	<u>761</u>	<u>46</u>	<u>45</u>	<u>1,104</u>
Acquisitions ⁽²⁾	27	22	—	—	49
Foreign currency translation	—	24	—	—	24
Purchase price adjustments	—	(2)	—	—	(2)
Balance at December 31, 2017	<u>\$ 279</u>	<u>\$ 805</u>	<u>\$ 46</u>	<u>\$ 45</u>	<u>\$ 1,175</u>

⁽¹⁾ Relates to the Company's acquisition of Emerging Global Advisors, LLC ("EGA").

⁽²⁾ Relates to the Company's acquisitions of Investment Professionals, Inc. ("IPI") and Lionstone Partners, LLC.

As of December 31, 2017 and 2016, the carrying amount of indefinite-lived intangible assets included \$647 million and \$645 million, respectively, of investment management contracts. As of both December 31, 2017 and 2016, the carrying amount of indefinite-lived intangible assets included \$67 million of trade names.

Definite-lived intangible assets consisted of the following:

	December 31, 2017			December 31, 2016		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
	(in millions)					
Customer relationships	\$ 194	\$ (124)	\$ 70	\$ 144	\$ (112)	\$ 32
Contracts	222	(194)	28	213	(177)	36
Other	156	(116)	40	141	(101)	40
Total	<u>\$ 572</u>	<u>\$ (434)</u>	<u>\$ 138</u>	<u>\$ 498</u>	<u>\$ (390)</u>	<u>\$ 108</u>

Definite-lived intangible assets acquired during the year ended December 31, 2017 were \$54 million with a weighted average amortization period of 9 years. The aggregate amortization expense for definite-lived intangible assets during the years ended December 31, 2017, 2016 and 2015 was \$27 million, \$28 million and \$33 million, respectively. In 2017, 2016 and 2015, the Company did not record any impairment charges on definite-lived intangible assets.

Estimated intangible amortization expense as of December 31, 2017 for the next five years is as follows:

	(in millions)
2018	\$ 29
2019	26
2020	20
2021	17
2022	15

9. Deferred Acquisition Costs and Deferred Sales Inducement Costs

In the third quarter of the year, management updated market-related inputs and implemented model changes related to our living benefit valuation. In addition, management conducted its annual review of life insurance and annuity valuation assumptions relative to current experience and management expectations including modeling changes. These aforementioned changes are collectively referred to as unlocking. The impact of unlocking to DAC for the year ended December 31, 2017 primarily reflected improved persistency and mortality on life insurance contracts and a correction related to a variable annuity model assumption partially offset by updates to market-related inputs to the living benefit valuation. The impact of unlocking to DAC for the year ended December 31, 2016 primarily reflected low interest rates that more than offset benefits from persistency on annuity contracts without living benefits. In addition, the Company's review of its closed LTC business in the prior year resulted in the write-off of DAC, which was included in the impact of unlocking. The impact of unlocking to DAC for the year ended December 31, 2015 primarily reflected the difference between the Company's previously assumed interest rates versus the low interest rate environment partially offset by improved persistency.

The balances of and changes in DAC were as follows:

	2017	2016	2015
	(in millions)		
Balance at January 1	\$ 2,648	\$ 2,730	\$ 2,613
Capitalization of acquisition costs	302	360 ⁽¹⁾	361
Amortization, excluding the impact of valuation assumptions review	(279)	(334)	(348)
Amortization, impact of valuation assumptions review	12	(81) ⁽²⁾	(6)
Impact of change in net unrealized securities (gains) losses	(7)	(27)	110
Balance a December 31	<u>\$ 2,676</u>	<u>\$ 2,648</u>	<u>\$ 2,730</u>

⁽¹⁾ Includes a \$27 million benefit related to the write-off of the deferred reinsurance liability in connection with the loss recognition on LTC business. The benefit was reported in Distribution expenses on the Consolidated Statements of Operations.

⁽²⁾ Includes a \$58 million expense related to the loss recognition on LTC business.

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

	2017	2016	2015
	(in millions)		
Balance at January 1	\$ 302	\$ 335	\$ 362
Capitalization of sales inducement costs	4	5	4
Amortization, excluding the impact of valuation assumptions review	(35)	(42)	(52)
Amortization, impact of valuation assumptions review	(1)	4	1
Impact of change in net unrealized securities (gains) losses	6	—	20
Balance at December 31	<u>\$ 276</u>	<u>\$ 302</u>	<u>\$ 335</u>

10. Policyholder Account Balances, Future Policy Benefits and Claims and Separate Account Liabilities

Policyholder account balances, future policy benefits and claims consisted of the following:

	December 31,	
	2017	2016
	(in millions)	
Policyholder account balances		
Fixed annuities ⁽¹⁾	\$ 9,934	\$ 10,588
Variable annuity fixed sub-accounts	5,166	5,211
VUL/UL insurance	3,047	3,007
IUL insurance	1,384	1,054
Other life insurance	720	758
Total policyholder account balances	<u>20,251</u>	<u>20,618</u>
Future policy benefits		
Variable annuity GMWB	463	1,017
Variable annuity GMAB	(80) ⁽²⁾	(24) ⁽²⁾
Other annuity liabilities	78	66
Fixed annuity life contingent liabilities	1,484	1,497
Life and DI insurance	1,221	1,204
LTC insurance	4,896	4,352
VUL/UL and other life insurance additional liabilities	688	588
Total future policy benefits	<u>8,750</u>	<u>8,700</u>
Policy claims and other policyholders' funds	903	884
Total policyholder account balances, future policy benefits and claims	<u>\$ 29,904</u>	<u>\$ 30,202</u>

⁽¹⁾ Includes fixed deferred annuities, non-life contingent fixed payout annuities and indexed annuity host contracts.

⁽²⁾ Includes the fair value of GMAB embedded derivatives that was a net asset as of both December 31, 2017 and 2016 reported as a contra liability.

Fixed Annuities

Fixed annuities include deferred, payout and indexed annuity contracts.

Deferred contracts offer a guaranteed minimum rate of interest and security of the principal invested. Payout contracts guarantee a fixed income payment for life or the term of the contract. Liabilities for fixed annuities in a benefit or payout status are based on future estimated payments using established industry mortality tables and interest rates, ranging from 2.71% to 9.38% at December 31, 2017, depending on year of issue, with an average rate of approximately 4.09%. The Company generally invests the proceeds from the annuity contracts in fixed rate securities.

The Company's equity indexed annuity ("EIA") product is a single premium fixed deferred annuity. The Company discontinued new sales of EIA in 2007. The contract was issued with an initial term of seven years and interest earnings are linked to the performance of the S&P 500[®] Index. This annuity has a minimum interest rate guarantee of 3% on 90% of the initial premium, adjusted for any surrenders. The Company generally invests the proceeds from the annuity contracts in fixed rate securities and hedges the equity risk with derivative instruments.

In November 2017, the Company began offering a fixed index annuity product which is a fixed annuity that includes an indexed account. The rate of interest credited above the minimum guarantee for funds allocated to the indexed account is linked to the performance of the specific index for the indexed account (subject to a cap). The Company offers S&P 500[®] Index and MSCI[®] EAFE Index account options. Both options offer two crediting durations, one-year and two-year. The contractholder may allocate all or a portion of the policy value to a fixed or indexed account. The portion of the policy allocated to the indexed account is accounted for as an embedded derivative. The Company hedges the interest credited rate including equity and interest rate risk related to the indexed account with derivative instruments. The contractholder can choose to add a GMWB for life rider for an additional fee.

See Note 16 for additional information regarding the Company's derivative instruments used to hedge the risk related to indexed annuities.

Variable Annuities

Purchasers of variable annuities can select from a variety of investment options and can elect to allocate a portion to a fixed account. A vast majority of the premiums received for variable annuity contracts are held in separate accounts where the assets are held for the exclusive benefit of those contractholders.

Most of the variable annuity contracts currently issued by the Company contain one or more guaranteed benefits, including GMWB, GMAB, GMDB and GGU provisions. The Company previously offered contracts with GMIB provisions. See Note 2 and Note 11 for additional information regarding the Company's variable annuity guarantees. The Company does not currently hedge its risk under the GGU and GMIB provisions. See Note 14 and Note 16 for additional information regarding the Company's derivative instruments used to hedge risks related to GMWB, GMAB and GMDB provisions.

Insurance Liabilities

VUL/UL is the largest group of insurance policies written by the Company. Purchasers of VUL can select from a variety of investment options and can elect to allocate a portion to a fixed account or a separate account. A vast majority of the premiums received for VUL policies are held in separate accounts where the assets are held for the exclusive benefit of those policyholders.

IUL is a universal life policy that includes an indexed account. The rate of credited interest above the minimum guarantee for funds allocated to the indexed account is linked to the performance of the specific index for the indexed account (subject to a cap and floor). The Company offers an S&P 500[®] Index account option and a blended multi-index account option comprised of the S&P 500 Index, the MSCI[®] EAFE Index and the MSCI EM Index. Both options offer two crediting durations, one-year and two-year. The policyholder may allocate all or a portion of the policy value to a fixed or any available indexed account. The portion of the policy allocated to the indexed account is accounted for as an embedded derivative at fair value. The Company hedges the interest credited rate including equity and interest rate risk related to the indexed account with derivative instruments. See Note 16 for additional information regarding the Company's derivative instruments used to hedge the risk related to IUL.

The Company also offers term life insurance as well as DI products. The Company no longer offers standalone LTC products and whole life insurance but has in force policies from prior years.

Insurance liabilities include accumulation values, incurred but not reported claims, obligations for anticipated future claims, unpaid reported claims and claim adjustment expenses.

The liability for estimates of benefits that will become payable on future claims on term life, whole life and DI policies is based on the net level premium and LTC policies is based on a gross premium valuation reflecting management's current best estimate assumptions. Both include the anticipated interest rates earned on assets supporting the liability. Anticipated interest rates for term and whole life ranged from 3% to 10% at December 31, 2017. Anticipated interest rates for DI policies ranged from 3.75% to 7.5% at December 31, 2017 and for LTC policies ranged from 6% to 6.4% at December 31, 2017.

The liability for unpaid reported claims on DI and LTC policies includes an estimate of the present value of obligations for continuing benefit payments. The discount rates used to calculate present values are based on average interest rates earned on assets supporting the liability for unpaid amounts and were 4.5% and 6.25% for DI and LTC claims, respectively, at December 31, 2017.

The balance of insurance liabilities related to unpaid reported and unreported claims and claim adjustment expenses for auto and home was \$722 million and \$683 million as of December 31, 2017 and 2016, respectively. The balance of insurance liabilities related to unpaid reported claims and claim adjustment expenses for life, DI and LTC policies was \$1.3 billion and \$1.2 billion as of December 31, 2017 and 2016, respectively.

The change in the liability for prior year incurred unpaid reported and unreported claims and claim adjustment expenses related to auto and home, life, DI and LTC policies was a decrease of \$41 million, \$24 million and \$2 million for the years 2017, 2016 and 2015, respectively.

- In 2017, there was a \$50 million decrease primarily reflecting favorable closed claim trends of LTC policies partially offset by an increase of \$9 million related to updated estimates for prior year catastrophes recognized in the current year along with a slight increase in non-catastrophe claims.
- In 2016, there was a \$6 million decrease primarily reflecting favorable closed claim trends of DI and LTC policies and a decrease of \$18 million related to favorable prior year reserve development for auto and home business of \$20 million partially offset by unfavorable prior year catastrophe reserve development of \$2 million.

- In 2015, there was a \$60 million decrease primarily reflecting favorable closed claim trends of DI and LTC policies and from an update to assumptions related to life rider benefits partially offset by an increase of \$58 million related to elevated frequency and severity experience for auto injury claims for 2014 and prior accident years as well as a more gradual than anticipated improvement of 2014 and prior years existing claims and unfavorable prior year catastrophe reserve development associated with 2014 hail storms.

Portions of the Company's UL and VUL policies have product features that result in profits followed by losses from the insurance component of the policy. These profits followed by losses can be generated by the cost structure of the product or secondary guarantees in the policy. The secondary guarantee ensures that, subject to specified conditions, the policy will not terminate and will continue to provide a death benefit even if there is insufficient policy value to cover the monthly deductions and charges.

Separate Account Liabilities

Separate account liabilities consisted of the following:

	December 31,	
	2017	2016
	(in millions)	
Variable annuity	\$ 75,174	\$ 69,606
VUL insurance	7,352	6,659
Other insurance	34	33
Threadneedle investment liabilities	4,808	3,912
Total	<u>\$ 87,368</u>	<u>\$ 80,210</u>

Threadneedle Investment Liabilities

Threadneedle provides a range of unitized pooled pension funds, which invest in property, stocks, bonds and cash. The investments are selected by the clients and are based on the level of risk they are willing to assume. All investment performance, net of fees, is passed through to the investors. The value of the liabilities represents the fair value of the pooled pension funds.

11. Variable Annuity and Insurance Guarantees

The majority of the variable annuity contracts offered by the Company contain GMDB provisions. The Company also offers variable annuities with GGU, GMWB and GMAB provisions. The Company previously offered contracts containing GMIB provisions. See Note 2 and Note 10 for additional information regarding the Company's variable annuity guarantees.

The GMDB and GGU provisions provide a specified minimum return upon death of the contractholder. The death benefit payable is the greater of (i) the contract value less any purchase payment credits subject to recapture less a pro-rata portion of any rider fees, or (ii) the GMDB provisions specified in the contract. The Company has the following primary GMDB provisions:

- Return of premium — provides purchase payments minus adjusted partial surrenders.
- Reset — provides that the value resets to the account value every sixth contract anniversary minus adjusted partial surrenders. This provision was often provided in combination with the return of premium provision and is no longer offered.
- Ratchet — provides that the value ratchets up to the maximum account value at specified anniversary intervals, plus subsequent purchase payments less adjusted partial surrenders.

The variable annuity contracts with GMWB riders typically have account values that are based on an underlying portfolio of mutual funds, the values of which fluctuate based on fund performance. At issue, the guaranteed amount is equal to the amount deposited but the guarantee may be increased annually to the account value (a "step-up") in the case of favorable market performance or by a benefit credit if the contract includes this provision.

The Company has GMWB riders in force, which contain one or more of the following provisions:

- Withdrawals at a specified rate per year until the amount withdrawn is equal to the guaranteed amount.
- Withdrawals at a specified rate per year for the life of the contractholder ("GMWB for life").
- Withdrawals at a specified rate per year for joint contractholders while either is alive.
- Withdrawals based on performance of the contract.
- Withdrawals based on the age withdrawals begin.
- Credits are applied annually for a specified number of years to increase the guaranteed amount as long as withdrawals have not been taken.

Variable annuity contractholders age 79 or younger at contract issue can also obtain a principal-back guarantee by purchasing the optional GMAB rider for an additional charge. The GMAB rider guarantees that, regardless of market performance at the end of the 10-year waiting period, the contract value will be no less than the original investment or a specified percentage of the highest

anniversary value, adjusted for withdrawals. If the contract value is less than the guarantee at the end of the 10-year period, a lump sum will be added to the contract value to make the contract value equal to the guarantee value.

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

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

Variable Annuity Guarantees by Benefit Type ⁽¹⁾	December 31, 2017				December 31, 2016			
	Total Contract Value	Contract Value in Separate Accounts	Net Amount at Risk	Weighted Average Attained Age	Total Contract Value	Contract Value in Separate Accounts	Net Amount at Risk	Weighted Average Attained Age
(in millions, except age)								
GMDB:								
Return of premium	\$ 61,418	\$ 59,461	\$ 9	66	\$ 56,143	\$ 54,145	\$ 208	65
Five/six-year reset	8,870	6,149	12	66	8,878	6,170	22	66
One-year ratchet	6,548	6,187	11	69	6,426	6,050	110	68
Five-year ratchet	1,563	1,506	1	65	1,542	1,483	7	64
Other	1,099	1,075	50	72	965	942	86	71
Total — GMDB	<u>\$ 79,498</u>	<u>\$ 74,378</u>	<u>\$ 83</u>	66	<u>\$ 73,954</u>	<u>\$ 68,790</u>	<u>\$ 433</u>	65
GGU death benefit	\$ 1,118	\$ 1,067	\$ 133	70	\$ 1,047	\$ 996	\$ 108	68
GMIB	\$ 233	\$ 216	\$ 7	69	\$ 245	\$ 227	\$ 13	68
GMWB:								
GMWB	\$ 2,508	\$ 2,500	\$ 1	71	\$ 2,650	\$ 2,642	\$ 2	70
GMWB for life	44,375	44,259	129	67	39,436	39,282	289 ⁽²⁾	66
Total — GMWB	<u>\$ 46,883</u>	<u>\$ 46,759</u>	<u>\$ 130</u>	67	<u>\$ 42,086</u>	<u>\$ 41,924</u>	<u>\$ 291</u>	66
GMAB	\$ 3,086	\$ 3,083	\$ —	59	\$ 3,484	\$ 3,476	\$ 21	59

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

⁽²⁾ Amount revised to reflect updated contractholder mortality assumptions as of December 31, 2016.

The net amount at risk for GMDB, GGU and GMAB is defined as the current guaranteed benefit amount in excess of the current contract value. The net amount at risk for GMIB is defined as the greater of the present value of the minimum guaranteed annuity payments less the current contract value or zero. The net amount at risk for GMWB is defined as the greater of the present value of the minimum guaranteed withdrawal payments less the current contract value or zero.

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

	December 31, 2017		December 31, 2016	
	Net Amount at Risk	Weighted Average Attained Age	Net Amount at Risk	Weighted Average Attained Age
(in millions, except age)				
UL secondary guarantees	\$ 6,460	65	\$ 6,376	64

The net amount at risk for UL secondary guarantees is defined as the current guaranteed death benefit amount in excess of the current policyholder account balance.

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

	GMDB & GGU	GMIB	GMWB ⁽¹⁾	GMAB ⁽¹⁾	UL
	(in millions)				
Balance at January 1, 2015	\$ 9	\$ 7	\$ 693	\$ (41)	\$ 263
Incurred claims	10	1	364	41	92
Paid claims	(5)	—	—	—	(23)
Balance at December 31, 2015	14	8	1,057	—	332
Incurred claims	11	1	(40)	(23)	127
Paid claims	(9)	(1)	—	(1)	(25)
Balance at December 31, 2016	16	8	1,017	(24)	434
Incurred claims	5	—	(554)	(56)	84
Paid claims	(4)	(2)	—	—	(29)
Balance at December 31, 2017	<u>\$ 17</u>	<u>\$ 6</u>	<u>\$ 463</u>	<u>\$ (80)</u>	<u>\$ 489</u>

⁽¹⁾ The incurred claims for GMWB and GMAB represent the change in the fair value of the liabilities (contra liabilities) less paid claims.

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

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

	December 31,	
	2017	2016
	(in millions)	
Mutual funds:		
Equity	\$ 46,038	\$ 40,622
Bond	23,529	23,142
Other	5,109	5,326
Total mutual funds	<u>\$ 74,676</u>	<u>\$ 69,090</u>

No gains or losses were recognized on assets transferred to separate accounts for the years ended December 31, 2017, 2016 and 2015.

12. Customer Deposits

Customer deposits consisted of the following:

	December 31,	
	2017	2016
	(in millions)	
Fixed rate certificates	\$ 5,837	\$ 5,353
Stock market certificates	520	547
Stock market embedded derivative	10	8
Other	33	27
Less: accrued interest classified in other liabilities	(12)	(11)
Total investment certificate reserves	<u>6,388</u>	<u>5,924</u>
Brokerage deposits	3,915	4,112
Total	<u>\$ 10,303</u>	<u>\$ 10,036</u>

Investment Certificates

The Company offers fixed rate investment certificates primarily in amounts ranging from \$1,000 to \$2 million with interest crediting rate terms ranging from 3 to 48 months. Investment certificates may be purchased either with a lump sum payment or installment payments. Certificate owners are entitled to receive, at maturity, a definite sum of money. Payments from certificate owners are credited to investment certificate reserves. Investment certificate reserves generally accumulate interest at specified percentage rates. Reserves are maintained for advance payments made by certificate owners, accrued interest thereon and for additional credits in excess of minimum guaranteed rates and accrued interest thereon. On certificates allowing for the deduction of a surrender charge, the cash surrender values may be less than accumulated investment certificate reserves prior to maturity dates. Cash surrender values on

certificates allowing for no surrender charge are equal to certificate reserves. The Company generally invests the proceeds from investment certificates in fixed and variable rate securities.

Certain investment certificate products have returns tied to the performance of equity markets. The Company guarantees the principal for purchasers who hold the certificate for the full term and purchasers may participate in increases in the stock market based on the S&P 500® Index, up to a maximum return. Purchasers can choose 100% participation in the market index up to the cap or 25% participation plus fixed interest with a combined total up to the cap. Current first term certificates have maximum returns of 0.55% to 8.15%, depending on the term length. The equity component of these certificates is considered an embedded derivative and is accounted for separately. See Note 16 for additional information about derivative instruments used to economically hedge the equity price risk related to the Company's stock market certificates.

Brokerage Deposits

Brokerage deposits are amounts payable to brokerage customers related to free credit balances, funds deposited by customers and funds accruing to customers as a result of trades or contracts. The Company pays interest on certain customer credit balances and the interest is included in banking and deposit interest expense.

13. Debt

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

	Outstanding Balance		Stated Interest Rate	
	December 31,		December 31,	
	2017	2016	2017	2016
	(in millions)			
Long-term debt:				
Senior notes due 2019	\$ 300	\$ 300	7.3%	7.3%
Senior notes due 2020	750	750	5.3	5.3
Senior notes due 2023	750	750	4.0	4.0
Senior notes due 2024	550	550	3.7	3.7
Senior notes due 2026	500	500	2.9	2.9
Capitalized lease obligations	38	49		
Other ⁽¹⁾	3	18		
Total long-term debt	<u>2,891</u>	<u>2,917</u>		
Short-term borrowings:				
Federal Home Loan Bank ("FHLB") advances	150	150	1.5	0.8
Repurchase agreements	50	50	1.4	0.9
Total short-term borrowings	<u>200</u>	<u>200</u>		
Total	<u>\$ 3,091</u>	<u>\$ 3,117</u>		

⁽¹⁾ Amounts include adjustments for fair value hedges on the Company's long-term debt and unamortized discount and debt issuance costs. See Note 16 for information on the Company's fair value hedges.

Long-Term Debt

On August 11, 2016, the Company issued \$500 million of unsecured senior notes due September 15, 2026, and incurred debt issuance costs of \$4 million. Interest payments are due semi-annually in arrears on March 15 and September 15, commencing on March 15, 2017.

In the first quarter of 2016, the Company extinguished \$16 million of its junior subordinated notes due 2066 in open market transactions and recognized a gain of less than \$1 million. In the second quarter of 2016, the Company redeemed the remaining \$229 million of its junior subordinated notes due 2066 at a redemption price equal to 100% of the principal balance of the notes plus accrued and compounded interest.

In 2015, the Company extinguished \$49 million of its junior subordinated notes due 2066 in open market transactions and recognized a gain of less than \$1 million. In November 2015, the Company used cash on hand to fund the repayment of \$350 million of its senior notes due 2015.

The Company's senior notes due 2019, 2020, 2023, 2024 and 2026 may be redeemed, in whole or in part, at any time prior to maturity at a price equal to the greater of the principal amount and the present value of remaining scheduled payments, discounted to the redemption date, plus accrued and unpaid interest.

At December 31, 2017, future maturities of Ameriprise Financial long-term debt were as follows:

	<u>(in millions)</u>
2018	\$ 13
2019	314
2020	761
2021	—
2022	—
Thereafter	1,800
Total future maturities	<u>\$ 2,888</u>

Short-term Borrowings

The Company enters into repurchase agreements in exchange for cash, which it accounts for as secured borrowings and has pledged Available-for-Sale securities to collateralize its obligations under the repurchase agreements. As of December 31, 2017 and 2016, the Company has pledged \$43 million and \$33 million, respectively, of agency residential mortgage backed securities and \$8 million and \$19 million, respectively, of commercial mortgage backed securities. The remaining maturity of outstanding repurchase agreements was less than one month as of December 31, 2017 and less than three months as of December 31, 2016. The stated interest rate of the repurchase agreements is a weighted average annualized interest rate on repurchase agreements held as of the balance sheet date.

The Company's life insurance subsidiary is a member of the FHLB of Des Moines which provides access to collateralized borrowings. The Company has pledged Available-for-Sale securities consisting of commercial mortgage backed securities to collateralize its obligation under these borrowings. The fair value of the securities pledged is recorded in investments and was \$750 million and \$771 million at December 31, 2017 and 2016, respectively. The remaining maturity of outstanding FHLB advances was less than four months as of both December 31, 2017 and December 31, 2016. The stated interest rate of the FHLB advances is a weighted average annualized interest rate on the outstanding borrowings as of the balance sheet date.

On October 12, 2017, the Company entered into an amended and restated credit agreement that provides for an unsecured revolving credit facility of up to \$750 million that expires in October 2022. Under the terms of the credit agreement for the facility, the Company may increase the amount of this facility up to \$1 billion upon satisfaction of certain approval requirements. This agreement replaced the Company's unsecured revolving credit facility that was to expire in May 2020. As of both December 31, 2017 and 2016, the Company had no borrowings outstanding and \$1 million of letters of credit issued against these facilities. The Company's credit facility contains various administrative, reporting, legal and financial covenants. The Company was in compliance with all such covenants as of both December 31, 2017 and 2016.

14. Fair Values of Assets and Liabilities

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

Valuation Hierarchy

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

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

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

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

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

	December 31, 2017			
	Level 1	Level 2	Level 3	Total
	(in millions)			
Assets				
Cash equivalents	\$ 147	\$ 2,025	\$ —	\$ 2,172
Available-for-Sale securities:				
Corporate debt securities	—	13,936	1,139	15,075
Residential mortgage backed securities	—	6,456	155	6,611
Commercial mortgage backed securities	—	4,374	—	4,374
Asset backed securities	—	1,573	7	1,580
State and municipal obligations	—	2,463	—	2,463
U.S. government and agency obligations	503	—	—	503
Foreign government bonds and obligations	—	314	—	314
Common stocks	1	—	—	1
Common stocks measured at net asset value (“NAV”)				6 ⁽¹⁾
Total Available-for-Sale securities	504	29,116	1,301	30,927
Trading securities	10	34	—	44
Separate account assets at NAV				87,368 ⁽¹⁾
Investments segregated for regulatory purposes	623	—	—	623
Other assets:				
Interest rate derivative contracts	—	1,104	—	1,104
Equity derivative contracts	63	2,360	—	2,423
Foreign exchange derivative contracts	2	34	—	36
Total other assets	65	3,498	—	3,563
Total assets at fair value	\$ 1,349	\$ 34,673	\$ 1,301	\$ 124,697
Liabilities				
Policyholder account balances, future policy benefits and claims:				
Indexed annuity embedded derivatives	\$ —	\$ 5	\$ —	\$ 5
IUL embedded derivatives	—	—	601	601
GMWB and GMAB embedded derivatives	—	—	(49)	(49) ⁽²⁾
Total policyholder account balances, future policy benefits and claims	—	5	552	557 ⁽³⁾
Customer deposits	—	10	—	10
Other liabilities:				
Interest rate derivative contracts	1	415	—	416
Equity derivative contracts	7	2,876	—	2,883
Credit derivative contracts	—	2	—	2
Foreign exchange derivative contracts	4	23	—	27
Other	9	6	28	43
Total other liabilities	21	3,322	28	3,371
Total liabilities at fair value	\$ 21	\$ 3,337	\$ 580	\$ 3,938

	December 31, 2016			
	Level 1	Level 2	Level 3	Total
	(in millions)			
Assets				
Cash equivalents	\$ 30	\$ 1,796	\$ —	\$ 1,826
Available-for-Sale securities:				
Corporate debt securities	—	14,925	1,311	16,236
Residential mortgage backed securities	—	6,650	268	6,918
Commercial mortgage backed securities	—	3,367	—	3,367
Asset backed securities	—	1,481	68	1,549
State and municipal obligations	—	2,358	—	2,358
U.S. government and agency obligations	8	—	—	8
Foreign government bonds and obligations	—	261	—	261
Common stocks	8	8	1	17
Common stocks at NAV				5 ⁽¹⁾
Total Available-for-Sale securities	16	29,050	1,648	30,719
Trading securities	9	16	—	25
Separate account assets at NAV				80,210 ⁽¹⁾
Investments segregated for regulatory purposes	425	—	—	425
Other assets:				
Interest rate derivative contracts	—	1,778	—	1,778
Equity derivative contracts	43	1,531	—	1,574
Credit derivative contracts	—	1	—	1
Foreign exchange derivative contracts	13	80	—	93
Total other assets	56	3,390	—	3,446
Total assets at fair value	<u>\$ 536</u>	<u>\$ 34,252</u>	<u>\$ 1,648</u>	<u>\$ 116,651</u>
Liabilities				
Policyholder account balances, future policy benefits and claims:				
Indexed annuity embedded derivatives	\$ —	\$ 5	\$ —	\$ 5
IUL embedded derivatives	—	—	464	464
GMWB and GMAB embedded derivatives	—	—	614	614 ⁽⁴⁾
Total policyholder account balances, future policy benefits and claims	—	5	1,078	1,083 ⁽⁵⁾
Customer deposits	—	8	—	8
Other liabilities:				
Interest rate derivative contracts	2	987	—	989
Equity derivative contracts	3	2,132	—	2,135
Foreign exchange derivative contracts	2	45	—	47
Other	3	8	13	24
Total other liabilities	10	3,172	13	3,195
Total liabilities at fair value	<u>\$ 10</u>	<u>\$ 3,185</u>	<u>\$ 1,091</u>	<u>\$ 4,286</u>

⁽¹⁾ Amounts are comprised of certain financial instruments that are measured at fair value using the NAV per share (or its equivalent) as a practical expedient and have not been classified in the fair value hierarchy.

⁽²⁾ The fair value of the GMWB and GMAB embedded derivatives included \$443 million of individual contracts in a liability position and \$492 million of individual contracts in an asset position at December 31, 2017.

⁽³⁾ The Company's adjustment for nonperformance risk resulted in a \$(399) million cumulative increase (decrease) to the embedded derivatives at December 31, 2017.

⁽⁴⁾ The fair value of the GMWB and GMAB embedded derivatives included \$880 million of individual contracts in a liability position and \$266 million of individual contracts in an asset position at December 31, 2016.

⁽⁵⁾ The Company's adjustment for nonperformance risk resulted in a \$(498) million cumulative increase (decrease) to the embedded derivatives at December 31, 2016.

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

	Available-for-Sale Securities					Total
	Corporate Debt Securities	Residential Mortgage Backed Securities	Commercial Mortgage Backed Securities	Asset Backed Securities	Common Stocks	
	(in millions)					
Balance, January 1, 2017	\$ 1,311	\$ 268	\$ —	\$ 68	\$ 1	\$ 1,648
Total gains (losses) included in:						
Net income	—	—	—	—	1	1 ⁽¹⁾
Other comprehensive income (loss)	(8)	1	—	(4)	—	(11)
Purchases	138	132	65	64	—	399
Sales	—	—	—	—	(1)	(1)
Settlements	(302)	(43)	—	(29)	—	(374)
Transfers into Level 3	—	20	—	27	8	55
Transfers out of Level 3	—	(223)	(65)	(119)	(9)	(416)
Balance, December 31, 2017	<u>\$ 1,139</u>	<u>\$ 155</u>	<u>\$ —</u>	<u>\$ 7</u>	<u>\$ —</u>	<u>\$ 1,301</u>
Changes in unrealized gains (losses) relating to assets held at December 31, 2017	\$ —	\$ —	\$ —	\$ (1)	\$ —	\$ (1) ⁽¹⁾

	Policyholder Account Balances, Future Policy Benefits and Claims			
	IUL Embedded Derivatives	GMWB and GMAB Embedded Derivatives	Total	Other Liabilities
	(in millions)			
Balance, January 1, 2017	\$ 464	\$ 614	\$ 1,078	\$ 13
Total (gains) losses included in:				
Net income	87 ⁽²⁾	(977) ⁽³⁾	(890)	2 ⁽⁴⁾
Issues	92	326	418	13
Settlements	(42)	(12)	(54)	—
Balance, December 31, 2017	<u>\$ 601</u>	<u>\$ (49)</u>	<u>\$ 552</u>	<u>\$ 28</u>
Changes in unrealized (gains) losses relating to liabilities held at December 31, 2017	\$ 87 ⁽²⁾	\$ (946) ⁽³⁾	\$ (859)	\$ —

	Available-for-Sale Securities					Total	Other Derivative Contracts
	Corporate Debt Securities	Residential Mortgage Backed Securities	Commercial Mortgage Backed Securities	Asset Backed Securities	Common Stocks		
	(in millions)						
Balance, January 1, 2016	\$ 1,425	\$ 218	\$ 3	\$ 162	\$ —	\$ 1,808	\$ —
Cumulative effect of change in accounting policies	—	—	—	21	—	21	—
Total gains (losses) included in:							
Net income	(1)	1	—	(1)	—	(1) ⁽¹⁾	(2) ⁽³⁾
Other comprehensive income (loss)	—	(1)	—	(4)	—	(5)	—
Purchases	54	209	42	58	—	363	2
Settlements	(168)	(67)	(3)	(2)	—	(240)	—
Transfers into Level 3	1	—	—	12	1	14	—
Transfers out of Level 3	—	(92)	(42)	(178)	—	(312)	—
Balance, December 31, 2016	\$ 1,311	\$ 268	\$ —	\$ 68	\$ 1	\$ 1,648	\$ —
Changes in unrealized gains (losses) relating to assets held at December 31, 2016	\$ 1	\$ 1	\$ —	\$ (1)	\$ —	\$ 1 ⁽¹⁾	\$ (2) ⁽³⁾

	Policyholder Account Balances, Future Policy Benefits and Claims			Total	Other Liabilities
	IUL Embedded Derivatives	GMWB and GMAB Embedded Derivatives			
	(in millions)				
Balance, January 1, 2016	\$ 364	\$ 851	\$	1,215	\$ —
Total (gains) losses included in:					
Net income	13 ⁽²⁾	(511) ⁽³⁾		(498)	—
Issues	115	295		410	13
Settlements	(28)	(21)		(49)	—
Balance, December 31, 2016	\$ 464	\$ 614	\$	1,078	\$ 13
Changes in unrealized (gains) losses relating to liabilities held at December 31, 2016	\$ 13 ⁽²⁾	\$ (448) ⁽³⁾	\$	(435)	\$ —

	Available-for-Sale Securities						Trading Securities
	Corporate Debt Securities	Residential Mortgage Backed Securities	Commercial Mortgage Backed Securities	Asset Backed Securities	Common Stocks	Total	
	(in millions)						
Balance, January 1, 2015	\$ 1,518	\$ 206	\$ 91	\$ 169	\$ 2	\$ 1,986	\$ 1
Total gains (losses) included in:							
Net income	(2)	—	—	1	—	(1) ⁽¹⁾	(1) ⁽¹⁾
Other comprehensive income (loss)	(21)	(2)	—	(2)	—	(25)	—
Purchases	189	334	41	72	—	636	—
Settlements	(248)	(55)	(7)	(22)	—	(332)	—
Transfers into Level 3	—	—	6	14	—	20	—
Transfers out of Level 3	(11)	(265)	(128)	(70)	(2)	(476)	—
Balance, December 31, 2015	<u>\$ 1,425</u>	<u>\$ 218</u>	<u>\$ 3</u>	<u>\$ 162</u>	<u>\$ —</u>	<u>\$ 1,808</u>	<u>\$ —</u>
Changes in unrealized gains (losses) relating to assets held at December 31, 2015	\$ (2)	\$ —	\$ —	\$ 1	\$ —	\$ (1) ⁽¹⁾	\$ —

	Policyholder Account Balances, Future Policy Benefits and Claims		
	IUL Embedded Derivatives	GMWB and GMAB Embedded Derivatives	Total
	(in millions)		
Balance, January 1, 2015	\$ 242	\$ 479	\$ 721
Total (gains) losses included in:			
Net income	27 ⁽²⁾	105 ⁽³⁾	132
Issues	114	271	385
Settlements	(19)	(4)	(23)
Balance, December 31, 2015	<u>\$ 364</u>	<u>\$ 851</u>	<u>\$ 1,215</u>
Changes in unrealized (gains) losses relating to liabilities held at December 31, 2015	\$ 27 ⁽²⁾	\$ 127 ⁽³⁾	\$ 154

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

⁽²⁾ Included in interest credited to fixed accounts in the Consolidated Statements of Operations.

⁽³⁾ Included in benefits, claims, losses and settlement expenses in the Consolidated Statements of Operations.

⁽⁴⁾ Included in general and administrative expense in the Consolidated Statements of Operations.

The increase (decrease) to pretax income of the Company's adjustment for nonperformance risk on the fair value of its embedded derivatives was \$(71) million, \$98 million and \$74 million, net of DAC, DSIC, unearned revenue amortization and the reinsurance accrual, for the years ended December 31, 2017, 2016 and 2015, respectively.

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

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

December 31, 2017					
	Fair Value (in millions)	Valuation Technique	Unobservable Input	Range	Weighted Average
Corporate debt securities (private placements)	\$ 1,138	Discounted cash flow	Yield/spread to U.S. Treasuries	0.7% – 2.3%	1.1%
Asset backed securities	\$ 7	Discounted cash flow	Annual short-term default rate	3.8%	
			Annual long-term default rate	2.5% – 3.0%	2.7%
			Discount rate	10.5%	
			Constant prepayment rate	5.0% – 10.0%	9.9%
			Loss recovery	36.4% – 63.6%	63.2%
IUL embedded derivatives	\$ 601	Discounted cash flow	Nonperformance risk ⁽¹⁾	71 bps	
GMWB and GMAB embedded derivatives	\$ (49)	Discounted cash flow	Utilization of guaranteed withdrawals ⁽²⁾	0.0% – 42.0%	
			Surrender rate	0.1% – 74.7%	
			Market volatility ⁽³⁾	3.7% – 16.1%	
			Nonperformance risk ⁽¹⁾	71 bps	
			Discount rate	9.0%	
Contingent consideration liability	\$ 28	Discounted cash flow	Discount rate	9.0%	
December 31, 2016					
	Fair Value (in millions)	Valuation Technique	Unobservable Input	Range	Weighted Average
Corporate debt securities (private placements)	\$ 1,308	Discounted cash flow	Yield/spread to U.S. Treasuries	0.9% – 2.5%	1.3%
Asset backed securities	\$ 14	Discounted cash flow	Annual short-term default rate	4.8%	
			Annual long-term default rate	2.5%	
			Discount rate	13.5%	
			Constant prepayment rate	5.0% – 10.0%	9.9%
			Loss recovery	36.4% – 63.6%	62.8%
IUL embedded derivatives	\$ 464	Discounted cash flow	Nonperformance risk ⁽¹⁾	82 bps	
GMWB and GMAB embedded derivatives	\$ 614	Discounted cash flow	Utilization of guaranteed withdrawals ⁽²⁾	0.0% – 75.6%	
			Surrender rate	0.1% – 66.4%	
			Market volatility ⁽³⁾	5.3% – 21.2%	
			Nonperformance risk ⁽¹⁾	82 bps	
			Discount rate	9.0%	
Contingent consideration liabilities	\$ 13	Discounted cash flow	Discount rate	9.0%	

⁽¹⁾ The nonperformance risk is the spread added to the observable interest rates used in the valuation of the embedded derivatives.

⁽²⁾ The utilization of guaranteed withdrawals represents the percentage of contractholders that will begin withdrawing in any given year.

⁽³⁾ Market volatility is implied volatility of fund of funds and managed volatility funds.

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

Sensitivity of Fair Value Measurements to Changes in Unobservable Inputs

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

Significant increases (decreases) in the annual default rate and discount rate used in the fair value measurement of Level 3 asset backed securities in isolation, generally, would result in a significantly lower (higher) fair value measurement and a significant

increase (decrease) in loss recovery in isolation would result in a significantly higher (lower) fair value measurement. A significant increase (decrease) in the constant prepayment rate in isolation would result in a significantly lower (higher) fair value measurement.

Significant increases (decreases) in nonperformance risk used in the fair value measurement of the IUL embedded derivatives in isolation would result in a significantly lower (higher) fair value measurement.

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

Significant increases (decreases) in the discount rate used in the fair value measurement of the contingent consideration liability in isolation would result in a significantly lower (higher) fair value measurement.

Determination of Fair Value

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

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

Assets

Cash Equivalents

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

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

When available, the fair value of securities is based on quoted prices in active markets. If quoted prices are not available, fair values are obtained from third party pricing services, non-binding broker quotes, or other model-based valuation techniques. Level 1 securities primarily include U.S. Treasuries. Level 2 securities primarily include corporate bonds, residential mortgage backed securities, commercial mortgage backed securities, asset backed securities, state and municipal obligations and foreign government securities. The fair value of these Level 2 securities is based on a market approach with prices obtained from third party pricing services. Observable inputs used to value these securities can include, but are not limited to, reported trades, benchmark yields, issuer spreads and non-binding broker quotes. Level 3 securities primarily include certain corporate bonds, non-agency residential mortgage backed securities and asset backed securities. The fair value of corporate bonds, non-agency residential mortgage backed securities and certain asset backed securities classified as Level 3 is typically based on a single non-binding broker quote. The underlying inputs used for some of the non-binding broker quotes are not readily available to the Company. The Company's privately placed corporate bonds are typically based on a single non-binding broker quote. The fair value of certain asset backed securities is determined using a discounted cash flow model. Inputs used to determine the expected cash flows include assumptions about discount rates and default, prepayment and recovery rates of the underlying assets. Given the significance of the unobservable inputs to this fair value measurement, the fair value of the investment in certain asset backed securities is classified as Level 3. In addition to the general pricing controls, the Company reviews the broker prices to ensure that the broker quotes are reasonable and, when available, compares prices of privately issued securities to public issues from the same issuer to ensure that the implicit illiquidity premium applied to the privately placed investment is reasonable considering investment characteristics, maturity, and average life of the investment.

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

Separate Account Assets

The fair value of assets held by separate accounts is determined by the NAV of the funds in which those separate accounts are invested. The NAV is used as a practical expedient for fair value and represents the exit price for the separate account. Separate account assets are excluded from classification in the fair value hierarchy.

Investments Segregated for Regulatory Purposes

Investments segregated for regulatory purposes includes U.S. Treasuries that are classified as Level 1.

Other Assets

Derivatives that are measured using quoted prices in active markets, such as foreign currency forwards, or derivatives that are exchange-traded are classified as Level 1 measurements. The variation margin on futures contracts is also classified as Level 1. The fair value of derivatives that are traded in less active over-the-counter (“OTC”) markets is generally measured using pricing models with market observable inputs such as interest rates and equity index levels. These measurements are classified as Level 2 within the fair value hierarchy and include swaps and the majority of options. The counterparties’ nonperformance risk associated with uncollateralized derivative assets was immaterial at December 31, 2017 and 2016. See Note 15 and Note 16 for further information on the credit risk of derivative instruments and related collateral.

Liabilities

Policyholder Account Balances, Future Policy Benefits and Claims

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

The Company uses various Black-Scholes calculations to determine the fair value of the embedded derivatives associated with the provisions of its indexed annuity and IUL products. Significant inputs to the EIA calculation include observable interest rates, volatilities and equity index levels and, therefore, are classified as Level 2. The fair value of fixed index annuity and IUL embedded derivatives includes significant observable interest rates, volatilities and equity index levels and the significant unobservable estimate of the Company’s nonperformance risk. Given the significance of the nonperformance risk assumption to the fair value, the fixed index annuity and IUL embedded derivatives are classified as Level 3. The embedded derivatives attributable to these provisions are recorded in policyholder account balances, future policy benefits and claims.

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

Customer Deposits

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

Other Liabilities

Derivatives that are measured using quoted prices in active markets, such as foreign currency forwards, or derivatives that are exchange-traded, are classified as Level 1 measurements. The variation margin on futures contracts is also classified as Level 1. The fair value of derivatives that are traded in less active OTC markets is generally measured using pricing models with market observable inputs such as interest rates and equity index levels. These measurements are classified as Level 2 within the fair value hierarchy and include swaps and the majority of options. The Company’s nonperformance risk associated with uncollateralized derivative liabilities was immaterial at December 31, 2017 and 2016. See Note 15 and Note 16 for further information on the credit risk of derivative instruments and related collateral.

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

Contingent consideration liabilities consist of earn-outs and/or deferred payments related to the Company’s acquisitions. Contingent consideration liabilities are recorded at fair value using a discounted cash flow model under multiple scenarios and an unobservable input (discount rate). Given the use of a significant unobservable input, the fair value of contingent consideration liabilities is classified as Level 3 within the fair value hierarchy.

Fair Value on a Nonrecurring Basis

The Company assesses its investment in affordable housing partnerships for other-than-temporary impairment. The investments that are determined to be other-than-temporarily impaired are written down to their fair value. The Company uses a discounted cash flow model to measure the fair value of these investments. Inputs to the discounted cash flow model are estimates of future net operating losses and tax credits available to the Company and discount rates based on market condition and the financial strength of the syndicator (general partner). During the year ended December 31, 2017, the Company recognized \$64 million of impairments on its investment in affordable housing partnerships primarily due to the enactment of the Tax Act. The balance of affordable housing partnerships measured at fair value on a nonrecurring basis was \$166 million as of December 31, 2017 and is classified as Level 3 in the fair value hierarchy.

Asset and Liabilities Not Reported at Fair Value

The following tables provide the carrying value and the estimated fair value of financial instruments that are not reported at fair value:

	December 31, 2017				
	Carrying Value	Fair Value			Total
		Level 1	Level 2	Level 3	
(in millions)					
Financial Assets					
Mortgage loans, net	\$ 2,756	\$ —	\$ —	\$ 2,752	\$ 2,752
Policy and certificate loans	845	—	—	801	801
Receivables	1,537	103	946	487	1,536
Restricted and segregated cash	2,524	2,524	—	—	2,524
Other investments and assets	520	—	472	49	521
Financial Liabilities					
Policyholder account balances, future policy benefits and claims	\$ 10,246	\$ —	\$ —	\$ 10,755	\$ 10,755
Investment certificate reserves	6,390	—	—	6,374	6,374
Brokerage customer deposits	3,915	3,915	—	—	3,915
Separate account liabilities at NAV	5,177	—	—	—	5,177 ⁽¹⁾
Debt and other liabilities	3,290	118	3,180	119	3,417
December 31, 2016					
	Carrying Value	Fair Value			Total
		Level 1	Level 2	Level 3	
(in millions)					
Financial Assets					
Mortgage loans, net	\$ 2,986	\$ —	\$ —	\$ 2,972	\$ 2,972
Policy and certificate loans	831	—	1	807	808
Receivables ⁽²⁾	1,407	127	870	416	1,413
Restricted and segregated cash	2,905	2,905	—	—	2,905
Other investments and assets	508	—	449	61	510
Financial Liabilities					
Policyholder account balances, future policy benefits and claims	\$ 10,906	\$ —	\$ —	\$ 11,417	\$ 11,417
Investment certificate reserves	5,927	—	—	5,914	5,914
Brokerage customer deposits	4,112	4,112	—	—	4,112
Separate account liabilities at NAV	4,253	—	—	—	4,253 ⁽¹⁾
Debt and other liabilities	3,371	146	3,176	169	3,491

⁽¹⁾ Amounts are comprised of certain financial instruments that are measured at fair value using the NAV per share (or its equivalent) as a practical expedient and have not been classified in the fair value hierarchy. See Note 3 for further information.

⁽²⁾ In the third quarter of 2017, the Company corrected the classification of the fair value of advisor loans, net from Level 2 to Level 3 as the valuation includes a significant unobservable input. The fair value levels at December 31, 2016 have been revised to reflect this change. The fair value of advisor loans, net was \$400 million at December 31, 2016.

Mortgage Loans, Net

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

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

Policy and Certificate Loans

Policy loans represent loans made against the cash surrender value of the underlying life insurance or annuity product. These loans and the related interest are usually realized at death of the policyholder or contractholder or at surrender of the contract and are not transferable without the underlying insurance or annuity contract. The fair value of policy loans is determined by estimating expected cash flows discounted at rates based on the U.S. Treasury curve. Policy loans are classified as Level 3 as the discount rate used may be adjusted for the underlying performance of individual policies.

Certificate loans represent loans made against and collateralized by the underlying certificate balance. These loans do not transfer to third parties separate from the underlying certificate. The outstanding balance of these loans is considered a reasonable estimate of fair value and is classified as Level 2.

Receivables

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

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

The fair value of advisor loans is determined by discounting contractual cash flows, net of estimated credit losses, using a current market interest rate. Advisor loans are classified as Level 3.

Restricted and Segregated Cash

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

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

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

Other Investments and Assets

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

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

Policyholder Account Balances, Future Policy Benefits and Claims

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

Investment Certificate Reserves

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

Brokerage Customer Deposits

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

Separate Account Liabilities

Certain separate account liabilities are classified as investment contracts and are carried at an amount equal to the related separate account assets. The NAV of the related separate account assets is used as a practical expedient for fair value and represents the exit price for the separate account liabilities. Separate account liabilities are excluded from classification in the fair value hierarchy.

Debt and Other Liabilities

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

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

The fair value of future funding commitments to affordable housing partnerships and other real estate partnerships is determined by discounting cash flows. The fair value of these commitments includes an adjustment for the Company's nonperformance risk and is classified as Level 3 due to the use of the significant unobservable input.

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

15. Offsetting Assets and Liabilities

Certain financial instruments and derivative instruments are eligible for offset in the Consolidated Balance Sheets. The Company's derivative instruments, repurchase agreements and securities borrowing and lending agreements are subject to master netting arrangements and collateral arrangements and qualify for offset. A master netting arrangement with a counterparty creates a right of offset for amounts due to and from that same counterparty that is enforceable in the event of a default or bankruptcy. Securities borrowed and loaned result from transactions between the Company's broker dealer subsidiary and other financial institutions and are recorded at the amount of cash collateral advanced or received. Securities borrowed and securities loaned are primarily equity securities. The Company's securities borrowed and securities loaned transactions generally do not have a fixed maturity date and may be terminated by either party under customary terms.

The Company's policy is to recognize amounts subject to master netting arrangements on a gross basis in the Consolidated Balance Sheets.

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

December 31, 2017							
Gross Amounts of Recognized Assets	Gross Amounts Offset in the Consolidated Balance Sheets	Amounts of Assets Presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets			Net Amount	
			Financial Instruments ⁽¹⁾	Cash Collateral	Securities Collateral		
(in millions)							
Derivatives:							
OTC	\$ 3,520	\$ —	\$ 3,520	\$ (2,653)	\$ (760)	\$ (88)	\$ 19
OTC cleared ⁽²⁾	21	—	21	(15)	—	—	6
Exchange-traded	22	—	22	(1)	—	—	21
Total derivatives	3,563	—	3,563	(2,669)	(760)	(88)	46
Securities borrowed	103	—	103	(19)	—	(82)	2
Total	\$ 3,666	\$ —	\$ 3,666	\$ (2,688)	\$ (760)	\$ (170)	\$ 48

December 31, 2016

	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Consolidated Balance Sheets	Amounts of Assets Presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets			Net Amount
				Financial Instruments ⁽¹⁾	Cash Collateral	Securities Collateral	
(in millions)							
Derivatives:							
OTC	\$ 2,920	\$ —	\$ 2,920	\$ (2,214)	\$ (406)	\$ (235)	\$ 65
OTC cleared	512	—	512	(509)	(3)	—	—
Exchange-traded	14	—	14	(2)	—	—	12
Total derivatives	3,446	—	3,446	(2,725)	(409)	(235)	77
Securities borrowed	127	—	127	(16)	—	(108)	3
Total	\$ 3,573	\$ —	\$ 3,573	\$ (2,741)	\$ (409)	\$ (343)	\$ 80

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

⁽²⁾ The decrease in OTC cleared derivatives from December 31, 2016 is a result of certain central clearing parties amending their rules resulting in variation margin payments being settlement payments, as opposed to collateral.

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

December 31, 2017

	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Consolidated Balance Sheets	Amounts of Liabilities Presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets			Net Amount
				Financial Instruments ⁽¹⁾	Cash Collateral	Securities Collateral	
(in millions)							
Derivatives:							
OTC	\$ 3,309	\$ —	\$ 3,309	\$ (2,653)	\$ (70)	\$ (579)	\$ 7
OTC cleared ⁽²⁾	16	—	16	(15)	—	—	1
Exchange-traded	3	—	3	(1)	—	—	2
Total derivatives	3,328	—	3,328	(2,669)	(70)	(579)	10
Securities loaned	118	—	118	(19)	—	(94)	5
Repurchase agreements	50	—	50	—	—	(50)	—
Total	\$ 3,496	\$ —	\$ 3,496	\$ (2,688)	\$ (70)	\$ (723)	\$ 15

December 31, 2016

	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Consolidated Balance Sheets	Amounts of Liabilities Presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets			Net Amount
				Financial Instruments ⁽¹⁾	Cash Collateral	Securities Collateral	
(in millions)							
Derivatives:							
OTC	\$ 2,626	\$ —	\$ 2,626	\$ (2,214)	\$ (53)	\$ (352)	\$ 7
OTC cleared	539	—	539	(509)	(25)	—	5
Exchange-traded	6	—	6	(2)	—	—	4
Total derivatives	3,171	—	3,171	(2,725)	(78)	(352)	16
Securities loaned	146	—	146	(16)	—	(125)	5
Repurchase agreements	50	—	50	—	—	(50)	—
Total	\$ 3,367	\$ —	\$ 3,367	\$ (2,741)	\$ (78)	\$ (527)	\$ 21

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

⁽²⁾ The decrease in OTC cleared derivatives from December 31, 2016 is a result of certain central clearing parties amending their rules resulting in variation margin payments being settlement payments, as opposed to collateral.

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

When the fair value of collateral accepted by the Company is less than the amount due to the Company, there is a risk of loss if the counterparty fails to perform or provide additional collateral. To mitigate this risk, the Company monitors collateral values regularly and requires additional collateral when necessary. When the value of collateral pledged by the Company declines, it may be required to post additional collateral.

Freestanding derivative instruments are reflected in other assets and other liabilities. Cash collateral pledged by the Company is reflected in other assets and cash collateral accepted by the Company is reflected in other liabilities. Repurchase agreements are reflected in short-term borrowings. Securities borrowing and lending agreements are reflected in receivables and other liabilities, respectively. See Note 16 for additional disclosures related to the Company's derivative instruments, Note 13 for additional disclosures related to the Company's repurchase agreements and Note 4 for information related to derivatives held by consolidated investment entities.

16. Derivatives and Hedging Activities

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

The Company's freestanding derivative instruments are all subject to master netting arrangements. The Company's policy on the recognition of derivatives on the Consolidated Balance Sheets is to not offset fair value amounts recognized for derivatives and collateral arrangements executed with the same counterparty under the same master netting arrangement. See Note 15 for additional information regarding the estimated fair value of the Company's freestanding derivatives after considering the effect of master netting arrangements and collateral.

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

	December 31, 2017			December 31, 2016		
	Notional	Gross Fair Value		Notional	Gross Fair Value	
		Assets ⁽¹⁾	Liabilities ⁽²⁾⁽³⁾		Assets ⁽¹⁾	Liabilities ⁽²⁾⁽³⁾
	(in millions)					
Derivatives designated as hedging instruments						
Interest rate contracts	\$ 675	\$ 23	\$ —	\$ 675	\$ 40	\$ —
Foreign exchange contracts	87	—	4	164	12	—
Total qualifying hedges	762	23	4	839	52	—
Derivatives not designated as hedging instruments						
Interest rate contracts	66,043	1,081	416	72,449	1,738	989
Equity contracts	59,292	2,423	2,883	63,015	1,574	2,135
Credit contracts	721	—	2	1,039	1	—
Foreign exchange contracts	4,163	36	23	4,733	81	47
Other contracts	452	—	—	241	—	—
Total non-designated hedges	130,671	3,540	3,324	141,477	3,394	3,171
Embedded derivatives						
GMWB and GMAB ⁽⁴⁾	N/A	—	(49)	N/A	—	614
IUL	N/A	—	601	N/A	—	464
Indexed annuities	N/A	—	5	N/A	—	5
SMC	N/A	—	10	N/A	—	8
Total embedded derivatives	N/A	—	567	N/A	—	1,091
Total derivatives	\$ 131,433	\$ 3,563	\$ 3,895	\$ 142,316	\$ 3,446	\$ 4,262

N/A Not applicable.

⁽¹⁾ The fair value of freestanding derivative assets is included in Other assets on the Consolidated Balance Sheets.

⁽²⁾ The fair value of freestanding derivative liabilities is included in Other liabilities on the Consolidated Balance Sheets. The fair value of GMWB and GMAB, IUL, and indexed annuity embedded derivatives is included in Policyholder account balances, future policy benefits and claims on the Consolidated Balance Sheets. The fair value of the SMC embedded derivative liability is included in Customer deposits on the Consolidated Balance Sheets.

⁽³⁾ The fair value of the Company's derivative liabilities after considering the effects of master netting arrangements, cash collateral held by the same counterparty and the fair value of net embedded derivatives was \$1.3 billion and \$1.5 billion as of December 31, 2017 and 2016, respectively. See

Note 15 for additional information related to master netting arrangements and cash collateral. See Note 4 for information about derivatives held by consolidated VIEs.

⁽⁴⁾The fair value of the GMWB and GMAB embedded derivatives as of December 31, 2017 included \$443 million of individual contracts in a liability position and \$492 million of individual contracts in an asset position. The fair value of the GMWB and GMAB embedded derivatives as of December 31, 2016 included \$880 million of individual contracts in a liability position and \$266 million of individual contracts in an asset position.

See Note 14 for additional information regarding the Company's fair value measurement of derivative instruments.

As of December 31, 2017 and 2016, investment securities with a fair value of \$89 million and \$235 million, respectively, were received as collateral to meet contractual obligations under derivative contracts, of which \$89 million and \$118 million, respectively, may be sold, pledged or rehypothecated by the Company. As of December 31, 2017 and 2016, the Company had sold, pledged or rehypothecated nil and \$19 million, respectively, of these securities. In addition, as of December 31, 2017 and 2016, non-cash collateral accepted was held in separate custodial accounts and was not included in the Company's Consolidated Balance Sheets.

Derivatives Not Designated as Hedges

The following table presents a summary of the impact of derivatives not designated as hedging instruments, including embedded derivatives, on the Consolidated Statements of Operations:

	Net Investment Income	Banking and Deposit Interest Expense	Distribution Expenses	Interest Credited to Fixed Accounts	Benefits, Claims, Losses and Settlement Expenses	General and Administrative Expense
(in millions)						
Year Ended December 31, 2017						
Interest rate contracts	\$ (3)	\$ —	\$ —	\$ —	\$ 1	\$ —
Equity contracts	(10)	4	54	75	(1,081)	11
Credit contracts	—	—	—	—	(22)	—
Foreign exchange contracts	—	—	3	—	(23)	6
Other contracts	—	—	—	—	(2)	—
GMWB and GMAB embedded derivatives	—	—	—	—	663	—
IUL embedded derivatives	—	—	—	(45)	—	—
SMC embedded derivatives	—	(4)	—	—	—	—
Total gain (loss)	<u>\$ (13)</u>	<u>\$ —</u>	<u>\$ 57</u>	<u>\$ 30</u>	<u>\$ (464)</u>	<u>\$ 17</u>
Year Ended December 31, 2016						
Interest rate contracts	\$ 3	\$ —	\$ —	\$ —	\$ 36	\$ —
Equity contracts	(1)	2	23	20	(897)	6
Credit contracts	—	—	—	—	2	—
Foreign exchange contracts	—	—	(1)	—	—	14
Other contracts	—	—	—	—	(2)	—
GMWB and GMAB embedded derivatives	—	—	—	—	237	—
IUL embedded derivatives	—	—	—	15	—	—
SMC embedded derivatives	—	(2)	—	—	—	—
Total gain (loss)	<u>\$ 2</u>	<u>\$ —</u>	<u>\$ 22</u>	<u>\$ 35</u>	<u>\$ (624)</u>	<u>\$ 20</u>
Year Ended December 31, 2015						
Interest rate contracts	\$ (21)	\$ —	\$ —	\$ —	\$ 228	\$ —
Equity contracts	—	—	1	(10)	(317)	2
Credit contracts	—	—	—	—	(1)	—
Foreign exchange contracts	4	—	(1)	—	13	(2)
Other contracts	1	—	—	—	(1)	—
GMWB and GMAB embedded derivatives	—	—	—	—	(372)	—
IUL embedded derivatives	—	—	—	(8)	—	—
Indexed annuity embedded derivatives	—	—	—	1	—	—
Total gain (loss)	<u>\$ (16)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ (17)</u>	<u>\$ (450)</u>	<u>\$ —</u>

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

Certain annuity contracts contain GMWB or GMAB provisions, which guarantee the right to make limited partial withdrawals each contract year regardless of the volatility inherent in the underlying investments or guarantee a minimum accumulation value of consideration received at the beginning of the contract period, after a specified holding period, respectively. The GMAB and non-life contingent GMWB provisions are considered embedded derivatives, which are bifurcated from their host contracts for valuation purposes and reported on the Consolidated Balance Sheets at fair value with changes in fair value reported in earnings. The Company economically hedges the exposure related to GMAB and non-life contingent GMWB provisions primarily using futures, options, interest rate swaptions, interest rate swaps, total return swaps and variance swaps.

The deferred premium associated with certain of the above options and swaptions is paid or received semi-annually over the life of the contract or at maturity. The following is a summary of the payments the Company is scheduled to make and receive for these options and swaptions as of December 31, 2017:

	Premiums Payable	Premiums Receivable
	(in millions)	
2018	\$ 233	\$ 131
2019	296	171
2020	217	100
2021	187	109
2022	250	148
2023-2027	523	59
Total	<u>\$ 1,706</u>	<u>\$ 718</u>

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

The Company has a macro hedge program to provide protection against the statutory tail scenario risk arising from variable annuity reserves on its statutory surplus and to cover some of the residual risks not covered by other hedging activities. As a means of economically hedging these risks, the Company uses a combination of futures, options, interest rate swaptions and/or swaps. Certain of the macro hedge derivatives contain settlement provisions linked to both equity returns and interest rates. The Company's macro hedge derivatives that contain settlement provisions linked to both equity returns and interest rates are shown in Other contracts in the tables above.

Indexed annuity, IUL and stock market certificate products have returns tied to the performance of equity markets. As a result of fluctuations in equity markets, the obligation incurred by the Company related to indexed annuity, IUL and stock market certificate products will positively or negatively impact earnings over the life of these products. The equity component of the indexed annuity, IUL and stock market certificate product obligations are considered embedded derivatives, which are bifurcated from their host contracts for valuation purposes and reported on the Consolidated Balance Sheets at fair value with changes in fair value reported in earnings. As a means of economically hedging its obligations under the provisions of these products, the Company enters into index options and futures contracts.

The Company enters into futures, credit default swaps and commodity swaps to manage its exposure to price risk arising from seed money investments in proprietary investment products. The Company enters into foreign currency forward contracts to economically hedge its exposure to certain foreign transactions. The Company enters into futures contracts to economically hedge its exposure related to compensation plans. In 2015, the Company entered into interest rate swaps to offset interest rate changes on unrealized gains or losses for certain investments.

Cash Flow Hedges

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

For the years ended December 31, 2017, 2016 and 2015, amounts recognized in earnings related to cash flow hedges due to ineffectiveness were \$1 million, nil and \$1 million, respectively. The estimated net amount of existing pretax losses as of December 31, 2017 that the Company expects to reclassify to earnings within the next twelve months is nil, which consists of \$2 million of pretax gains to be recorded as a reduction to interest and debt expense and \$2 million of pretax losses to be recorded in net investment income. Currently, the longest period of time over which the Company is hedging exposure to the variability in future cash flows is 18 years and relates to forecasted debt interest payments. See Note 18 for a rollforward of net unrealized derivative gains (losses) included in AOCI related to cash flow hedges.

Fair Value Hedges

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

Derivatives designated as hedging instruments	Location of Gain Recorded into Income	Amount of Gain Recognized in Income on Derivatives		
		Years Ended December 31,		
		2017	2016	2015
			(in millions)	
Interest rate contracts	Interest and debt expense	\$ 16	\$ 19	\$ 31

Net Investment Hedges

The Company entered into, and designated as net investment hedges in foreign operations, forward contracts to hedge a portion of the Company's foreign currency exchange rate risk associated with its investment in Threadneedle. As the Company determined that the forward contracts are effective, the change in fair value of the derivatives is recognized in AOCI as part of the foreign currency translation adjustment. For the years ended December 31, 2017 and 2016, the Company recognized a loss of \$4 million and a gain of \$34 million, respectively, in OCI.

Credit Risk

Credit risk associated with the Company's derivatives is the risk that a derivative counterparty will not perform in accordance with the terms of the applicable derivative contract. To mitigate such risk, the Company has established guidelines and oversight of credit risk through a comprehensive enterprise risk management program that includes members of senior management. Key components of this program are to require preapproval of counterparties and the use of master netting and collateral arrangements whenever practical. See Note 15 for additional information on the Company's credit exposure related to derivative assets.

Certain of the Company's derivative contracts contain provisions that adjust the level of collateral the Company is required to post based on the Company's debt rating (or based on the financial strength of the Company's life insurance subsidiaries for contracts in which those subsidiaries are the counterparty). Additionally, certain of the Company's derivative contracts contain provisions that allow the counterparty to terminate the contract if the Company's debt does not maintain a specific credit rating (generally an investment grade rating) or the Company's life insurance subsidiary does not maintain a specific financial strength rating. If these termination provisions were to be triggered, the Company's counterparty could require immediate settlement of any net liability position. As of December 31, 2017 and 2016, the aggregate fair value of derivative contracts in a net liability position containing such credit contingent provisions was \$372 million and \$254 million, respectively. The aggregate fair value of assets posted as collateral for such instruments as of December 31, 2017 and 2016 was \$369 million and \$246 million, respectively. If the credit contingent provisions of derivative contracts in a net liability position as of December 31, 2017 and 2016 were triggered, the aggregate fair value of additional assets that would be required to be posted as collateral or needed to settle the instruments immediately would have been \$3 million and \$8 million, respectively.

17. Share-Based Compensation

The Company's share-based compensation plans consist of the Amended and Restated Ameriprise Financial 2005 Incentive Compensation Plan (the "2005 ICP"), the Ameriprise Financial 2008 Employment Incentive Equity Award Plan (the "2008 Plan"), the Ameriprise Financial Franchise Advisor Deferred Compensation Plan ("Franchise Advisor Deferral Plan") and the Ameriprise Advisor Group Deferred Compensation Plan ("Advisor Group Deferral Plan").

The components of the Company's share-based compensation expense, net of forfeitures, were as follows:

	December 31,		
	2017	2016	2015
		(in millions)	
Stock option	\$ 32	\$ 34	\$ 39
Restricted stock	24	24	22
Restricted stock units	65	76	83
Liability awards	45	4	14
Total	\$ 166	\$ 138	\$ 158

For the years ended December 31, 2017, 2016 and 2015, total income tax benefit recognized by the Company related to share-based compensation expense was \$58 million, \$48 million and \$56 million, respectively.

As of December 31, 2017, there was \$94 million of total unrecognized compensation cost related to non-vested awards under the Company's share-based compensation plans, which is expected to be recognized over a weighted-average period of 2.5 years.

Amended and Restated Ameriprise Financial 2005 Incentive Compensation Plan

The 2005 ICP, which was amended and approved by shareholders on April 30, 2014, provides for the grant of cash and equity incentive awards to directors, employees and independent contractors, including stock options, restricted stock awards, restricted stock units, stock appreciation rights, performance shares and similar awards designed to comply with the applicable federal regulations and laws of jurisdiction. Under the 2005 ICP, a maximum of 54.4 million shares may be issued. Of this total, no more than 4.5 million shares may be issued after April 30, 2014 for full value awards, which are awards other than stock options and stock appreciation rights. Shares issued under the 2005 ICP may be authorized and unissued shares or treasury shares.

Ameriprise Financial 2008 Employment Incentive Equity Award Plan

The 2008 Plan is designed to align employees' interests with those of the shareholders of the Company and attract and retain new employees. The 2008 Plan provides for the grant of equity incentive awards to new employees, primarily those, who became employees in connection with a merger or acquisition, including stock options, restricted stock awards, restricted stock units, and other equity-based awards designed to comply with the applicable federal and foreign regulations and laws of jurisdiction. Under the 2008 Plan, a maximum of 6.0 million shares may be issued.

Stock Options

Stock options granted under the 2005 ICP and the 2008 Plan have an exercise price not less than 100% of the current fair market value of a share of the Company's common stock on the grant date and a maximum term of 10 years. Stock options granted generally vest ratably over three to four years. Vesting of option awards may be accelerated based on age and length of service. Stock options granted are expensed on a straight-line basis over the vesting period based on the fair value of the awards on the date of grant. The grant date fair value of the options is calculated using a Black-Scholes option-pricing model.

The following weighted average assumptions were used for stock option grants:

	2017	2016	2015
Dividend yield	2.3%	2.3%	2.0%
Expected volatility	30%	27%	26%
Risk-free interest rate	1.9%	1.3%	1.2%
Expected life of stock option (years)	5.0	5.0	5.0

The dividend yield assumption represents the Company's expected dividend yield based on its historical dividend payouts and management's expectations. The expected volatility is based on the Company's historical and implied volatilities. The risk-free interest rate for periods within the expected option life is based on the U.S. Treasury yield curve at the grant date. The expected life of the option is based on the Company's past experience and other considerations.

The weighted average grant date fair value for options granted during 2017, 2016 and 2015 was \$28.33, \$17.00 and \$25.12, respectively.

A summary of the Company's stock option activity for 2017 is presented below (shares and intrinsic value in millions):

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at January 1	8.2	\$ 84.85	6.7	\$ 241
Granted	1.2	123.58		
Exercised	(3.3)	69.41		
Forfeited	(0.1)	106.62		
Outstanding at December 31	6.0	100.38	7.0	413
Exercisable at December 31	3.2	92.72	5.8	243

The intrinsic value of a stock option is the amount by which the fair value of the underlying stock exceeds the exercise price of the option. The total intrinsic value of options exercised was \$222 million, \$37 million and \$111 million during the years ended December 31, 2017, 2016 and 2015, respectively.

Restricted Stock Awards

Restricted stock awards granted under the 2005 ICP and 2008 Plan generally vest ratably over three to four years or at the end of five years. Vesting of restricted stock awards may be accelerated based on age and length of service. Compensation expense for restricted stock awards is based on the market price of Ameriprise Financial common stock on the date of grant and is amortized on a straight-line basis over the vesting period. Quarterly dividends are paid on restricted stock, as declared by the Company's Board of Directors, during the vesting period and are not subject to forfeiture.

Restricted Stock Units and Deferred Share Units

The 2005 ICP provides for the grant of deferred share units to non-employee directors of the Company and the 2005 ICP and 2008 Plan provide for the grant of restricted stock units to employees. The director awards are fully vested upon issuance and are settled for Ameriprise Financial common stock upon the director's termination of service. The employee awards generally vest ratably over three to four years. Compensation expense for deferred share units and restricted stock units is based on the market price of Ameriprise Financial stock on the date of grant. Restricted stock units granted to employees are expensed on a straight-line basis over the vesting period or on an accelerated basis if certain age and length of service requirements are met. Deferred share units granted to non-employee directors are expensed immediately. Dividends are paid on restricted stock units, as declared by the Company's Board of Directors, during the vesting period and are not subject to forfeiture. Dividend equivalents are issued on deferred share units, as dividends are declared by the Company's Board of Directors, until distribution and are not subject to forfeiture.

Ameriprise Financial Deferred Compensation Plan

The Ameriprise Financial Deferred Compensation Plan ("DCP") under the 2005 ICP gives certain employees the choice to defer a portion of their eligible compensation, which can be invested in investment options as provided by the DCP, including the Ameriprise Financial Stock Fund. The DCP is an unfunded non-qualified deferred compensation plan under section 409A of the Internal Revenue Code. The Company provides a match on certain deferrals. Participant deferrals vest immediately and the Company match vests after three years. Distributions are made in shares of the Company's common stock for the portion of the deferral invested in the Ameriprise Financial Stock Fund and the Company match, for which the Company has recorded in equity. The DCP does allow for accelerated vesting of the share-based awards in cases of death, disability and qualified retirement. Compensation expense related to the Company match is recognized on a straight-line basis over the vesting period or on an accelerated basis if certain age and length of service requirements are met. Dividend equivalents are issued on deferrals into the Ameriprise Financial Stock Fund and the Company match. Dividend equivalents related to deferrals are not subject to forfeiture, whereas dividend equivalents related to the Company match are subject to forfeiture until fully vested.

Ameriprise Financial Franchise Advisor Deferral Plan

The Franchise Advisor Deferral Plan, which was amended in January 2011, gives certain advisors the choice to defer a portion of their commissions into Ameriprise Financial stock or other investment options. The Franchise Advisor Deferral Plan is an unfunded non-qualified deferred compensation plan under section 409A of the Internal Revenue Code. Prior to 2011, all deferrals were in the form of share-based awards and the Company provided a match on the advisor deferrals, which participants could elect to receive in cash or shares of common stock.

The Franchise Advisor Deferral Plan allows for the grant of share-based awards of up to 12.5 million shares of common stock. The number of units awarded is based on the performance measures, deferral percentage and the market value of Ameriprise Financial common stock on the deferral date as defined by the plan. Share-based awards made during 2011 and later are fully vested and are not subject to forfeitures. Share-based awards made prior to 2011 generally vest ratably over four years, beginning on January 1 of the year following the plan year in which the award was made. In addition to the voluntary deferral, certain advisors are eligible for the Franchise Advisor Top Performer Stock Award or the Franchise Consultant Growth Bonus. The Franchise Advisor Top Performer Stock Award allows eligible advisors to earn additional deferred stock awards on commissions over a specified threshold. The awards vest ratably over four years. The Franchise Consultant Growth Bonus allows eligible advisors who coach other advisors the ability to earn a bonus based on the success of the advisors they coach, which can be deferred into the plan. The awards vest ratably over three years. The Franchise Advisor Deferral Plan allows for accelerated vesting of the share-based awards based on age and years as an advisor. Commission expense is recognized on a straight-line basis over the vesting period. However, as franchise advisors are not employees of the Company, the expense is adjusted each period based on the stock price of the Company's common stock up to the vesting date. Share units receive dividend equivalents, as dividends are declared by the Company's Board of Directors, until distribution and are subject to forfeiture until vested.

Ameriprise Advisor Group Deferred Compensation Plan

The Advisor Group Deferral Plan, which was created in April 2009, allows for employee advisors to receive share-based bonus awards which are subject to future service requirements and forfeitures. The Advisor Group Deferral Plan is an unfunded non-qualified deferred compensation plan under section 409A of the Internal Revenue Code. The Advisor Group Deferral Plan also gives qualifying employee advisors the choice to defer a portion of their base salary or commissions. This deferral can be in the form of Ameriprise Financial stock or other investment options. Deferrals are not subject to future service requirements or forfeitures. Under the Advisor Group Deferral Plan, a maximum of 3.0 million shares may be issued. Awards granted under the Advisor Group Deferral Plan may be settled in cash and/or shares of the Company's common stock according to the award's terms. Share units receive dividend equivalents, as dividends are declared by the Company's Board of Directors, until distribution and are subject to forfeiture until vested.

Full Value Share Award Activity

A summary of activity for the Company's restricted stock awards, restricted stock units granted to employees (including advisors), compensation and commission deferrals into stock and deferred share units for 2017 is presented below (shares in millions):

	Shares	Weighted Average Grant-date Fair Value
Non-vested shares at January 1	1.3	\$ 99.37
Granted	0.5	127.08
Deferred	0.2	134.01
Vested	(0.7)	113.59
Forfeited	(0.1)	106.43
Non-vested shares at December 31	<u>1.2</u>	<u>107.52</u>

The deferred shares in the table above primarily relate to franchise advisor voluntary deferrals of their commissions into Ameriprise Financial stock under the Franchise Advisor Deferral Plan that are fully vested at the deferral date.

The fair value of full value share awards vested during the years ended December 31, 2017, 2016 and 2015 was \$97 million, \$103 million and \$133 million, respectively.

The weighted average grant date fair value for restricted shares, restricted stock units and deferred share units during 2017, 2016 and 2015 was \$124.51, \$88.61 and \$128.43, respectively. The weighted average grant date fair value for franchise advisor and advisor group deferrals during 2017, 2016 and 2015 was \$134.58, \$94.55 and \$123.88, respectively.

Performance Share Units

Under the 2005 ICP, the Company's Executive Leadership Team may be awarded a target number of performance share units ("PSUs"). PSUs will be earned only to the extent that the Company attains certain goals relating to the Company's performance and relative total shareholder returns against peers over a three-year period. The awards also have a three-year service condition with cliff vesting with an accelerated service condition based on age and length of service. The actual number of PSUs ultimately earned could vary from zero, if performance goals are not met, to as much as 200% of the target, if performance goals are significantly exceeded. The value of each target PSU is equal to the value of one share of Ameriprise Financial common stock. The total amount of target PSUs outstanding at the end of December 31, 2017, 2016 and 2015 was 0.2 million. The PSUs are liability awards. During the years ended December 31, 2017, 2016 and 2015, the value of shares settled for PSU awards was \$13 million, \$15 million and \$27 million, respectively.

Threadneedle Equity Incentive Plan ("EIP")

Prior to 2012, certain key Threadneedle employees were eligible for awards under the EIP based on a formula tied to Threadneedle's financial performance. Awards under the EIP were first made in April 2009; prior awards were made under the equity participation plan ("EPP"). The EPP and EIP awards were fully amortized as of December 31, 2015. During the years ended December 31, 2017, 2016 and 2015, cash settlements of EPP and EIP awards were nil, \$2 million and \$28 million, respectively.

18. Shareholders' Equity

The following tables provide the amounts related to each component of OCI:

	Year Ended December 31, 2017		
	Pretax	Income Tax Benefit (Expense)	Net of Tax
	(in millions)		
Net unrealized securities gains (losses):			
Net unrealized securities gains (losses) arising during the period ⁽¹⁾	\$ 243	\$ (77)	\$ 166
Reclassification of net securities (gains) losses included in net income ⁽²⁾	(55)	19	(36)
Impact of DAC, DSIC, unearned revenue, benefit reserves and reinsurance recoverables	(180)	57	(123)
Net unrealized securities gains (losses)	8	(1)	7
Net unrealized derivatives gains (losses):			
Reclassification of net derivative (gains) losses included in net income ⁽³⁾	5	(2)	3
Net unrealized derivatives gains (losses)	5	(2)	3
Defined benefit plans:			
Prior service credit	2	(1)	1
Net gain (loss) arising during the period	38	(11)	27
Defined benefit plans	40	(12)	28
Foreign currency translation	74	(82) ⁽⁴⁾	(8)
Other	(1)	—	(1)
Total other comprehensive income (loss)	\$ 126	\$ (97)	\$ 29

	Year Ended December 31, 2016		
	Pretax	Income Tax Benefit (Expense)	Net of Tax
	(in millions)		
Net unrealized securities gains (losses):			
Net unrealized securities gains (losses) arising during the period ⁽¹⁾	\$ 339	\$ (121)	\$ 218
Reclassification of net securities (gains) losses included in net income ⁽²⁾	(22)	8	(14)
Impact of DAC, DSIC, unearned revenue, benefit reserves and reinsurance recoverables	(242)	85	(157)
Net unrealized securities gains (losses)	75	(28)	47
Net unrealized derivatives gains (losses):			
Reclassification of net derivative (gains) losses included in net income ⁽³⁾	6	(2)	4
Net unrealized derivatives gains (losses)	6	(2)	4
Defined benefit plans:			
Net gain (loss) arising during the period	(45)	11	(34)
Defined benefit plans	(45)	11	(34)
Foreign currency translation	(117)	41	(76)
Total other comprehensive income (loss)	\$ (81)	\$ 22	\$ (59)

	Year Ended December 31, 2015		
	Pretax	Income Tax Benefit (Expense)	Net of Tax
	(in millions)		
Net unrealized securities gains (losses):			
Net unrealized securities gains (losses) arising during the period ⁽¹⁾	\$ (1,027)	\$ 359	\$ (668)
Reclassification of net securities (gains) losses included in net income ⁽²⁾	(6)	2	(4)
Impact of DAC, DSIC, unearned revenue, benefit reserves and reinsurance recoverables	480	(168)	312
Net unrealized securities gains (losses)	<u>(553)</u>	<u>193</u>	<u>(360)</u>
Net unrealized derivatives gains (losses):			
Reclassification of net derivative (gains) losses included in net income ⁽³⁾	1	—	1
Net unrealized derivatives gains (losses)	<u>1</u>	<u>—</u>	<u>1</u>
Defined benefit plans:			
Prior service credit	(2)	—	(2)
Net gain (loss) arising during the period	(24)	6	(18)
Defined benefit plans	<u>(26)</u>	<u>6</u>	<u>(20)</u>
Foreign currency translation	<u>(46)</u>	<u>16</u>	<u>(30)</u>
Other comprehensive income (loss) attributable to Ameriprise Financial	<u>(624)</u>	<u>215</u>	<u>(409)</u>
Other comprehensive income (loss) attributable to noncontrolling interests	<u>(60)</u>	<u>—</u>	<u>(60)</u>
Total other comprehensive income (loss)	<u>\$ (684)</u>	<u>\$ 215</u>	<u>\$ (469)</u>

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

⁽²⁾ Reclassification amounts are recorded in net investment income.

⁽³⁾ Includes a \$2 million, \$1 million and \$4 million pretax gain reclassified to interest and debt expenses and a \$5 million, \$6 million and \$5 million pretax loss reclassified to net investment income for the years ended December 31, 2017, 2016 and 2015, respectively.

⁽⁴⁾ Includes an \$87 million decrease to OCI related to deferred taxes on currency translations adjustments.

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

The following table presents the changes in the balances of each component of AOCI, net of tax:

	Net Unrealized Securities Gains	Net Unrealized Derivatives Losses	Defined Benefit Plans	Foreign Currency Translation	Other	Total
	(in millions)					
Balance, January 1, 2015	\$ 786	\$ —	\$ (71)	\$ (53)	\$ —	\$ 662
OCI before reclassifications	(356)	—	(25)	(30)	—	(411)
Amounts reclassified from AOCI	(4)	1	5	—	—	2
OCI attributable to Ameriprise Financial	(360)	1	(20)	(30)	—	(409)
Balance, December 31, 2015	426 ⁽¹⁾	1	(91)	(83)	—	253
Cumulative effect of change in accounting policies	6	—	—	—	—	6
OCI before reclassifications	61	—	(39)	(76)	—	(54)
Amounts reclassified from AOCI	(14)	4	5	—	—	(5)
OCI attributable to Ameriprise Financial	47	4	(34)	(76)	—	(59)
Balance, December 31, 2016	479 ⁽¹⁾	5	(125)	(159)	—	200
OCI before reclassifications	43	—	20	(8)	(1)	54
Amounts reclassified from AOCI	(36)	3	8	—	—	(25)
OCI attributable to Ameriprise Financial	7	3	28	(8)	(1)	29
Balance, December 31, 2017	\$ 486 ⁽¹⁾	\$ 8	\$ (97)	\$ (167)	\$ (1)	\$ 229

⁽¹⁾ Includes \$1 million, \$4 million and \$4 million of noncredit related impairments on securities and net unrealized securities gains (losses) on previously impaired securities at December 31, 2017, 2016 and 2015, respectively.

For the years ended December 31, 2017, 2016 and 2015, the Company repurchased a total of 9.9 million shares, 17.6 million shares and 13.9 million shares, respectively, of its common stock for an aggregate cost of \$1.3 billion, \$1.7 billion and \$1.7 billion, respectively. In December 2015, the Company's Board of Directors authorized additional expenditures of up to \$2.5 billion for the repurchase of shares of the Company's common stock through December 31, 2017, which was exhausted in the third quarter of 2017. In April 2017, the Company's Board of Directors authorized an expenditure of up to \$2.5 billion for the repurchase of shares of the Company's common stock through June 30, 2019. As of December 31, 2017, the Company had \$2.1 billion remaining under its share repurchase authorizations.

The Company may also reacquire shares of its common stock under its share-based compensation plans related to restricted stock awards and certain option exercises. The holders of restricted shares may elect to surrender a portion of their shares on the vesting date to cover their income tax obligation. These vested restricted shares are reacquired by the Company and the Company's payment of the holders' income tax obligations are recorded as a treasury share purchase.

For the years ended December 31, 2017, 2016 and 2015, the Company reacquired 0.3 million shares, 0.3 million shares and 0.4 million shares, respectively, of its common stock through the surrender of shares upon vesting and paid in the aggregate \$33 million, \$29 million and \$49 million, respectively, related to the holders' income tax obligations on the vesting date. Option holders may elect to net settle their vested awards resulting in the surrender of the number of shares required to cover the strike price and tax obligation of the options exercised. These shares are reacquired by the Company and recorded as treasury shares. For the years ended December 31, 2017, 2016 and 2015, the Company reacquired 2.2 million shares, 0.5 million shares and 0.7 million shares, respectively, of its common stock through the net settlement of options for an aggregate value of \$298 million, \$48 million and \$92 million, respectively.

For the years ended December 31, 2017, 2016 and 2015, respectively, the Company reissued 0.8 million, 0.9 million and 1.0 million treasury shares, respectively, for restricted stock award grants, PSUs, and issuance of shares vested under advisor deferred compensation plans.

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

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

	Years Ended December 31,		
	2017	2016	2015
	(in millions, except per share amounts)		
Numerator:			
Net income	\$ 1,480	\$ 1,314	\$ 1,687
Less: Net income attributable to noncontrolling interests	—	—	125
Net income attributable to Ameriprise Financial	<u>\$ 1,480</u>	<u>\$ 1,314</u>	<u>\$ 1,562</u>
Denominator:			
Basic: Weighted-average common shares outstanding	154.1	166.3	181.7
Effect of potentially dilutive nonqualified stock options and other share-based awards	2.6	1.9	2.5
Diluted: Weighted-average common shares outstanding	<u>156.7</u>	<u>168.2</u>	<u>184.2</u>
Earnings per share attributable to Ameriprise Financial, Inc. common shareholders:			
Basic	\$ 9.60	\$ 7.90	\$ 8.60
Diluted	\$ 9.44	\$ 7.81	\$ 8.48

The calculation of diluted earnings per share excludes the incremental effect of nil, 1.5 million and 1.7 million options as of December 31, 2017, 2016 and 2015, respectively, due to their anti-dilutive effect.

20. Regulatory Requirements

Restrictions on the transfer of funds exist under regulatory requirements applicable to certain of the Company's subsidiaries. As of December 31, 2017, the aggregate amount of unrestricted net assets was approximately \$904 million.

The National Association of Insurance Commissioners ("NAIC") defines Risk-Based Capital ("RBC") requirements for insurance companies. The RBC requirements are used by the NAIC and state insurance regulators to identify companies that merit regulatory actions designed to protect policyholders. These requirements apply to both the Company's life and property casualty insurance companies. In addition, IDS Property Casualty is subject to the statutory surplus requirements of the State of Wisconsin. The Company's life and property casualty companies each met their respective minimum RBC requirements.

The Company's life and property casualty insurance companies are required to prepare statutory financial statements in accordance with the accounting practices prescribed or permitted by the insurance departments of their respective states of domicile, which vary materially from GAAP. Prescribed statutory accounting practices include publications of the NAIC, as well as state laws, regulations and general administrative rules. The more significant differences from GAAP include charging policy acquisition costs to expense as incurred, establishing annuity and insurance reserves using different actuarial methods and assumptions, valuing investments on a different basis and excluding certain assets from the balance sheet by charging them directly to surplus, such as a portion of the net deferred income tax assets.

RiverSource Life received approval from the Minnesota Department of Commerce to apply a permitted statutory accounting practice, effective July 1, 2017 through June 30, 2018, for certain derivative instruments used to economically hedge the interest rate exposure of certain variable annuity products that do not qualify for statutory hedge accounting. The permitted practice is intended to mitigate the impact to statutory surplus from the misalignment between variable annuity statutory reserves, which are not carried at fair value, and the fair value of derivatives used to economically hedge the interest rate exposure of non-life contingent living benefit guarantees. The permitted practice allows RiverSource Life to defer a portion of the change in fair value, net investment income and realized gains or losses generated from designated derivatives to the extent the amounts do not offset the current period interest-rate related change in the variable annuity statutory reserve liability. The deferred amount is amortized over ten years using the straight-line method with the ability to accelerate amortization at management's discretion. There was no immediate impact to statutory surplus at the effective date for the permitted statutory accounting practice. As of December 31, 2017, application of this permitted practice resulted in a decrease to RiverSource Life's statutory surplus of approximately \$3 million.

State insurance statutes contain limitations as to the amount of dividends that insurers may make without providing prior notification to state regulators. For RiverSource Life, dividends in excess of unassigned surplus, as determined in accordance with accounting practices prescribed by the State of Minnesota, require advance notice to the Minnesota Department of Commerce, RiverSource Life's primary regulator, and are subject to potential disapproval. RiverSource Life's statutory unassigned surplus (deficit) aggregated \$(306) million and \$275 million as of December 31, 2017 and 2016, respectively.

In addition, dividends whose fair market value, together with that of other dividends made within the preceding 12 months, exceeds the greater of the previous year's statutory net gain from operations or 10% of the previous year-end statutory capital and surplus are referred to as "extraordinary dividends." Extraordinary dividends also require advance notice to the Minnesota Department of Commerce, and are subject to potential disapproval. Statutory capital and surplus for RiverSource Life was \$2.4 billion and \$3.0 billion as of December 31, 2017 and 2016, respectively. Statutory capital and surplus for IDS Property Casualty was \$781 million and \$800 million as of December 31, 2017 and 2016, respectively.

Statutory net gain from operations and net income (loss) are summarized as follows:

	Years Ended December 31,		
	2017	2016	2015
	(in millions)		
RiverSource Life			
Statutory net gain from operations	\$ 958	\$ 834	\$ 1,033
Statutory net income (loss)	222	322	633
IDS Property Casualty			
Statutory net income (loss)	(10)	(8)	(44)

Government debt securities of \$4 million as of both December 31, 2017 and 2016 held by the Company's life insurance subsidiaries were on deposit with various states as required by law.

Ameriprise Certificate Company ("ACC") is registered as an investment company under the Investment Company Act of 1940 (the "1940 Act"). ACC markets and sells investment certificates to clients. ACC is subject to various capital requirements under the 1940 Act, laws of the State of Minnesota and understandings with the Securities and Exchange Commission ("SEC") and the Minnesota Department of Commerce. The terms of the investment certificates issued by ACC and the provisions of the 1940 Act also require the maintenance by ACC of qualified assets. Under the provisions of its certificates and the 1940 Act, ACC was required to have qualified assets (as that term is defined in Section 28(b) of the 1940 Act) in the amount of \$6.4 billion and \$5.9 billion as of December 31, 2017 and 2016, respectively. ACC had qualified assets of \$6.9 billion and \$6.3 billion as of December 31, 2017 and 2016, respectively.

Ameriprise Financial and ACC entered into a Capital Support Agreement on March 2, 2009, pursuant to which Ameriprise Financial agrees to commit such capital to ACC as is necessary to satisfy applicable minimum capital requirements. Effective April 30, 2014, this agreement was amended to revise the maximum commitment to \$50 million. For the years ended December 31, 2017 and 2016, ACC did not draw upon the Capital Support Agreement and had met all applicable capital requirements.

Threadneedle's required capital is predominantly based on the requirements specified by its regulator, the Financial Conduct Authority ("FCA"), under its Capital Adequacy Requirements for asset managers.

The Company has five broker-dealer subsidiaries, American Enterprise Investment Services Inc., Ameriprise Financial Services, Inc., RiverSource Distributors, Inc., Columbia Management Investment Distributors, Inc. and IPI. The broker-dealers are subject to the net capital requirements of the Financial Industry Regulatory Authority ("FINRA") and the Uniform Net Capital requirements of the SEC under Rule 15c3-1 of the Securities Exchange Act of 1934.

Ameriprise Trust Company is subject to capital adequacy requirements under the laws of the State of Minnesota as enforced by the Minnesota Department of Commerce.

Ameriprise National Trust Bank is subject to regulation by the Comptroller of Currency ("OCC") and, to a limited extent, by the Federal Deposit Insurance Corporation. As a limited powers national association, Ameriprise National Trust Bank is subject to supervision under various laws and regulations enforced by the OCC, including those related to capital adequacy, liquidity and conflicts of interest.

21. Income Taxes

The components of income tax provision attributable to continuing operations were as follows:

	Years Ended December 31,		
	2017	2016	2015
	(in millions)		
Current income tax			
Federal	\$ 468	\$ 245	\$ 509
State and local	58	44	36
Foreign	52	23	41
Total current income tax	<u>578</u>	<u>312</u>	<u>586</u>
Deferred income tax			
Federal	169	(36)	(124)
State and local	(5)	3	(4)
Foreign	(8)	(1)	(3)
Total deferred income tax	<u>156</u>	<u>(34)</u>	<u>(131)</u>
Total income tax provision	<u>\$ 734</u>	<u>\$ 278</u>	<u>\$ 455</u>

On December 22, 2017, the Tax Act was signed into law. The provision for income taxes for the year ended December 31, 2017 includes an expense of \$286 million due to the enactment of the Tax Act. The \$286 million expense includes: 1) a \$221 million expense for the remeasurement of deferred tax assets and liabilities to the Tax Act's statutory rate of 21%; 2) a \$57 million expense for the foreign provisions of the Tax Act, including a deemed repatriation tax of the Company's total post-1986 earnings and profits ("E&P"); and 3) an \$8 million expense for the remeasurement of tax contingencies, specifically state tax contingencies and interest accrued for tax contingencies.

The Company considers the expenses related to the remeasurement of deferred tax assets and liabilities and the foreign provisions of the Tax Act to be provisional amounts based on reasonable estimates as discussed below.

The geographic sources of pretax income from continuing operations were as follows:

	Years Ended December 31,		
	2017	2016	2015
	(in millions)		
United States	\$ 1,988	\$ 1,412	\$ 1,710
Foreign	226	180	432
Total	<u>\$ 2,214</u>	<u>\$ 1,592</u>	<u>\$ 2,142</u>

The principal reasons that the aggregate income tax provision attributable to continuing operations is different from that computed by using the U.S. statutory rate of 35% were as follows:

	Years Ended December 31,		
	2017	2016	2015
Tax at U.S. statutory rate	35.0 %	35.0 %	35.0 %
Changes in taxes resulting from:			
Impact of the Tax Act	13.0	—	—
Dividends received deduction	(5.8)	(7.6)	(6.7)
Low income housing tax credits	(3.4)	(4.2)	(3.0)
Incentive compensation	(3.0)	—	—
Foreign taxes	(2.0)	(2.5)	—
Foreign tax credits, net of addback	—	(1.6)	(2.1)
Taxes applicable to prior years	—	(3.1)	—
State taxes, net of federal benefit	—	1.9	—
Net income attributable to noncontrolling interests	—	—	(2.0)
Other, net	(0.7)	(0.5)	0.1
Income tax provision	<u>33.1 %</u>	<u>17.4 %</u>	<u>21.3 %</u>

The increase in the Company's effective tax rate for the year ended December 31, 2017 compared to 2016 was primarily due to a \$286 million expense in 2017 due to provisions of the Tax Act, including remeasurement of net deferred tax assets, a deemed repatriation of E&P and remeasurement of tax contingencies, partially offset by a \$70 million benefit for net excess tax benefits related to the adoption of a new accounting standard for employee share-based payments. The decrease in the Company's effective tax rate in 2016 compared to 2015 is primarily the result of lower pretax income in relation to tax preferred items including the dividends received deduction, low income housing tax credits and a \$27 million benefit related to final resolution on the 1997 through 2005 IRS audit.

As of December 31, 2017, the Company had not fully completed its accounting for the tax effects of the enactment of the Tax Act; however, the Company is able to provide reasonable estimates of the Tax Act's impact. The Company's provision for income taxes for the year ended December 31, 2017 is based in part on a reasonable estimate of the remeasurement of deferred tax assets and liabilities and the foreign provisions of the Tax Act. The Company recognized a provisional tax amount of \$278 million, which is included as a component of provision for income taxes from continuing operations. The Company considers the accounting for the Tax Act's expense related to remeasurement of tax contingencies to be final and complete. The components of the provisional tax amounts are as follows:

- The Company recorded a provisional tax amount of \$221 million to remeasure certain deferred tax assets and liabilities as a result of the enactment of the Tax Act. The Company is still analyzing certain aspects of the Tax Act and is refining the estimate of the expected reversal of its deferred tax balances. This can potentially affect the measurement of these balances or give rise to new deferred tax amounts. In addition, further guidance from federal and state taxing authorities may change the provisional tax liability or the accounting treatment of the provisional tax liability.
- The Company recorded a provisional tax amount of \$57 million related to the foreign provisions of the Tax Act. This expense is primarily related to a deemed repatriation of the Company's post-1986 E&P, including the state taxation of the deemed repatriation. The Company has calculated this amount based on reliable estimates but has not yet finalized the calculation of the total post-1986 foreign E&P and the income tax pools for all foreign subsidiaries. In addition, the deemed repatriation tax is calculated, in part, on the amount of E&P held in cash and other specified assets. This amount may change when the Company finalizes the calculation of post-1986 foreign E&P previously deferred from U.S. federal taxation and finalizes the amounts held in cash or other specified assets. In addition, further guidance from federal and state taxing authorities may change the provisional tax liability or the accounting treatment of the provisional tax liability. The U.S. federal component of the deemed repatriation tax is payable over an eight-year period.

Accumulated earnings of certain foreign subsidiaries, which totaled \$429 million at December 31, 2017, are intended to be permanently reinvested outside the United States. Total foreign accumulated earnings and profits have been subjected to U.S. income tax as a part of the Tax Act. No additional tax expense is expected on the accumulated earnings that are permanently reinvested.

Deferred income tax assets and liabilities result from temporary differences between the assets and liabilities measured for GAAP reporting versus income tax return purposes. Deferred income tax assets and liabilities are measured at the statutory rate of 21% as of December 31, 2017 and 35% as of December 31, 2016. The significant components of the Company's deferred income tax assets and liabilities, which are included net within other assets or other liabilities on the Consolidated Balance Sheets, were as follows:

	December 31,	
	2017	2016
	(in millions)	
Deferred income tax assets		
Liabilities for policyholder account balances, future policy benefits and claims	\$ 620	\$ 1,177
Deferred compensation	345	439
Investment related	245	253
Postretirement benefits	34	62
Currency translation adjustments	—	73
Other	66	68
Gross deferred income tax assets	<u>1,310</u>	<u>2,072</u>
Less: valuation allowance	17	11
Total deferred income tax assets	<u>1,293</u>	<u>2,061</u>
Deferred income tax liabilities		
Deferred acquisition costs	446	717
Net unrealized gains on Available-for-Sale securities	162	264
Depreciation expense	93	146
Intangible assets	93	126
Deferred sales inducement costs	62	113
Goodwill	52	74
Other	7	2
Gross deferred income tax liabilities	<u>915</u>	<u>1,442</u>
Net deferred income tax assets	<u>\$ 378</u>	<u>\$ 619</u>

Included in the Company's deferred income tax assets are tax benefits primarily related to state net operating losses of \$17 million, net of federal benefit, which will expire beginning December 31, 2018. Based on analysis of the Company's tax position, management believes it is more likely than not that the Company will not realize certain state net operating losses and state deferred tax assets; therefore, a valuation allowance of \$17 million has been established.

A reconciliation of the beginning and ending amount of gross unrecognized tax benefits was as follows:

	2017	2016	2015
	(in millions)		
Balance at January 1	\$ 115	\$ 161	\$ 242
Additions based on tax positions related to the current year	16	15	18
Additions for tax positions of prior years	3	33	48
Reductions for tax positions of prior years	(57)	(87)	(147)
Audit settlements	(1)	(7)	—
Balance at December 31	<u>\$ 76</u>	<u>\$ 115</u>	<u>\$ 161</u>

If recognized, approximately \$58 million, \$46 million and \$57 million, net of federal tax benefits, of unrecognized tax benefits as of December 31, 2017, 2016, and 2015, respectively, would affect the effective tax rate.

It is reasonably possible that the total amounts of unrecognized tax benefits will change in the next 12 months. The Company estimates that the total amount of gross unrecognized tax benefits may decrease by \$20 million to \$30 million in the next 12 months primarily due to IRS settlements and state exams.

The Company recognizes interest and penalties related to unrecognized tax benefits as a component of the income tax provision. The Company recognized nil, a net decrease of \$43 million, and a net increase of \$3 million in interest and penalties for the years ended December 31, 2017, 2016, and 2015, respectively. At both December 31, 2017 and 2016, the Company had a payable of \$8 million related to accrued interest and penalties.

The Company or one or more of its subsidiaries files income tax returns in the U.S. federal jurisdiction, and various state and foreign jurisdictions. In the third quarter of 2017, the Company received final cash settlements for resolution of the 2006 through 2011 IRS audits. The IRS has completed its examination of the 2008 through 2010 tax returns and these years are effectively settled; however, the statutes of limitation, remain open for certain carryover adjustments. The IRS is currently auditing the Company's U.S. income tax returns for 2012 through 2015. The Company's state income tax returns are currently under examination by various jurisdictions for years ranging from 2005 through 2015.

22. Retirement Plans and Profit Sharing Arrangements

Defined Benefit Plans

Pension Plans and Other Postretirement Benefits

The Company's U.S. non-advisor employees are generally eligible for the Ameriprise Financial Retirement Plan (the "Retirement Plan"), a noncontributory defined benefit plan which is a qualified plan under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Funding of costs for the Retirement Plan complies with the applicable minimum funding requirements specified by ERISA and is held in a trust. The Retirement Plan is a cash balance plan by which the employees' accrued benefits are based on notional account balances, which are maintained for each individual. Each pay period these balances are credited with an amount equal to a percentage of eligible compensation as defined by the Retirement Plan (which includes, but is not limited to, base pay, performance based incentive pay, commissions, shift differential and overtime). Prior to March 1, 2010, the percentage ranged from 2.5% to 10% based on employees' age plus years of service. Effective March 1, 2010, the percentage ranges from 2.5% to 5% based on employees' years of service. Employees eligible for the plan at the time of the change will continue to receive the same percentage they were receiving until the new schedule becomes more favorable. Employees' balances are also credited with a fixed rate of interest that is updated each January 1 and is based on the average of the daily five-year U.S. Treasury Note yields for the previous October 1 through November 30, with a minimum crediting rate of 5%. Employees are fully vested after three years of service or upon retirement at or after age 65, disability or death while employed. Employees have the option to receive annuity payments or a lump sum payout of vested balance at termination or retirement. The Retirement Plan's year-end is September 30.

In addition, the Company sponsors the Ameriprise Financial Supplemental Retirement Plan (the "SRP"), an unfunded non-qualified deferred compensation plan subject to Section 409A of the Internal Revenue Code. This plan is for certain highly compensated employees to replace the benefit that cannot be provided by the Retirement Plan due to IRS limits. The SRP generally parallels the Retirement Plan but offers different payment options.

The Company also sponsors unfunded defined benefit postretirement plans that provide health care and life insurance to retired U.S. employees. On December 31, 2016, the access to retiree health care coverage was closed to all active employees who had previously met the qualification requirements. Instead, only existing retirees, as of January 1, 2017, qualifying for the plan and electing coverage will be provided a fixed amount to subsidize health care insurance purchased through other providers. Net periodic postretirement benefit costs were not material for the years ended December 31, 2017, 2016 and 2015.

Most employees outside the U.S. are covered by local retirement plans, some of which are funded, while other employees receive payments at the time of retirement or termination under applicable labor laws or agreements.

All components of the net periodic benefit cost are recorded in general and administrative expense and were as follows:

	Years Ended December 31,		
	2017	2016	2015
	(in millions)		
Service cost	\$ 47	\$ 44	\$ 46
Interest cost	28	29	27
Expected return on plan assets	(45)	(41)	(40)
Amortization of prior service costs	(1)	(1)	(1)
Amortization of net loss	10	6	9
Other	3	4	4
Net periodic benefit cost	<u>\$ 42</u>	<u>\$ 41</u>	<u>\$ 45</u>

The prior service costs are amortized on a straight-line basis over the average remaining service period of active participants. Actuarial gains and losses in excess of 10% of the greater of the projected benefit obligation or the market-related value of assets are amortized on a straight-line basis over the expected average remaining service period of active participants.

The following table provides a reconciliation of changes in the benefit obligation:

	Pension Plans		Other Postretirement Plans	
	2017	2016	2017	2016
	(in millions)			
Benefit obligation, January 1	\$ 899	\$ 812	\$ 15	\$ 18
Service cost	47	44	—	—
Interest cost	28	29	—	1
Benefits paid	(12)	(8)	(1)	(4)
Actuarial (gain) loss	39	65	1	—
Plan change	—	—	—	(2)
Participant contributions	—	—	—	2
Settlements	(21)	(18)	—	—
Foreign currency rate changes	15	(25)	—	—
Benefit obligation, December 31	<u>\$ 995</u>	<u>\$ 899</u>	<u>\$ 15</u>	<u>\$ 15</u>

The following table provides a reconciliation of changes in the fair value of assets:

	Pension Plans	
	2017	2016
	(in millions)	
Fair value of plan assets, January 1	\$ 628	\$ 608
Actual return on plan assets	107	62
Employer contributions	32	13
Benefits paid	(12)	(8)
Settlements	(21)	(18)
Foreign currency rate changes	14	(29)
Fair value of plan assets, December 31	<u>\$ 748</u>	<u>\$ 628</u>

The Company complies with the minimum funding requirements in all countries. The following table provides the amounts recognized in the Consolidated Balance Sheets at December 31, which equal the funded status of the plans:

	Pension Plans		Other Postretirement Plans	
	2017	2016	2017	2016
	(in millions)			
Benefit liability	\$ (253)	\$ (271)	\$ (15)	\$ (15)
Benefit asset	6	—	—	—
Net amount recognized	<u>\$ (247)</u>	<u>\$ (271)</u>	<u>\$ (15)</u>	<u>\$ (15)</u>

The accumulated benefit obligation for all pension plans as of December 31, 2017 and 2016 was \$916 million and \$822 million, respectively. The following table provides information for pension plans with benefit obligations in excess of plan assets:

	December 31,	
	2017	2016
	(in millions)	
Pension plans with accumulated benefit obligations in excess of plan assets		
Accumulated benefit obligation	\$ 759	\$ 684
Fair value of plan assets	562	469
Pension plans with projected benefit obligations in excess of plan assets		
Projected benefit obligation	\$ 816	\$ 899
Fair value of plan assets	562	628

The weighted average assumptions used to determine benefit obligations were as follows:

	Pension Plans		Other Postretirement Plans	
	2017	2016	2017	2016
Discount rates	3.32%	3.66%	3.41%	3.77%
Rates of increase in compensation levels	4.29	4.39	N/A	N/A

The weighted average assumptions used to determine net periodic benefit cost of pension plans were as follows:

	2017	2016	2015
	Discount rates	3.64%	3.67%
Rates of increase in compensation levels	4.39	4.43	4.41
Expected long-term rates of return on assets	7.13	6.98	7.10

In developing the expected long-term rate of return on assets, management evaluated input from an external consulting firm, including their projection of asset class return expectations and long-term inflation assumptions. The Company also considered historical returns on the plans' assets. Discount rates are based on yields available on high-quality corporate bonds that would generate cash flows necessary to pay the benefits when due.

The Company's pension plans' assets are invested in an aggregate diversified portfolio to minimize the impact of any adverse or unexpected results from a security class on the entire portfolio. Diversification is interpreted to include diversification by asset type, performance and risk characteristics and number of investments. When appropriate and consistent with the objectives of the plans, derivative instruments may be used to mitigate risk or provide further diversification, subject to the investment policies of the plans. Asset classes and ranges considered appropriate for investment of the plans' assets are determined by each plan's investment committee. The target allocations are 70% equity securities, 20% debt securities and 10% all other types of investments, except for the assets in pooled pension funds which are 83% equity securities and 17% debt securities and additional voluntary contribution ("AVC") assets outside the U.S. which are allocated at the discretion of the individual and will be converted at retirement into the defined benefit pension plan. Actual allocations will generally be within 5% of these targets. At December 31, 2017, there were no significant holdings of any single issuer and the exposure to derivative instruments was not significant.

The following tables present the Company's pension plan assets measured at fair value on a recurring basis:

Asset Category	December 31, 2017			
	Level 1	Level 2	Level 3	Total
	(in millions)			
Equity securities:				
U.S. large cap stocks	\$ 95	\$ 94	\$ —	\$ 189
U.S. small cap stocks	76	4	—	80
Non-U.S. large cap stocks	28	43	—	71
Non-U.S. small cap stocks	28	—	—	28
Emerging markets	19	32	—	51
Debt securities:				
U.S. investment grade bonds	27	11	—	38
U.S. high yield bonds	—	26	—	26
Non-U.S. investment grade bonds	—	16	—	16
Real estate investment trusts at NAV	—	—	—	18 ⁽¹⁾
Hedge funds at NAV	—	—	—	27 ⁽¹⁾
Pooled pension funds	—	166	—	166
AVC assets (pooled pension funds)	—	20	—	20
Cash equivalents	18	—	—	18
Total	\$ 291	\$ 412	\$ —	\$ 748

Asset Category	December 31, 2016			
	Level 1	Level 2	Level 3	Total
	(in millions)			
Equity securities:				
U.S. large cap stocks	\$ 73	\$ 76	\$ —	\$ 149
U.S. small cap stocks	69	4	—	73
Non-U.S. large cap stocks	22	34	—	56
Non-U.S. small cap stocks	21	—	—	21
Emerging markets	14	23	—	37
Debt securities:				
U.S. investment grade bonds	26	10	—	36
U.S. high yield bonds	—	24	—	24
Non-U.S. investment grade bonds	—	14	—	14
Real estate investment trusts at NAV	—	—	—	17 ⁽¹⁾
Hedge funds at NAV	—	—	—	26 ⁽¹⁾
Pooled pension funds	—	142	—	142
AVC assets (pooled pension funds)	—	17	—	17
Cash equivalents	16	—	—	16
Total	<u>\$ 241</u>	<u>\$ 344</u>	<u>\$ —</u>	<u>\$ 628</u>

⁽¹⁾ Amounts are comprised of certain investments that are measured at fair value using the NAV per share (or its equivalent) as a practical expedient and have not been classified in the fair value hierarchy. See Note 2 for further information.

Equity securities are managed to track the performance of common market indices for both U.S. and non-U.S. securities, primarily across large cap, small cap and emerging market asset classes. Debt securities are managed to track the performance of common market indices for both U.S. and non-U.S. investment grade bonds as well as a pool of U.S. high yield bonds. Real estate funds are managed to track the performance of a broad population of investment grade non-agricultural income producing properties. The Company's investments in hedge funds include investments in a multi-strategy fund and an off-shore fund managed to track the performance of broad fund of fund indices. Pooled pension funds are managed to track a specific benchmark based on the investment objectives of the fund. Cash equivalents consist of holdings in a money market fund that seeks to equal the return of the three month U.S. Treasury bill.

The fair value of real estate funds and hedge funds is measured at NAV as a practical expedient and is based upon the total net assets held by the respective fund. These funds have not been classified within the fair value hierarchy. The fair value of pooled pension funds and equity securities held in collective trust funds is based on the fund's NAV and classified as Level 2 as they trade in principal-to-principal markets. Equity securities and mutual funds traded in active markets are classified as Level 1. For debt securities and cash equivalents, the valuation techniques and classifications are consistent with those used for the Company's own investments as described in Note 14.

The amounts recognized in AOCI, net of tax, as of December 31, 2017 but not recognized as components of net periodic benefit cost included an unrecognized actuarial loss of \$99 million, an unrecognized prior service credit of nil, and a currency exchange rate adjustment loss of \$2 million related to the Company's pension plans. The Company's other postretirement plans included an unrecognized actuarial gain of \$3 million and an unrecognized prior service credit of \$1 million. The estimated amounts that will be amortized from AOCI, net of tax, into net periodic benefit cost in 2018 include a prior service credit of nil and an actuarial loss of \$7 million related to Company's pension plans and an actuarial gain of nil related to Company's other postretirement plans. See Note 18 for a rollforward of AOCI related to the Company's defined benefit plans.

The Company's pension plans expect to make benefit payments to retirees as follows:

	Pension Plans	Other Postretirement Plans
2018	\$ 83	\$ 1
2019	62	1
2020	61	1
2021	74	1
2022	70	1
2023-2027	390	5

The Company expects to contribute \$26 million and \$1 million to its pension plans and other postretirement plans, respectively, in 2018.

Defined Contribution Plans

The Company's employees are generally eligible to participate in the Ameriprise Financial 401(k) Plan (the "401(k) Plan"). The 401(k) Plan allows eligible employees to make contributions through payroll deductions up to IRS limits and invest their contributions in one or more of the 401(k) Plan investment options, which include the Ameriprise Financial Stock Fund. The Company provides a dollar for dollar match up to the first 5% of eligible compensation an employee contributes on a pretax and/or Roth 401(k) basis for each annual period.

Under the 401(k) Plan, employees become eligible for contributions under the plan during the pay period they reach 60 days of service. Match contributions are fully vested after five years of service, vesting ratably over the first five years of service, or upon retirement at or after age 65, disability or death while employed. The Company's defined contribution plan expense was \$49 million, \$48 million and \$47 million in 2017, 2016 and 2015, respectively.

Employees outside the U.S. who are not covered by the 401(k) may be covered by local defined contribution plans which are subject to applicable laws and rules of the country where the plan is administered. The Company's expense related to defined contribution plans outside the U.S. was \$5 million, \$6 million and \$6 million in 2017, 2016 and 2015, respectively.

23. Commitments, Guarantees and Contingencies

Commitments

The Company is committed to pay aggregate minimum rentals under noncancelable operating leases for office facilities in future years as of December 31, 2017 as follows:

	<u>(in millions)</u>
2018	\$ 69
2019	58
2020	48
2021	35
2022	27
Thereafter	78
Total ⁽¹⁾	<u>\$ 315</u>

⁽¹⁾ Minimum payments have not been reduced by minimum sublease rentals due in the future under noncancelable subleases.

For the years ended December 31, 2017, 2016 and 2015, operating lease expense was \$84 million, \$59 million and \$67 million, respectively.

The following table presents the Company's funding commitments as of December 31:

	<u>2017</u>	<u>2016</u>
	<u>(in millions)</u>	
Commercial mortgage loans	\$ 31	\$ 78
Consumer mortgage loans	—	185
Consumer lines of credit	2	2
Affordable housing and other real estate partnerships	123	177
Total funding commitments	<u>\$ 156</u>	<u>\$ 442</u>

The decrease in consumer mortgage loan funding commitments at December 31, 2017 compared to the prior year is due to the sale of loans. See Note 6 for additional information.

Guarantees

The Company's life and annuity products all have minimum interest rate guarantees in their fixed accounts. As of December 31, 2017, these guarantees range from 1% to 5%.

Contingencies

RiverSource Life and RiverSource Life of NY are required by law to be a member of the guaranty fund association in every state where they are licensed to do business. In the event of insolvency of one or more unaffiliated insurance companies, the Company could be adversely affected by the requirement to pay assessments to the guaranty fund associations.

The Company projects its cost of future guaranty fund assessments based on estimates of insurance company insolvencies provided by the National Organization of Life and Health Insurance Guaranty Associations ("NOLHGA") and the amount of its premiums written

relative to the industry-wide premium in each state. The Company accrues the estimated cost of future guaranty fund assessments when it is considered probable that an assessment will be imposed, the event obligating the Company to pay the assessment has occurred and the amount of the assessment can be reasonably estimated.

The Company has a liability for estimated guaranty fund assessments and a related premium tax asset. At December 31, 2017 and 2016, the estimated liability was \$14 million and \$16 million, respectively, and the related premium tax asset was \$12 million and \$14 million, respectively. The expected period over which guaranty fund assessments will be made and the related tax credits recovered is not known.

The Company and its subsidiaries are involved in the normal course of business in legal, regulatory and arbitration proceedings, including class actions, concerning matters arising in connection with the conduct of its activities as a diversified financial services firm. These include proceedings specific to the Company as well as proceedings generally applicable to business practices in the industries in which it operates. The Company can also be subject to litigation arising out of its general business activities, such as its investments, contracts, leases and employment relationships. Uncertain economic conditions, heightened and sustained volatility in the financial markets and significant financial reform legislation may increase the likelihood that clients and other persons or regulators may present or threaten legal claims or that regulators increase the scope or frequency of examinations of the Company or the financial services industry generally.

As with other financial services firms, the level of regulatory activity and inquiry concerning the Company's businesses remains elevated. From time to time, the Company receives requests for information from, and/or has been subject to examination or claims by, the SEC, FINRA, the OCC, the UK Financial Conduct Authority, state insurance and securities regulators, state attorneys general and various other domestic or foreign governmental and quasi-governmental authorities on behalf of themselves or clients concerning the Company's business activities and practices, and the practices of the Company's financial advisors. The Company has numerous pending matters which include information requests, exams or inquiries that the Company has received during recent periods regarding certain matters, including: sales and distribution of mutual funds, exchange traded funds, annuities, equity and fixed income securities, real estate investment trusts, insurance products, and financial advice offerings, including managed accounts; supervision of the Company's financial advisors; administration of insurance and annuity claims; security of client information; trading activity and the Company's monitoring and supervision of such activity; performance advertising and product disclosures, including third party performance claims; and transaction monitoring systems and controls. The Company is also participating in regulatory audits, market conduct examinations and other state inquiries relating to an industry-wide investigation of unclaimed property and escheatment practices and procedures. The Company has cooperated and will continue to cooperate with the applicable regulators.

These legal and regulatory proceedings and disputes are subject to uncertainties and, as such, it is inherently difficult to determine whether any loss is probable or even reasonably possible, or to reasonably estimate the amount of any loss. The Company cannot predict with certainty if, how or when any such proceedings will be initiated or resolved or what the eventual settlement, fine, penalty or other relief, if any, may be, particularly for proceedings that are in their early stages of development or where plaintiffs seek indeterminate damages. Numerous issues may need to be resolved, including through potentially lengthy discovery and determination of important factual matters, and by addressing unsettled legal questions relevant to the proceedings in question, before a loss or range of loss can be reasonably estimated for any proceeding. An adverse outcome in one or more proceeding could eventually result in adverse judgments, settlements, fines, penalties or other sanctions, in addition to further claims, examinations or adverse publicity that could have a material adverse effect on the Company's consolidated financial condition, results of operations or liquidity.

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

Certain legal and regulatory proceedings are described below.

In November 2014, a lawsuit was filed against the Company's London-based asset management affiliate in England's High Court of Justice Commercial Court, entitled Otkritie Capital International Ltd and JSC Otkritie Holding v. Threadneedle Asset Management Ltd. and Threadneedle Management Services Ltd. ("Threadneedle Defendants"). Claimants allege that the Threadneedle Defendants should be held liable for the wrongful acts of one of its former employees, who in February 2014 was held jointly and severally liable with several other parties for conspiracy and dishonest assistance in connection with a fraud perpetrated against Claimants in 2011. Claimants allege they were harmed by that fraud in the amount of \$106 million. The Threadneedle Defendants applied to the Court for an Order dismissing the proceedings as an abuse of process of the Court. This application was declined in August 2015. The Threadneedle Defendants applied to the Court of Appeal for leave to appeal, which application was granted in November 2015. In April 2017, the Court of Appeal denied the Threadneedle Defendants' appeal. As a result, the case will proceed in England's High Court of Justice, Commercial Court. A Case Management Conference was held October 6, 2017, and it was directed that trial of the matter shall not be set before May 1, 2019. The Company's reasonable estimate of the range of loss, if any, that may result from this matter is not expected to have a material effect on its consolidated results of operations or financial condition.

24. Related Party Transactions

The Company may engage in transactions in the ordinary course of business with significant shareholders or their subsidiaries, between the Company and its directors and officers or with other companies whose directors or officers may also serve as directors or officers for the Company or its subsidiaries. The Company carries out these transactions on customary terms. The transactions have not had a material impact on the Company's consolidated results of operations or financial condition.

The Company's executive officers and directors may have transactions with the Company or its subsidiaries involving financial products and insurance services. All obligations arising from these transactions are in the ordinary course of the Company's business and are on the same terms in effect for comparable transactions with the general public. Such obligations involve normal risks of collection and do not have features or terms that are unfavorable to the Company or its subsidiaries.

25. Segment Information

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

Beginning in the first quarter of 2017, the long term care business, which had been reported as part of the Protection segment, is reflected in the Corporate & Other segment. The Company discontinued underwriting long term care insurance in 2002 and the transfer of this closed block to the Corporate & Other segment allows investors to better understand the performance of the Company's on-going Protection businesses. Prior periods presented have been restated to reflect the change.

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

The largest source of intersegment revenues and expenses is retail distribution services, where segments are charged transfer pricing rates that approximate arm's length market prices for distribution through the Advice & Wealth Management segment. The Advice & Wealth Management segment provides distribution services for affiliated and non-affiliated products and services. The Asset Management segment provides investment management services for the Company's owned assets and client assets, and accordingly charges investment and advisory management fees to the other segments.

All costs related to shared services are allocated to the segments based on a rate times volume or fixed basis.

The Advice & Wealth Management segment provides financial planning and advice, as well as full-service brokerage services, primarily to retail clients through the Company's advisors. These services are centered on long-term, personal relationships between the Company's advisors and its clients and focus on helping clients confidently achieve their financial goals. The Company's advisors provide a distinctive approach to financial planning and have access to a broad selection of both affiliated and non-affiliated products to help clients meet their financial needs. A significant portion of revenues in this segment is fee-based, driven by the level of client assets, which is impacted by both market movements and net asset flows. The Company also earns net investment income on invested assets primarily from certificate products. This segment earns revenues (distribution fees) for distributing non-affiliated products and intersegment revenues (distribution fees) for distributing the Company's affiliated products and services provided to its retail clients. Intersegment expenses for this segment include expenses for investment management services provided by the Asset Management segment.

The Asset Management segment provides investment management and advice and investment products to retail, high net worth and institutional clients on a global scale through the *Columbia Threadneedle Investments* brand, which represents the combined capabilities, resources and reach of Columbia Management Investment Advisers, LLC ("Columbia Management") and Threadneedle. Columbia Management primarily provides products and services in the U.S. and Threadneedle primarily provides products and services internationally. The Company provides U.S. retail clients with products through unaffiliated third party financial institutions and through the Advice & Wealth Management segment, and provides institutional products and services through its institutional sales force. Retail products for non-U.S. investors are primarily distributed through third-party financial institutions and unaffiliated financial advisors. Retail products include U.S. mutual funds and their non-U.S. equivalents, exchange-traded funds and variable product funds underlying insurance and annuity separate accounts. Institutional asset management services are designed to meet specific client objectives and may involve a range of products, including those that focus on traditional asset classes, separately managed accounts, individually managed accounts, CLOs, hedge fund or alternative strategies, collective funds and property funds. CLOs, hedge fund or alternative strategies and certain private funds are often classified as alternative assets. Revenues in this segment are primarily earned as fees based on managed asset balances, which are impacted by market movements, net asset flows, asset allocation and product mix. The Company may also earn performance fees from certain accounts where investment performance meets or exceeds certain pre-identified targets. The Asset Management segment also provides intercompany asset management services for Ameriprise Financial subsidiaries. The fees for all such services are reflected within the Asset Management segment results through intersegment transfer pricing. Intersegment expenses for this segment include distribution expenses for services provided by the Advice & Wealth Management, Annuities and Protection segments.

The Annuities segment provides variable and fixed annuity products of RiverSource Life companies to individual clients. The Company provides variable annuity products through its advisors and its fixed annuity products are distributed through both affiliated and unaffiliated advisors and financial institutions. Revenues for the Company's variable annuity products are primarily earned as fees

based on underlying account balances, which are impacted by both market movements and net asset flows. Revenues for the Company's fixed deferred annuity products are primarily earned as net investment income on assets supporting fixed account balances, with profitability significantly impacted by the spread between net investment income earned and interest credited on the fixed account balances. The Company also earns net investment income on owned assets supporting reserves for immediate annuities with a non-life contingent feature and for certain guaranteed benefits offered with variable annuities and on capital supporting the business. Revenues for the Company's immediate annuities with a life contingent feature are earned as premium revenue. Intersegment revenues for this segment reflect fees paid by the Asset Management segment for marketing support and other services provided in connection with the availability of variable insurance trust funds ("VIT Funds") under the variable annuity contracts. Intersegment expenses for this segment include distribution expenses for services provided by the Advice & Wealth Management segment, as well as expenses for investment management services provided by the Asset Management segment.

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

The Corporate & Other segment consists of net investment income or loss on corporate level assets, including excess capital held in the Company's subsidiaries and other unallocated equity and other revenues as well as unallocated corporate expenses. The Corporate & Other segment also includes the results of the Company's closed block long term care business. The Corporate & Other segment also includes revenues and expenses of consolidated investment entities, which are excluded on an operating basis.

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

Operating earnings is defined as operating net revenues less operating expenses. Operating net revenues and operating expenses exclude results of discontinued operations, the market impact on IUL benefits (net of hedges and the related DAC amortization, unearned revenue amortization, and the reinsurance accrual), integration and restructuring charges and the impact of consolidating investment entities. Operating net revenues also exclude net realized investment gains or losses (net of unearned revenue amortization and the reinsurance accrual) and the market impact of hedges to offset interest rate changes on unrealized gains or losses for certain investments. Operating expenses also exclude the market impact on variable annuity guaranteed benefits (net of hedges and the related DSIC and DAC amortization), the market impact on fixed index annuity benefits (net of hedges and the related DAC amortization), and the DSIC and DAC amortization offset to net realized investment gains or losses. The market impact on variable annuity guaranteed benefits, fixed index annuity benefits and IUL benefits includes changes in embedded derivative values caused by changes in financial market conditions, net of changes in economic hedge values and unhedged items including the difference between assumed and actual underlying separate account investment performance, fixed income credit exposures, transaction costs and certain policyholder contract elections, net of related impacts on DAC and DSIC amortization. The market impact also includes certain valuation adjustments made in accordance with FASB Accounting Standards Codification 820, Fair Value Measurements and Disclosures, including the impact on embedded derivative values of discounting projected benefits to reflect a current estimate of the Company's life insurance subsidiary's nonperformance spread.

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

	December 31,	
	2017	2016
	(in millions)	
Advice & Wealth Management	\$ 13,270	\$ 12,654
Asset Management	8,393	7,254
Annuities	98,276	93,481
Protection	18,039	16,780
Corporate & Other	9,492	9,652
Total assets	<u>\$ 147,470</u>	<u>\$ 139,821</u>

	Years Ended December 31,		
	2017	2016	2015
	(in millions)		
Operating net revenues:			
Advice & Wealth Management	\$ 5,506	\$ 5,036	\$ 5,013
Asset Management	3,077	2,964	3,254
Annuities	2,499	2,463	2,541
Protection	2,044	2,241	2,131
Corporate & Other	173	237	256
Eliminations ⁽¹⁾	(1,411)	(1,406)	(1,461)
Total segment operating revenues	<u>11,888</u>	<u>11,535</u>	<u>11,734</u>
Net realized gains (losses)	46	6	4
Revenue attributable to CIEs	94	128	446
Market impact on IUL benefits, net	1	24	7
Market impact of hedges on investments	(2)	3	(21)
Total net revenues per consolidated statements of operations	<u>\$ 12,027</u>	<u>\$ 11,696</u>	<u>\$ 12,170</u>

⁽¹⁾ Represents the elimination of intersegment revenues recognized for the years ended December 31, 2017, 2016 and 2015 in each segment as follows: Advice and Wealth Management (\$953, \$982 and \$1,035, respectively); Asset Management (\$47, \$44 and \$43, respectively); Annuities (\$351, \$333 and \$340, respectively); Protection (\$62, \$46 and \$42, respectively); and Corporate & Other (\$2, \$1 and \$1, respectively).

	Years Ended December 31,		
	2017	2016	2015
	(in millions)		
Operating earnings:			
Advice & Wealth Management	\$ 1,163	\$ 911	\$ 859
Asset Management	740	621	761
Annuities	710	329	650
Protection	216	263	198
Corporate & Other	(426)	(359)	(214)
Total segment operating earnings	<u>2,403</u>	<u>1,765</u>	<u>2,254</u>
Net realized gains (losses)	44	6	4
Net income (loss) attributable to CIEs	2	(2)	125
Market impact on variable annuity guaranteed benefits, net	(232)	(216)	(214)
Market impact on IUL benefits, net	4	36	(1)
Market impact of hedges on investments	(2)	3	(21)
Integration and restructuring charges	(5)	—	(5)
Pretax income per consolidated statements of operations	<u>\$ 2,214</u>	<u>\$ 1,592</u>	<u>\$ 2,142</u>

26. Quarterly Financial Data (Unaudited)

	2017				2016			
	12/31	9/30	6/30	3/31	12/31	9/30	6/30	3/31
	(in millions, except per share data)							
Net revenues	\$ 3,160	\$ 2,981	\$ 2,985	\$ 2,901	\$ 3,062	\$ 2,998	\$ 2,871	\$ 2,765
Pretax income	600	628	511	475	469	238	410	475
Net income	181	503	393	403	400	215	335	364
Earnings per share:								
Basic	\$ 1.20	\$ 3.29	\$ 2.53	\$ 2.56	\$ 2.49	\$ 1.31	\$ 1.99	\$ 2.11
Diluted	\$ 1.18	\$ 3.24	\$ 2.50	\$ 2.52	\$ 2.46	\$ 1.30	\$ 1.97	\$ 2.09
Weighted average common shares outstanding:								
Basic	151.0	153.0	155.1	157.5	160.4	164.0	168.3	172.6
Diluted	153.8	155.4	157.5	160.1	162.4	165.8	170.1	174.4
Cash dividends declared per common share	\$ 0.83	\$ 0.83	\$ 0.83	\$ 0.75	\$ 0.75	\$ 0.75	\$ 0.75	\$ 0.67
Common share price:								
High	173.62	149.99	133.02	135.20	119.32	101.81	102.74	105.47
Low	147.79	128.06	118.84	110.56	86.25	84.93	84.92	76.00

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures**Disclosure Controls and Procedures**

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

Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, our company's Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective at a reasonable level of assurance as of December 31, 2017.

Changes in Internal Control over Financial Reporting

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

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company.

The Company's internal control over financial reporting is a process designed by, or under the supervision of, the Company's principal executive and principal financial officers and effected by the Company's Board of Directors, management and other personnel 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 in the United States of America, and includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management, with the participation of our Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2017. In making this assessment, the Company's management used the criteria set forth in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on management's assessment and those criteria, we believe that, as of December 31, 2017, the Company's internal control over financial reporting is effective.

PricewaterhouseCoopers LLP, the Company's independent registered public accounting firm, has issued an audit report on the effectiveness of the Company's internal control over financial reporting as of December 31, 2017.

Item 9B. Other Information

On February 22, 2018, the Board of Directors ("Board") of the Company approved, effective immediately, certain amendments to the Company's by-laws ("By-Laws"). A summary of the changes to the By-Laws are set forth below and is qualified in its entirety by reference to the full text of the amended and restated By-Laws, a complete copy of which is attached hereto as Exhibit 3.2 and is hereby incorporated by reference in response to this Item 9B

Amendments to the By-Laws include amending: (i) Section 1.03(b) to clarify that such waivers include both written waivers and waivers by electronic transmission; (ii) Section 1.10(a)(ii)(C)(1) to clarify that a stockholder nominee is consenting to being named in the Company's proxy statement as a nominee of the stockholder; (iii) Section 1.10(c)(iv) to provide that stockholders may now submit proposals pursuant to Rule 14a-8 of the Exchange Act by proxy and requiring that certain information be included in any such proposal by proxy; (iv) Section 1.11(a) to remove the references to withhold votes related to the majority votes cast standard for the election of directors and also clarify that broker nonvotes (like abstentions) are not considered to be votes cast; (v) Section 1.11(b) to clarify that the director resignation required by Section 1.11(b) is contingent upon acceptance by the Board; (vi) Section 1.12 to provide that only the nominees for director nominated by a stockholder pursuant to the advance notice provision must provide certain information within the time periods prescribed for the delivery of a notice pursuant to the advance notice provision; (vii) Section 2.14 and 3.09 to clarify that actions of the Board or a committee require a quorum when there is a vacancy on the Board or Committee; (viii) Section 2.16 to clarify the ability to rely on certain accounts and reports; (ix) Section 4.04 to clarify that the Board may authorize certain officers of the Company to appoint or elect other officers; and (x) Section 5.01 to clarify who may sign stock certificates.

PART III.

Item 10. Directors, Executive Officers and Corporate Governance

The following portions of the Proxy Statement are incorporated herein by reference:

- information included under the caption "Items to be Voted on by Shareholders-Item 1-Election of the Eight Director Nominees Named Below";
- information included under the caption "Requirements, Including Deadlines, for Submission of Proxy Proposals, Nomination of Directors and Other Business by Shareholders";
- information under the caption "Corporate Governance-Codes of Conduct";
- information included under the caption "Corporate Governance-Membership on Board Committees";
- information under the caption "Corporate Governance-Nominating and Governance Committee-Director Nomination Process";
- information included under the caption "Corporate Governance-Audit Committee";
- information included under the caption "Corporate Governance-Audit Committee Financial Experts"; and
- information under the caption "Section 16(a) Beneficial Ownership Reporting Compliance."

EXECUTIVE LEADERSHIP TEAM

Set forth below is a list of the members of our Executive Leadership Team as of the date this Annual Report on Form 10-K has been filed with the SEC. Also included in this list is David K. Stewart, our principal accounting officer. Each such person's age is indicated by the number in parentheses next to his or her name.

Each individual with an asterisk next to his or her name has been designated as an "executive officer" for purposes of the Exchange Act. None of the below individuals have any family relationship with any other member of the Executive Leadership Team or our principal accounting officer, and none of such individuals became a member of the Executive Leadership Team pursuant to any arrangement or understanding with any other person. Each executive officer has been elected to serve until the next annual election of officers or until his or her successor is elected and qualified.

***James M. Cracchiolo-Chairman and Chief Executive Officer, Ameriprise Financial**

Mr. Cracchiolo (59) has been our Chairman and Chief Executive Officer since September 2005 when the Company completed its spinoff from American Express. Prior to his current role, Mr. Cracchiolo held a number of senior-level positions at American Express, including group president of American Express Global Financial Services (2000 - 2005); CEO and president of American Express Financial Corporation (AEFC) (2000 - 2005) and chairman of AEFC (2001 - 2005); chairman of American Express Bank Ltd. (2000 - 2005); president and CEO of Travel Related Services International (TRS) (1998 - 2003); president of Global Network Services (1997 -1998); senior vice president of TRS Quality, Global Reengineering (1993 - 1997); and executive vice president and chief financial officer of Shearson Lehman Brothers (then a unit of American Express) (1990 -1993). In addition, he is an advisor to the March of Dimes and previously served on the boards of the American Council of Life Insurers and The Financial Services Roundtable and on the board of advisors to the March of Dimes.

***Walter S. Berman-Executive Vice President and Chief Financial Officer**

Mr. Berman (75) has been our Executive Vice President and Chief Financial Officer since September 2005. Prior to that, Mr. Berman served as Executive Vice President and Chief Financial Officer of AEFC, a position he held since January 2003. From April 2001 to January 2004, Mr. Berman served as Corporate Treasurer of American Express.

Scott E. Couto-Head of North America

Mr. Couto (48) has been our Head of North America for Columbia Threadneedle Investments since February 2018. He was previously President of Fidelity Institutional Asset Management and held executive positions across distribution, product and marketing at Fidelity Investments. Mr. Couto joined Fidelity in 2009 from Evergreen Investments. Prior to that, he was with Liberty Funds, a predecessor fund family of Columbia. Mr. Couto received a degree in finance and investments from Babson College and holds the Chartered Financial Analyst® designation.

Kelli A. Hunter-Executive Vice President of Human Resources

Ms. Hunter (56) has been our Executive Vice President of Human Resources since September 2005. Prior to that, Ms. Hunter served as Executive Vice President of Human Resources of AEFC since joining our company in June 2005. Prior to joining AEFC, Ms. Hunter was Senior Vice President-Global Human Capital for Crown Castle International Corporation in Houston, Texas. Prior to that, she held a variety of senior level positions in human resources for Software Spectrum, Inc., Mary Kay, Inc., as well as Morgan Stanley Inc. and Bankers Trust New York Corporation.

***Karen Wilson Thissen-Executive Vice President and General Counsel**

Ms. Wilson Thissen (51) has been our Executive Vice President and General Counsel since January 2017. Prior to that, Ms. Wilson Thissen served as our Executive Vice President and Deputy General Counsel since January 2014 and in other positions within the Company since November 2004. Before joining the Company, Ms. Wilson Thissen was a partner at the law firm Faegre & Benson LLP (now Faegre Baker Daniels LLP).

***Randy Kupper-Executive Vice President and Chief Information Officer**

Mr. Kupper (59) has been our Executive Vice President and Chief Information Officer since June 2012. Prior to that, Mr. Kupper had served as Executive Vice President-Applications Development since January 2010 and as Senior Vice President-Applications Development since November 2008. Prior to joining Ameriprise in 2008, he served as a Senior Vice President-Technology of U.S. Consumer and Small Business Services at American Express, where he spent approximately ten years holding leadership positions in the technologies organization.

Neal Maglaque-President-Advice & Wealth Management, Business Development and Chief Operating Officer

Mr. Maglaque (61) has been our President-Advice & Wealth Management, Business Development and Chief Operating Officer since June 2012. Prior to that time, Mr. Maglaque served as Executive Vice President and Advice & Wealth Management Chief Operating Officer since 2009, Senior Vice President-USAG Business Planning and Operations since 2006 and as Senior Vice President-Lead Financial Officer Enterprise Finance since 2005. Prior thereto, Mr. Maglaque held several leadership positions at American Express.

Deirdre D. McGraw-Executive Vice President-Marketing, Corporate Communications and Community Relations

Ms. McGraw (47) has been our Executive Vice President-Marketing, Corporate Communications and Community Relations since May 2014. Previously, Ms. McGraw served as Executive Vice President, Corporate Communications and Community Relations since February 2010. Prior to that, Ms. McGraw served as Senior Vice President-Corporate Communications and Community Relations since February 2007 and as Vice President-Corporate Communications since May 2006. Prior thereto, Ms. McGraw served as Vice President-Business Planning and Communications for the Group President, Global Financial Services at American Express.

***Colin Moore-Executive Vice President and Global Chief Investment Officer**

Mr. Moore (59) has been our Executive Vice President and Global Chief Investment Officer since June 2013. Mr. Moore also continues to serve as Chief Investment Officer-Columbia Management, a position he has held since 2010. Prior thereto, he was head of fixed income and liquidity strategies from 2009 to 2010. Mr. Moore joined Columbia Management in 2002 as head of equity and has been a member of the investment community since 1983.

Patrick H. O’Connell-Executive Vice President, Ameriprise Advisor Group

Patrick H. O’Connell (48) has been our Executive Vice President of the Ameriprise Advisor Group since February 2013. Prior to that, he was Senior Vice President for the employee advisor business in the eastern half of the United States and in other senior leadership positions within the company before that. Mr. O’Connell earned his M.B.A. and B.S. from Widener University.

Michelle Scrimgeour-Chief Executive Officer, EMEA

Ms. Scrimgeour (54) has been our Chief Executive Officer, EMEA since April 2017. She was previously Chief Risk Officer at M&G Investments and a Director of M&G Group Limited. She joined M&G in 2012 from BlackRock (previously Merrill Lynch Investment Managers and Mercury Asset Management), where Ms. Scrimgeour held several roles across the business and across asset classes, including Chief Operating Officer for International Fixed Income; Global Head of Fixed Income Product; Head of Alternative Investments and senior roles in the Quantitative Equity and Transition Management businesses. Scrimgeour holds a BA (Hons) in French from the University of Sheffield.

***Joseph E. Sweeney-President-Advice & Wealth Management, Products and Service Delivery**

Mr. Sweeney (56) has been our President-Advice & Wealth Management, Products and Service Delivery since June 2012. Prior to that time, Mr. Sweeney served as President-Advice and Wealth Management, Products and Services since May 2009 and as President-Financial Planning, Products and Services since 2005. Prior to that, Mr. Sweeney served as Senior Vice President and General Manager of Banking, Brokerage and Managed Products of AEFC since April 2002. Prior thereto, he served as Senior Vice President and Head, Business Transformation, Global Financial Services of American Express from March 2001 until April 2002. Mr. Sweeney is currently on the board of directors of the Securities Industry and Financial Markets Association.

***David K. Stewart-Senior Vice President and Controller (Principal Accounting Officer)**

Mr. Stewart (64) has been our Senior Vice President and Controller since September 2005. Prior to that, Mr. Stewart served as Vice President and Controller of AEFC and its subsidiaries since June 2002, when he joined American Express. Prior thereto, Mr. Stewart held various management and officer positions in accounting, financial reporting and treasury operations at Lutheran Brotherhood, now known as Thrivent Financial for Lutherans, where he was Vice President-Treasurer from 1997 until 2001.

***William F. Truscott-CEO-Global Asset Management**

Mr. Truscott (57) has been our CEO - Global Asset Management since September 2012. Prior to that time, Mr. Truscott had served as CEO - U.S. Asset Management and President, Annuities since May 2010, as President - U.S. Asset Management, Annuities and Chief Investment Officer since February 2008 and as President - U.S. Asset Management and Chief Investment Officer since September 2005. Prior to that, Mr. Truscott served as Senior Vice President and Chief Investment Officer of AEFC, a position he held since he joined the company in September 2001.

Bill Williams-Executive Vice President, Ameriprise Franchise Group

Bill Williams (50) has been our Executive Vice President, Ameriprise Franchise Group since February 2013. Mr. Williams joined Ameriprise in 1989 as an advisor. Mr. Williams has held a number of management roles within Ameriprise before assuming his current position. Williams is a graduate of Bentley University with a BA in Finance.

***John R. Woerner-President-Insurance & Annuities and Chief Strategy Officer**

Mr. Woerner (48) has been our President - Insurance and Annuities and Chief Strategy Officer since September 2012. Prior to that time, he served as President - Insurance and Chief Strategy Officer since February 2008 and, as Senior Vice President - Strategy and Business Development since September 2005. Prior to that, Mr. Woerner served as Senior Vice President - Strategic Planning and Business Development of AEFC since March 2005. Prior to joining AEFC, Mr. Woerner was a Principal at McKinsey & Co., where he spent approximately ten years serving leading U.S. and European financial services firms, and co-led McKinsey’s U.S. Asset Management Practice.

CORPORATE GOVERNANCE

We have adopted a set of Corporate Governance Principles and Categorical Standards of Director Independence which, together with the charters of the three standing committees of the Board of Directors (Audit; Compensation and Benefits; and Nominating and Governance) and our Code of Conduct (which constitutes the Company’s code of ethics), provide the framework for the governance of our company. A complete copy of our Corporate Governance Principles and Categorical Standards of Director Independence, the charters of each of the Board committees, the Code of Conduct (which applies not only to our Chief Executive Officer, Chief Financial Officer and Controller, but also to all other employees of our company) and the Code of Business Conduct for the Members of the Board of Directors may be found by clicking the “Corporate Governance” link found on our Investor Relations website at ir.ameriprise.com. You may also access our Investor Relations website through our main website at ameriprise.com by clicking on the “Investor Relations” link, which is located at the bottom of the page. (Information from such sites is not incorporated by reference into this report.) You may also obtain free copies of these materials by writing to our Corporate Secretary at our principal executive offices.

Item 11. Executive Compensation

The following portions of the Proxy Statement are incorporated herein by reference:

- information under the caption “Corporate Governance–Compensation and Benefits Committee–Compensation Committee Interlocks and Insider Participation”;
- information included under the caption “Compensation of Executive Officers”; and
- information included under the caption “Compensation of Directors.”

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**Equity Compensation Plan Information**

	(a)	(b)	(c)
Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) – shares
Equity compensation plans approved by security holders	7,857,964 ⁽¹⁾	\$ 100.46	13,228,175
Equity compensation plans not approved by security holders	2,702,893 ⁽²⁾	\$ 47.50	7,433,577 ⁽³⁾
Total	10,560,857	\$ 100.38	20,661,752

⁽¹⁾ Includes 1,883,908 share units subject to vesting per the terms of the applicable plan which could result in the issuance of common stock. As the terms of these share based awards do not provide for an exercise price, they have been excluded from the weighted average exercise price in column B.

⁽²⁾ Includes 2,692,534 share units subject to vesting per the terms of the applicable plans which could result in the issuance of common stock. As the terms of these share based awards do not provide for an exercise price, they have been excluded from the weighted average exercise price in column B. For additional information on the Company’s equity compensation plans see Note 17 — Share-Based Compensation to our Consolidated Financial Statements in Part II, Item 8 of this Annual Report on Form 10-K. The non-shareholder approved plans consist of the Ameriprise Financial 2008 Employment Incentive Equity Award Plan, the Ameriprise Advisor Group Deferred Compensation Plan and the Ameriprise Financial Franchise Advisor Deferred Compensation Plan.

⁽³⁾ Consists of 3,258,635 shares of common stock issuable under the terms of the Ameriprise Financial 2008 Employment Incentive Equity Award Plan, 2,027,756 shares of common stock issuable under the Ameriprise Advisor Group Deferred Compensation Plan, and 2,147,186 shares of common stock issuable under the Ameriprise Financial Franchise Advisor Deferred Compensation Plan.

Descriptions of our equity compensation plans can be found in Note 17 to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K. Information concerning the market for our common shares and our shareholders can be found in Part II, Item 5 of this Annual Report on Form 10-K. Price and dividend information concerning our common shares may be found in Note 26 to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K. The information included under the caption “Ownership of Our Common Shares” in the Proxy Statement is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information under the captions “Corporate Governance–Director Independence,” “Corporate Governance–Categorical Standards of Director Independence,” “Corporate Governance–Independence of Committee Members” and “Certain Transactions” in the Proxy Statement is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

The information set forth under the heading “Items to be Voted on by Shareholders–Item 4–Ratification of the Audit Committee’s Selection of PricewaterhouseCoopers LLP as the Company’s Independent Registered Public Accounting Firm for 2018 - Independent Registered Public Accounting Fees”; “–Services to Associated Organizations”; and “–Policy on Pre-Approval of Services Provided by Independent Registered Public Accounting Firm,” in the Proxy Statement is incorporated herein by reference.

PART IV.

Item 15. Exhibits and Financial Statement Schedules

(a) 1. Financial Statements:

The information required herein has been provided in Item 8, which is incorporated herein by reference.

2. Financial schedules required to be filed by Item 8 of this form, and by Item 15(b):

Schedule I-Condensed Financial Information of Registrant (Parent Company Only)

Condensed Statements of Operations – Years Ended December 31, 2017, 2016 and 2015

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Condensed Balance Sheets - December 31, 2017 and 2016

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Condensed Statements of Cash Flows – Years Ended December 31, 2017, 2016 and 2015

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Notes to Condensed Financial Information of Registrant

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All other financial schedules are not required under the related instructions, or are inapplicable and therefore have been omitted.

3. Exhibits:

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

The following exhibits are filed as part of this Annual Report on Form 10-K. The exhibit numbers followed by an asterisk (*) indicate exhibits electronically filed herewith. All other exhibit numbers indicate exhibits previously filed and are hereby incorporated herein by reference. Exhibits numbered 10.2 through 10.23 are management contracts or compensation plans or arrangements.

Exhibit	Description
3.1	Amended Restated Certificate of Incorporation of Ameriprise Financial, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K, File No. 1-32525, filed on May 1, 2014).
3.2*	Amended and Restated Bylaws of Ameriprise Financial, Inc.
4.1	Form of Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Amendment No. 3 to Form 10 Registration Statement, File No. 1-32525, filed on August 19, 2005). Other instruments defining the rights of holders of long-term debt securities of the registrant are omitted pursuant to Section (b)(4)(iii)(A) of Item 601 of Regulation S-K. The registrant agrees to furnish copies of these instruments to the SEC upon request.
4.2	Indenture dated as of October 5, 2005, between Ameriprise Financial, Inc. and U.S. Bank National Association, trustee (incorporated by reference to Exhibit 4(a) to the Registration Statement on Form S-3, File No. 333-128834, filed on October 5, 2005).
4.3	Indenture dated as of May 5, 2006, between Ameriprise Financial, Inc. and U.S. Bank National Association, trustee (incorporated by reference to Exhibit 4.A to the Registration Statement on Form S-3ASR, File No. 333-133860, filed on May 5, 2006).
4.4	Junior Subordinated Debt Indenture, dated as of May 5, 2006, between Ameriprise Financial, Inc. and U.S. Bank National Association, trustee (incorporated by reference to Exhibit 4.C to the Registration Statement on Form S-3ASR, File No. 333-133860, filed on May 5, 2006).
4.5	Subordinated Debt Indenture, dated as of May 5, 2006, between Ameriprise Financial, Inc. and U.S. Bank National Association, trustee (incorporated by reference to Exhibit 4.B to the Registration Statement on Form S-3ASR, File No. 333-133860, filed on May 5, 2006).
10.1	Tax Allocation Agreement by and between American Express and Ameriprise Financial, Inc., dated as of September 30, 2005 (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K, File No. 1-32525, filed on October 4, 2005).

Exhibit	Description
10.2	Ameriprise Financial 2005 Incentive Compensation Plan, as amended and restated effective April 30, 2014 (incorporated by reference to Exhibit B to the Proxy Statement for the Annual Meeting of Shareholders held on April 30, 2014, File No. 001-32525, filed on March 17, 2014).
10.3	Ameriprise Financial Deferred Compensation Plan, as amended and restated effective January 1, 2012 (incorporated by reference to Exhibit 10.3 of the Annual Report on Form 10-K, File No. 1-32525, filed on February 24, 2012).
10.4*	Ameriprise Financial Supplemental Retirement Plan, as amended and restated effective October 3, 2017.
10.5	Form of Ameriprise Financial 2005 Incentive Compensation Plan Master Agreement for Substitution Awards (incorporated by reference to Exhibit 10.8 to Amendment No. 2 to Form 10 Registration Statement, File No. 1-32525, filed on August 15, 2005).
10.6	Ameriprise Financial Form of Award Certificate — Non-Qualified Stock Option Award (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K, File No. 1-32525, filed on October 4, 2005).
10.7	Ameriprise Financial Form of Award Certificate — Restricted Stock Award (incorporated by reference to Exhibit 10.5 to the Current Report on Form 8-K, File No. 1-32525, filed on October 4, 2005).
10.8	Ameriprise Financial Form of Award Certificate — Restricted Stock Unit Award (incorporated by reference to Exhibit 10.6 to the Current Report on Form 8-K, File No. 1-32525, filed on October 4, 2005).
10.9	Ameriprise Financial Form of Agreement — Cash Incentive Award (incorporated by reference to Exhibit 10.7 to the Current Report on Form 8-K, File No. 1-32525, filed on October 4, 2005).
10.10	Ameriprise Financial Long-Term Incentive Award Program Guide.
10.11	Ameriprise Financial Performance Cash Unit Plan Supplement to the Long Term Incentive Award Program Guide (incorporated by reference to Exhibit 10.1 of the Quarterly Report on Form 10-Q, File No. 1-32525, filed on May 2, 2011).
10.12	Ameriprise Financial Form of Award Certificate — Performance Cash Unit Plan Award (incorporated by reference to Exhibit 10.12 of the Annual Report on Form 10-K File No. 1-32525, filed on February 25, 2016)
10.13	Ameriprise Financial Performance Share Unit Plan Supplement to the Long-Term Incentive Award Program Guide (incorporated by reference to Exhibit 10.3 of the Quarterly Report on Form 10-Q, File No. 1-32525, filed on May 2, 2011).
10.14	Ameriprise Financial Form of Award Certificate — Performance Share Unit Plan Award (incorporated by reference to Exhibit 10.14 of the Annual Report on Form 10-K File No. 1-32525, filed on February 25, 2016).
10.15	Ameriprise Financial Deferred Share Plan for Outside Directors, as amended and restated effective December 3, 2014 (incorporated by reference to Exhibit 10.15 of the Annual Report on Form 10-K File No. 1-32525, filed on February 24, 2015).
10.16	CEO Security and Compensation Arrangements (incorporated by reference to Item 1.01 of the Current Report on Form 8-K, File No. 1-32525, filed on October 31, 2005).
10.17	Ameriprise Financial Senior Executive Severance Plan, as amended and restated effective January 1, 2012 (incorporated by reference to Exhibit 10.17 of the Annual Report on Form 10-K, File No. 1-32525, filed on February 24, 2012).
10.18	Restricted Stock Awards in lieu of Key Executive Life Insurance Program (incorporated by reference to Item 1.01 of the Current Report on Form 8-K, File No. 1-32525, filed on November 18, 2005).
10.19	Ameriprise Financial Annual Incentive Award Plan, adopted effective as of September 30, 2005 (incorporated by reference to Exhibit 10.28 of the Annual Report on Form 10-K, File No. 1-32525, filed on March 8, 2006).
10.20	Form of Indemnification Agreement for directors, Chief Executive Officer, Chief Financial Officer, General Counsel and Principal Accounting Officer and any other officers designated by the Chief Executive Officer (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, File No. 1-32525, filed on April 26, 2012).
10.21	Ameriprise Financial 2008 Employment Incentive Equity Award Plan (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-8, File No. 333-156075, filed on December 11, 2008).
10.22	First Amendment to the Ameriprise Financial 2008 Employment Incentive Equity Award Plan dated September 29, 2015 (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q, File No. 1-32525, filed on November 2, 2015).
10.23	Ameriprise Advisor Group Deferred Compensation Plan, as amended and restated effective January 1, 2016 (incorporated by reference to Exhibit 10.23 of the Annual Report on Form 10-K File No. 1-32525, filed on February 25, 2016).

Exhibit	Description
10.24	Third Amended and Restated Credit Agreement, dated as of October 12, 2017, among Ameriprise Financial, Inc., as Borrower, the lenders party thereto, Wells Fargo Bank, National Association as Administrative Agent, Swingline Lender and Issuing Lender, Bank of America, N.A. and Citibank, N.A. as Co-Syndication Agents, Credit Suisse AG, Cayman Islands Branch, Goldman Sachs Bank USA, HSBC Bank USA, National Association, JPMorgan Chase Bank, N.A. and U.S. Bank National Association as Co-Documentation Agents, and Wells Fargo Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith, Incorporated, and Citigroup Global Markets Inc., as Joint Lead Arrangers and Joint Bookrunners (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, File No. 1-32525, filed on October 16, 2017).
12*	Ratio of Earnings to Fixed Charges.
13*	Portions of the Ameriprise Financial, Inc. 2017 Annual Report to Shareholders, which, except for those sections incorporated herein by reference, are furnished solely for the information of the SEC and are not to be deemed “filed.”
21*	Subsidiaries of Ameriprise Financial, Inc.
23*	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
24	Powers of attorney (included on Signature Page).
31.1*	Certification of James M. Cracchiolo pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
31.2*	Certification of Walter S. Berman pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
32*	Certification of James M. Cracchiolo and Walter S. Berman pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101*	The following materials from Ameriprise Financial, Inc.’s Annual Report on Form 10-K for the year ended December 31, 2017, formatted in XBRL: (i) Consolidated Statements of Operations for the years ended December 31, 2017, 2016 and 2015; (ii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2017, 2016 and 2015; (iii) Consolidated Balance Sheets at December 31, 2017 and 2016; (iv) Consolidated Statements of Equity for the years ended December 31, 2017, 2016 and 2015; (v) Consolidated Statements of Cash Flows for the years ended December 31, 2017, 2016 and 2015; and (vi) Notes to the Consolidated Financial Statements; and (vii) Schedule I - Condensed Financial Information of Registrant (Parent Only).

* Filed electronically herewithin.

Item 16. Form 10-K Summary

None.

Signatures

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

AMERIPRISE FINANCIAL, INC.
Registrant

Date: February 22, 2018

By /s/ Walter S. Berman

Walter S. Berman Executive Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned directors and officers of Ameriprise Financial, Inc., a Delaware corporation, does hereby make, constitute and appoint James M. Cracchiolo, Walter S. Berman and Karen Wilson Thissen, and each of them, the undersigned's true and lawful attorneys-in-fact, with power of substitution, for the undersigned and in the undersigned's name, place and stead, to sign and affix the undersigned's name as such director and/or officer of said corporation to an Annual Report on Form 10-K or other applicable form, and all amendments thereto, to be filed by such corporation with the Securities and Exchange Commission, Washington, D.C., under the Securities Exchange Act of 1934, as amended, with all exhibits thereto and other supporting documents, with said Commission, granting unto said attorneys-in-fact, and any of them, full power and authority to do and perform any and all acts necessary or incidental to the performance and execution of the powers herein expressly granted.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacity and on the dates indicated.

Date: February 22, 2018

By /s/ James M. Cracchiolo

James M. Cracchiolo Chairman and Chief Executive Officer
(Principal Executive Officer and Director)

Date: February 22, 2018

By /s/ Walter S. Berman

Walter S. Berman Executive Vice President and Chief Financial Officer (Principal
Financial Officer)

Date: February 22, 2018

By /s/ David K. Stewart

David K. Stewart
Senior Vice President and Controller (Principal Accounting Officer)

Date: February 22, 2018

By /s/ Dianne Neal Blixt

Dianne Neal Blixt
Director

Date: February 22, 2018

By /s/ Amy DiGeso

Amy DiGeso
Director

Date: February 22, 2018

By /s/ Lon R. Greenberg

Lon R. Greenberg
Director

Date: February 22, 2018

By /s/ Siri S. Marshall

Siri S. Marshall
Director

Date: February 22, 2018

By /s/ Jeffrey Noddle

Jeffrey Noddle
Director

Date: February 22, 2018

By /s/ H. Jay Sarles

H. Jay Sarles
Director

Date: February 22, 2018

By /s/ Robert F. Sharpe, Jr.

Robert F. Sharpe, Jr.
Director

Date: February 22, 2018

By /s/ Christopher J. Williams

Christopher J. Williams
Director

Schedule I - Condensed Financial Information of Registrant
(Parent Company Only)

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Schedule I — Condensed Financial Information of Registrant
Condensed Statements of Operations
(Parent Company Only)

	Years Ended December 31,		
	2017	2016	2015
	(in millions)		
Revenues			
Management and financial advice fees	\$ (1)	\$ (1)	\$ (1)
Net investment income	11	14	2
Other revenues	11	9	14
Total revenues	21	22	15
Banking and deposit interest expense	5	1	—
Total net revenues	16	21	15
Expenses			
Benefits, claims, losses and settlement expenses	76	41	13
Distribution expense	18	—	—
Interest and debt expense	116	113	124
General and administrative expense	249	192	193
Total expenses	459	346	330
Pretax loss before equity in earnings of subsidiaries	(443)	(325)	(315)
Income tax benefit	(47)	(146)	(123)
Loss before equity in earnings of subsidiaries	(396)	(179)	(192)
Equity in earnings of subsidiaries	1,876	1,493	1,754
Net income	1,480	1,314	1,562
Other comprehensive income (loss), net of tax	29	(59)	(409)
Total comprehensive income	\$ 1,509	\$ 1,255	\$ 1,153

See Notes to Condensed Financial Information of Registrant.

Schedule I — Condensed Financial Information of Registrant
Condensed Balance Sheets
(Parent Company Only)

	December 31,	
	2017	2016
	(in millions, except share amounts)	
Assets		
Cash and cash equivalents	\$ 494	\$ 754
Investments	341	314
Loans to subsidiaries	227	167
Due from subsidiaries	382	452
Receivables	5	10
Land, buildings, equipment, and software, net of accumulated depreciation of \$1,111 and \$1,005, respectively	236	221
Restricted and segregated cash	—	24
Investments in subsidiaries	8,060	7,739
Other assets	1,146	1,240
Total assets	<u>\$ 10,891</u>	<u>\$ 10,921</u>
Liabilities and Shareholders' Equity		
Liabilities:		
Accounts payable and accrued expenses	\$ 627	\$ 524
Due to subsidiaries	74	88
Borrowings from subsidiaries	363	364
Long-term debt	2,891	2,917
Other liabilities	938	736
Total liabilities	<u>4,893</u>	<u>4,629</u>
Shareholders' Equity:		
Common shares (\$.01 par value; shares authorized, 1,250,000,000; shares issued, 327,506,935 and 324,006,315, respectively)	3	3
Additional paid-in capital	8,085	7,765
Retained earnings	11,329	10,351
Treasury shares, at cost (180,872,271 and 169,246,411 shares, respectively)	(13,648)	(12,027)
Accumulated other comprehensive income, net of tax, including amounts applicable to equity investments in subsidiaries	229	200
Total shareholders' equity	<u>5,998</u>	<u>6,292</u>
Total liabilities and equity	<u>\$ 10,891</u>	<u>\$ 10,921</u>

See Notes to Condensed Financial Information of Registrant.

Schedule I — Condensed Financial Information of Registrant
Condensed Statements of Cash Flows
(Parent Company Only)

	Years Ended December 31,		
	2017	2016	2015
	(in millions)		
Cash Flows from Operating Activities			
Net income	\$ 1,480	\$ 1,314	\$ 1,562
Equity in earnings of subsidiaries	(1,876)	(1,493)	(1,754)
Dividends received from subsidiaries	1,698	1,465	1,485
Other operating activities, primarily with subsidiaries	712	528	262
Net cash provided by operating activities	<u>2,014</u>	<u>1,814</u>	<u>1,555</u>
Cash Flows from Investing Activities			
Available-for-Sale securities:			
Proceeds from sales	—	55	112
Maturities, sinking fund payments and calls	44	277	506
Purchases	(77)	(129)	(28)
Proceeds from sale of other investments	3	—	62
Purchase of other investments	—	—	(5)
Purchase of land, buildings, equipment and software	(69)	(49)	(47)
Contributions to subsidiaries	(79)	(197)	(271)
Return of capital from subsidiaries	47	187	146
Repayment of loans to subsidiaries	1,277	1,910	2,897
Issuance of loans to subsidiaries	(1,337)	(1,910)	(2,897)
Other, net	(91)	59	6
Net cash provided by investing activities	<u>(282)</u>	<u>203</u>	<u>481</u>
Cash Flows from Financing Activities			
Dividends paid to shareholders	(491)	(479)	(465)
Repurchase of common shares	(1,485)	(1,707)	(1,741)
Cash paid for purchased options with deferred premiums	(19)	(22)	(19)
Issuance of long-term debt, net of issuance costs	—	496	—
Repayments of long-term debt	(11)	(257)	(409)
Borrowings from subsidiaries	15	—	3
Repayments of borrowings from subsidiaries	(15)	—	(18)
Exercise of stock options	15	9	16
Other, net	(1)	36	1
Net cash used in financing activities	<u>(1,992)</u>	<u>(1,924)</u>	<u>(2,632)</u>
Net increase (decrease) in cash and cash equivalents	<u>(260)</u>	<u>93</u>	<u>(596)</u>
Cash and cash equivalents at beginning of year	754	661	1,257
Cash and cash equivalents at end of year	<u>\$ 494</u>	<u>\$ 754</u>	<u>\$ 661</u>
Supplemental Disclosures:			
Interest paid on debt	\$ 128	\$ 121	\$ 154
Income taxes paid (received), net	(368)	(112)	378
Non-cash dividends from subsidiaries	—	11	52

See Notes to Condensed Financial Information of Registrant.

Schedule I — Condensed Financial Information of Registrant

Notes to Condensed Financial Information of Registrant (Parent Company Only)

1. Basis of Presentation

The accompanying Condensed Financial Statements include the accounts of Ameriprise Financial, Inc. (the “Registrant,” “Ameriprise Financial” or “Parent Company”) and, on an equity basis, its subsidiaries and affiliates. The financial statements have been prepared in accordance with U.S. generally accepted accounting principles. The financial information of the Parent Company should be read in conjunction with the Consolidated Financial Statements and Notes of Ameriprise Financial. Parent Company revenues and expenses, other than compensation and benefits and debt and interest expense, are primarily related to intercompany transactions with subsidiaries and affiliates.

The change in the fair value of derivative instruments used as hedges is reflected in the Parent Company Only Condensed Statements of Operations. For certain of these derivatives, the change in the hedged item is reflected in the subsidiaries’ Statements of Operations. The change in fair value of certain derivatives used to economically hedge risk related to GMWB provisions is included in benefits, claims, losses and settlement expenses, while the underlying benefits, claims, losses and settlement expenses are reflected in equity in earnings of subsidiaries.

In 2015, the Company recorded a capital lease that had previously been incorrectly recorded as an operating lease for Ameriprise Financial Center. The cumulative adjustment included a capital lease asset of \$70 million, net of accumulated depreciation, and a related capital lease obligation of \$60 million and a \$10 million increase in pretax income. The lease term for the Ameriprise Financial Center began in November 2000 and extends for 20 years, with several options to extend the term.

2. Debt

All of the debt of Ameriprise Financial is borrowings of the Parent Company, except as indicated below.

- At both December 31, 2017 and 2016, the debt of Ameriprise Financial included \$50 million of repurchase agreements, which are accounted for as secured borrowings.
- At both December 31, 2017 and 2016, Ameriprise Financial had \$150 million of borrowings from the Federal Home Loan Bank of Des Moines, which is collateralized with commercial mortgage backed securities.

3. Borrowings from Subsidiaries

The Parent Company has intercompany lending arrangements with its subsidiaries. At the end of each business day, taking into consideration all legal and regulatory requirements associated with its subsidiaries, Ameriprise Financial is entitled to draw on all funds in specified bank accounts. Repayment of all or a portion of the funds is due on demand. The Parent Company also has revolving credit agreements with its subsidiaries as the borrower aggregating \$1.0 billion of which nil was outstanding as of December 31, 2017 and 2016.

4. Guarantees, Commitments and Contingencies

The Parent Company is the guarantor for operating leases of IDS Property Casualty Insurance Company and certain other subsidiaries.

All consolidated legal, regulatory and arbitration proceedings, including class actions of Ameriprise Financial, Inc. and its consolidated subsidiaries are potential or current obligations of the Parent Company.

The Parent Company has committed revolving credit agreements with its subsidiaries as the lender aggregating \$366 million as of December 31, 2017.

The Parent Company and Ameriprise Certificate Company (“ACC”) entered into a Capital Support Agreement on March 2, 2009, pursuant to which the Parent Company agrees to commit such capital to ACC as is necessary to satisfy applicable minimum capital requirements. Effective April 30, 2014, this agreement was amended to revise the maximum commitment to \$50 million. For the years ended December 31, 2017, 2016 and 2015, ACC did not draw upon the Capital Support Agreement and had met all applicable capital requirements.

The Parent Company and IDS Property Casualty Insurance Company (“IDS Property Casualty”) entered into a Capital Support Agreement on September 30, 2015, pursuant to which the Parent Company agrees to commit such capital to IDS Property Casualty as is necessary to maintain IDS Property Casualty’s current financial strength ratings by AM Best. The maximum capital amount is \$150 million. Effective February 1, 2018, this agreement was amended to revise the expiration date to be April 1, 2019. For the year ended December 31, 2017, IDS Property Casualty did not draw upon the Capital Support Agreement.

Ameriprise Financial Services Inc. (“AFSI”) entered into a FINRA approved subrogation agreement with the Parent Company on December 15, 2014 for regulatory net capital purposes. The agreement consists of a \$200 million secured demand note. The note is secured by cash and securities equal to the principal value of the note pledged by the Parent Company. For the year ended December 31, 2017, AFSI had not made a demand of the principal amount.

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Section 2: EX-3.2 (EXHIBIT 3.2)

Exhibit 3.2

The By-Laws Of Ameriprise Financial, Inc., As Amended And Restated As Of February 22, 2018

Article I Stockholders

Section 1.01. Annual Meetings. The annual meeting of the stockholders of the Corporation for the election of Directors and for the transaction of such other business as properly may come before such meeting shall be held at such place, either within or without the State of Delaware, or, within the sole discretion of the Board of Directors, by remote communication and at such date and at such time, as may be fixed from time to time by resolution of the Board of Directors and set forth in the notice or waiver of notice of the meeting.

Section 1.02. Special Meetings. Special meetings of the stockholders may be called at any time by the Chairman of the Board, Chief Executive Officer (or, in the event of his or her absence or disability, by the President or any Executive Vice President), or by the Board of Directors. A special meeting shall be called by the Chairman of the Board, Chief Executive Officer (or, in the event of his or her absence or disability, by the President or any Executive Vice President), or by the Secretary of the Corporation pursuant to a resolution approved by a majority of the entire Board of Directors. Such special meetings of the stockholders shall be held at such places, within or without the State of Delaware, or, within the sole discretion of the Board of Directors, by remote communication, as shall be specified in the respective notices or waivers of notice thereof. Any power of the stockholders of the Corporation to call a special meeting is specifically denied.

Section 1.03. Notice Of Meetings; Waiver.

(a) The Secretary of the Corporation or any Assistant Secretary shall cause written notice of the place, if any, date and hour of each meeting of the stockholders, the record date for determining stockholders entitled to vote at the meeting (if such date is different from the record date for stockholders entitled to notice of the meeting) and, in the case of a special meeting, the purpose or purposes for which such meeting is called, and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such meeting, to be given personally by mail or by electronic transmission, or as otherwise provided in these By-Laws, not fewer than ten (10) nor more than sixty (60) days prior to the meeting, to each stockholder of record entitled to vote at such meeting. If such notice is mailed, it shall be deemed to have been given personally to a stockholder when deposited in the United States mail, postage prepaid, directed to the stockholder at his or her address as it

appears on the record of stockholders of the Corporation, or, if a stockholder shall have filed with the Secretary of the Corporation a written request that notices to such stockholder be mailed to some other address, then directed to such stockholder at such other address. Such further notice shall be given as may be required by law.

(b) A written waiver of any notice of any annual or special meeting signed by the person entitled thereto, or a waiver by electronic transmission by the person entitled to notice, shall be deemed equivalent to notice. Neither the business to be transacted at, nor the purpose of, any annual or

special meeting of the stockholders need be specified in a waiver of notice. Attendance of a stockholder at a meeting of stockholders shall constitute a waiver of notice of such meeting, except when the stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting is not lawfully called or convened.

(c) For notice given by electronic transmission to a stockholder to be effective, such stockholder must consent to the Corporation's giving notice by that particular form of electronic transmission. A stockholder may revoke consent to receive notice by electronic transmission by written notice to the Corporation. A stockholder's consent to notice by electronic transmission is automatically revoked if the Corporation is unable to deliver two consecutive electronic transmission notices and such inability becomes known to the Secretary of the Corporation, any Assistant Secretary, the transfer agent or other person responsible for giving notice.

(d) Notices are deemed given (i) if by facsimile, when faxed to a number where the stockholder has consented to receive notice; (ii) if by electronic mail, when mailed electronically to an electronic mail address at which the stockholder has consented to receive such notice; (iii) if by posting on an electronic network (such as a website or chatroom) together with a separate notice to the stockholder of such specific posting, upon the later to occur of (A) such posting or (B) the giving of the separate notice of such posting; or (iv) if by any other form of electronic transmission, when directed to the stockholder in the manner consented to by the stockholder.

(e) If a stockholder meeting is to be held via remote communications and stockholders will take action at such meeting, the notice of such meeting must: (i) specify the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present and vote at such meeting; and (ii) provide the information required to access the stockholder list. A waiver of notice may be given by electronic transmission.

Section 1.04. Quorum. Except as otherwise required by law or by the Certificate of Incorporation, at each meeting of stockholders the presence in person or by proxy of the holders of record of a majority in voting power of the shares entitled to vote at a meeting of stockholders shall constitute a quorum for the transaction of business at such meeting. Shares of its own stock belonging to the Corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the Corporation or any subsidiary of the Corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

Section 1.05. Voting. If, pursuant to Section 5.05 of these By-Laws, a record date for determining the stockholders entitled to notice of the meeting and a record date for determining stockholders entitled to vote at the meeting have been fixed, every holder of record as of the record date for determining stockholders entitled to vote at the meeting of shares of stock of the Corporation shall be entitled to one (1) vote for each share outstanding in his or her name on the books of the Corporation at the close of business on such record date. If the Board of Directors fixes a record date for determining stockholders entitled to notice of the meeting and does not fix a record date for determining stockholders entitled to vote at the meeting, the record date for determining

stockholders entitled to vote at the meeting shall be the record date for determining stockholders entitled to notice of the meeting. If no record date for determining stockholders entitled to notice of or to vote at the meeting has been fixed, then every holder of record of shares entitled to vote at a meeting of stockholders shall be entitled to one (1) vote for each share of stock standing in his or her name on the books of the Corporation at the close of business on the day next preceding the day on which notice of the meeting is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. Except as otherwise required by law, the Certificate of Incorporation or these By-Laws, Directors shall be elected by the appropriate method provided for in Section 1.11 of these By-Laws, and in all other matters, the affirmative vote of the majority of shares present in person or represented by proxy at a meeting and voting on the subject matter shall be the act of the stockholders.

Section 1.06. Voting By Ballot. No vote of the stockholders on an election of Directors need be taken by written ballot or by electronic transmission unless otherwise required by law. Any vote not required to be taken by ballot or by electronic transmission may be conducted in any manner approved by the Board of Directors prior to the meeting at which such vote is taken.

Section 1.07. Adjournment. If a quorum is not present at any meeting of the stockholders, the presiding officer of the meeting or the stockholders present in person or by proxy shall have the power to adjourn any such meeting from time to time until a quorum is present. Notice of any adjourned meeting of the stockholders of the Corporation need not be given if the place, if any, date and hour thereof are announced at the meeting at which the adjournment is taken, provided, however, that if the adjournment is for more than thirty (30) days, a notice of the adjourned meeting, conforming to the requirements of Section 1.03 hereof, shall be given to each stockholder of record entitled to vote at such meeting. If after the adjournment a new record date for determination of stockholders entitled to vote is fixed for the adjourned meeting, the Board of Directors shall fix as the record date for determining stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote at the adjourned meeting, and shall give notice of the adjourned meeting to each stockholder of record as of the date so fixed for notice of such adjourned meeting. At any adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted on the original date of the meeting.

Section 1.08. Proxies. Any stockholder entitled to vote at any meeting of the stockholders may authorize another person or persons to vote at any such meeting and express such vote on behalf of him or her by proxy. A stockholder may authorize a valid proxy by executing a written instrument signed by such stockholder, or by causing his or her signature to be affixed to such writing by any reasonable means including, but not limited to, by facsimile signature, or by transmitting or authorizing the transmission of a telegram, cablegram or other means of electronic transmission to the person designated as the holder of the proxy, a proxy solicitation firm or a like authorized agent. No such proxy shall be voted or acted upon after the expiration of three (3) years from the date of such proxy, unless such proxy provides for a longer period. Every proxy shall be revocable at the pleasure of the stockholder executing it, except in those cases where applicable law provides that a proxy shall be irrevocable.

A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing with the Secretary of the Corporation either an instrument in writing revoking the proxy or another duly executed proxy bearing a later date. Proxies by telegram, cablegram or other electronic transmission must either set forth or be submitted with information from which it can be determined that the telegram, cablegram or other electronic transmission was authorized by the stockholder. Any copy, facsimile telecommunication or other reliable reproduction of a writing or transmission created pursuant to this section may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission.

Notwithstanding anything herein to the contrary, no more than three employees, officers, managers or partners of a stockholder, or other persons otherwise purportedly authorized to act as a proxy or other agent for a stockholder, shall be entitled to admittance to any meeting of stockholders for and on behalf of any stockholder.

Section 1.09. Organization Procedure. At every meeting of stockholders the presiding officer shall be the Chairman of the Board or, in the event of his or her absence or disability, a presiding officer chosen by the Board of Directors. The Secretary of the Corporation, or in the event of his or her absence or disability, an Assistant Secretary, if any, or if there be no Assistant Secretary, in the absence of the Secretary of the Corporation, an appointee of the presiding officer, shall act as Secretary of the meeting. The order of business and all other matters of procedure at every meeting of stockholders may be determined by such presiding officer. The date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced at the meeting by the presiding officer. The Board of Directors may adopt by resolution such rules and regulations for the conduct of the meeting of stockholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the presiding officer shall have the right and authority to convene and (for any or no reason) to adjourn the meeting, to prescribe the rules, regulations and procedures and to do all such acts as, in the judgment of such presiding officer, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the presiding officer, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to stockholders entitled to vote at the meeting, their duly authorized and constituted proxies or such other persons as the presiding officer of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. The presiding officer at any meeting of stockholders, in addition to making any other determinations that may be appropriate to the conduct of the meeting shall, if the facts warrant, determine and declare to the meeting that a matter or business was not properly brought before the meeting and if such presiding officer should so determine, such presiding officer shall so declare to the meeting and any such matter or business not properly brought before the meeting shall not be transacted or considered. Unless and to the extent determined by the Board of Directors or the presiding officer, meetings of stockholders shall not be required to be held in accordance with the rules of parliamentary procedure.

Section 1.10. Notice Of Stockholder Business And Nominations.

(a) Annual Meetings Of Stockholders.

(i) Nominations of persons for election to the Board of Directors and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders (A) pursuant to the Corporation's notice of meeting, (B) by or at the direction of the Board of Directors or (C) by any stockholder of the Corporation who (1) was a stockholder of record at the time of giving of notice provided for in this Section 1.10 and at the time of the annual meeting, (2) is entitled to vote at the meeting and (3) complies with the notice procedures set forth in this Section 1.10.

(ii) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (C) of paragraph (a)(i) of this Section 1.10, the stockholder must have given timely notice thereof in writing or by electronic transmission to the Secretary of the Corporation and such other business must otherwise be a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to the Secretary of the Corporation at the principal executive offices of the Corporation not earlier than the close of business on the one hundred twentieth (120th) day and not later than the close of business on the ninetieth (90th) day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than thirty (30) days before or more than sixty (60) days after such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting and the tenth (10th) day following the day on which public announcement of the date of such meeting is first made by the Corporation. In no event shall the public announcement of an adjournment of an annual meeting commence a new time period for the giving of a stockholder's notice as described above. To be in proper form, a stockholder's notice to the Secretary of the Corporation must: (A) set forth, as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (1) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner, if any, (2) the class or series and number of shares of the Corporation which are owned beneficially and of record by such stockholder and such beneficial owner, if any, as of the date of such notice (which information shall be supplemented by such stockholder and beneficial owner, if any, not later than ten (10) days after the record date for determining the stockholders entitled to notice of the meeting to disclose such ownership as of such record date), (3) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the stockholder's notice by, or on behalf of, such stockholder and such beneficial owners, whether or not such instrument or right shall be subject to settlement in underlying shares of capital stock of the Corporation, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such

stockholder or such beneficial owner, with respect to securities of the Corporation, (4) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination, (5) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (a) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the proposal or elect the nominee and/or (b) otherwise to solicit proxies or votes from stockholders in support of such proposal or nomination, and (6) any other information relating to such stockholder and beneficial owner, if any, that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of Directors in a contested election pursuant to Section 14 of the Securities Exchange Act of 1934, as amended and the rules and regulations promulgated thereunder (the "Exchange Act"); (B) if the notice relates to any business other than the nomination of a Director that the stockholder proposes to bring before the meeting, set forth (1) a brief description of the business desired to be brought before the meeting (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the By-Laws of the Corporation, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest of such stockholder and beneficial owner, if any, in such business and (2) a description of all agreements, arrangements and understandings between such stockholder and beneficial owner, if any, and any other person or persons (including their names) in connection with the proposal of such business by such stockholder; (C) set forth, as to each person, if any, whom the stockholder proposes to nominate for election or reelection as a Director (1) all information relating to such person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of Directors in a contested election pursuant to Section 14 of the Exchange Act (including such person's written consent to being named in the Corporation's proxy statement as a nominee of the stockholder and to serving as a Director if elected) and (2) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among such stockholder and beneficial owner, if any, and their respective affiliates and associates, or others acting in concert therewith, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand, including, without limitation all information that would be required to be disclosed pursuant to Rule 404 promulgated under Regulation S-K if the stockholder making the nomination and any beneficial owner on whose behalf the nomination is made, if any, or any affiliate or associate thereof or person acting in concert therewith, were the "registrant" for purposes of such rule and the nominee were a Director or executive officer of such registrant; and (D) with respect to each nominee for election or reelection to the Board of Directors, include the completed and signed questionnaire, representation and agreement required by Section 1.12 of these By-Laws. The foregoing notice requirements of this Section 1.10(a)(ii) shall be deemed satisfied by a stockholder with respect to business other than a nomination if the stockholder has notified the Corporation of his, her or its intention to present a proposal at an annual meeting in

compliance with applicable rules and regulations promulgated under the Exchange Act and such stockholder's proposal has been included in a proxy statement that has been prepared by the Corporation to solicit proxies for such annual meeting. The Corporation may require any proposed nominee to furnish such other information, documents, affidavits, or certifications as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent Director of the Corporation or that could be material to a reasonable stockholder's understanding of the independence, or lack thereof, of such nominee.

(iii) Notwithstanding anything in the second sentence of paragraph (a)(ii) of this Section 1.10 to the contrary, in the event that the number of Directors to be elected to the Board of Directors of the Corporation is increased effective after the time for which nominations would otherwise be due under Section 1.10(a)(ii) and there is no public announcement by the Corporation naming all of the nominees for Director or specifying the size of the increased Board of Directors at least one hundred (100) days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Section 1.10 shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary of the Corporation at the principal executive offices of the Corporation not later than the close of business on the tenth (10th) day following the day on which such public announcement is first made by the Corporation.

(b) Special Meetings Of Stockholders.

Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting. Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which Directors are to be elected pursuant to the Corporation's notice of meeting (i) by or at the direction of the Board of Directors or (ii) provided that the Board of Directors has determined that Directors shall be elected at such meeting, by any stockholder of the Corporation who (A) is a stockholder of record at the time of giving of notice provided for in this Section 1.10 and at the time of the special meeting, (B) is entitled to vote at the meeting and (C) complies with the notice procedures set forth in this Section 1.10. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more Directors to the Board of Directors, any such stockholder may nominate a person or persons (as the case may be) for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice required by clause (a) (ii) of this Section 1.10 (including the completed and signed questionnaire, representation and agreement required by Section 1.12 of these By-Laws and any other information, documents, affidavits, or certifications required by the Corporation) shall be delivered to the Secretary of the Corporation at the principal executive offices of the Corporation not earlier than the close of business on the one hundred twentieth (120th) day prior to such special meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such a special meeting and the tenth (10th) day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of an adjournment of a special meeting commence a new time period for the giving of a stockholder notice as described above.

(c) General.

(i) Only such persons who are nominated in accordance with the procedures set forth in this Section 1.10 shall be eligible to serve as Directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section 1.10. Except as otherwise provided by law, the Certificate of Incorporation or these By-Laws, the Chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this Section 1.10, and if any proposed nomination or business is not in compliance with this Section 1.10, to declare that such defective proposal or nomination shall be disregarded. Notwithstanding the foregoing provisions of this Section 1.10, unless otherwise required by law, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting of stockholders of the Corporation to present a nomination or proposed business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation. For purposes of this Section 1.10(c), to be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager or partner of such stockholder or the stockholder must deliver to the Secretary of the Corporation no later than five business days prior to the annual or special meeting of stockholders either a writing executed by such stockholder or an electronic transmission providing the person's full name and current residential address and expressly authorizing such person to act for such stockholder as proxy at the meeting of stockholders. Such person must also produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, in order to gain admittance to the meeting of stockholders, notwithstanding that the stockholder has previously delivered the writing or electronic transmission to the Secretary of the Corporation by the date specified in the preceding sentence. For the avoidance of doubt, the five business day deadline for delivery of the required writing or electronic transmission to the Secretary of the Corporation shall be determined as illustrated in the following sentence: If the meeting of stockholders is to be held on Wednesday, April 24, the Secretary of the Corporation must receive the writing or electronic transmission no later than Wednesday, April 17.

(ii) For purposes of this Section 1.10, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14, or 15(d) of the Exchange Act.

(iii) Notwithstanding the foregoing provisions of this Section 1.10, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Section 1.10; provided, however, that any references in these By-Laws to the Exchange Act or the rules and regulations promulgated thereunder are not intended to and shall not limit any requirements applicable to nominations or proposals as to any other business to be considered pursuant to this Section 1.10 (including paragraphs (a)(i)(C) and (b) hereof), and compliance with

paragraphs (a)(i)(C) and (b) of this Section 1.10 shall be the exclusive means for a stockholder to make nominations or submit other business (other than, as provided in the penultimate sentence of paragraph (a)(ii), business other than nominations brought properly under and in compliance with Rule 14a-8 of the Exchange Act, as may be amended from time to time). Nothing in this Section 1.10 shall be deemed to affect any rights (A) of stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or (B) of the holders of any series of Preferred Stock, if any, to elect Directors if so provided under any applicable Preferred Stock Certificate of Designation (as defined in the Certificate of Incorporation).

(iv) Any stockholder proposal submitted to the Corporation for inclusion in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act ("Rule 14a-8") may only be submitted to the Corporation by the stockholder proponent thereof or by another person authorized to act as such stockholder proxy for the purpose of submitting such proposal to the Corporation. In the case of a stockholder proposal submitted to the Corporation pursuant to Rule 14a-8 by proxy and in addition to any other documentation or information required to be submitted to the Corporation pursuant to Rule 14a-8, documentation describing the stockholder's delegation of authority to the proxy shall be submitted to the Corporation within the time period for submission of stockholder proposals pursuant to Rule 14a-8. Such documentation shall (A) identify the stockholder proponent and the person or entity selected as proxy, including the name address and telephone number of the stockholder proponent, the name and address of the proxy; (B) identify the Corporation as the entity to which the stockholder proposal is being submitted; (C) identify the annual or special meeting of stockholders for which the stockholder proposal is being submitted; (D) identify the specific proposal to be submitted and include the full text of the proposal and any supporting statement; (E) be signed and dated by the stockholder within 30 days preceding the date on which the documentation is submitted to the Corporation; and (F) specify the scope of authority granted to the proxy with respect to negotiating the modification or withdrawal of the stockholder proposal, responding to any no-action letter request filed by the Corporation with the Securities and Exchange Commission with respect to the stockholder proposal and appearing at the applicable meeting of stockholders to present the proposal. In addition, the Corporation may request additional documentation or information to confirm the validity of the documentation described in the preceding sentence, which additional information or documentation shall be provided to the Corporation not later than 10 days after it is requested by the Corporation.

Section 1.11. Required Vote For Directors.

(a) Majority Vote. Except as otherwise provided in paragraph (c) of this Section 1.11 in the case of a contested election, each Director to be elected by stockholders shall be elected by the vote of the majority of the votes cast at any meeting for the election of Directors at which a quorum is present. For purposes of this Section 1.11, a majority of votes cast shall mean that the number of shares voted "for" exceeds 50% of the number of votes cast with respect to that Director's election. Votes cast shall exclude abstentions and broker non-votes with respect to that Director's election.

(b) Mandatory Tender Of Resignation. If a nominee for Director who is an incumbent Director is not elected and no successor has been elected at such meeting, the Director shall promptly tender his or her resignation to the Board of Directors (which shall be contingent upon acceptance by the Board of Directors) unless he or she has previously tendered a resignation to become effective upon such nominee's failure to receive the required vote for reelection pursuant to paragraph (a) of this Section 1.11 at the next meeting at which such nominee would stand for re-election. The Nominating and Governance Committee shall make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors shall act on the tendered resignation, taking into account the Nominating and Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within ninety (90) days from the date of the certification of the election results. The Nominating and Governance Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The Director who tenders his or her resignation shall not vote on the recommendation of the Nominating and Governance Committee or the decision of the Board of Directors with respect to his or her resignation. If such incumbent Director's resignation is not accepted by the Board of Directors, such Director shall continue to serve until his or her successor is duly elected, or his or her earlier death, resignation or removal. If a Director's resignation is accepted by the Board of Directors pursuant to this Section 1.11, or if a nominee for Director is not elected and the nominee is not an incumbent Director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 2.14 of these By-Laws or may decrease the size of the Board of Directors pursuant to the provisions of Section 2.02 of these By-Laws.

(c) Plurality Vote. In the event of a contested election of Directors, paragraphs (a) and (b) of this Section 1.11 shall not apply and Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy and voting for nominees in the election of Directors at any meeting for the election of Directors at which a quorum is present. For purposes of this Section 1.11, a contested election shall mean any election of Directors in which the number of candidates for election as Directors exceeds the number of Directors to be elected as of the tenth (10th) day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders of the Corporation.

Section 1.12. Submission Of Questionnaire, Representation, And Agreement. To be eligible to be a nominee for election or reelection as a Director of the Corporation, a person must deliver (with respect to persons nominated by a stockholder pursuant to Section 1.10(a)(i)(C), in accordance with the time periods prescribed for delivery of notice under Section 1.10(a)(ii) of these By-Laws) to the Secretary of the Corporation at the principal executive offices of the Corporation a completed and signed questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary of the Corporation upon written request) and a signed representation and agreement (in the form provided by the Secretary of the Corporation upon written request) that such person (i) will abide by the requirements of Section 1.11(b) of these By-Laws, (ii) is not and will not become a party to (A) any agreement, arrangement

or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a Director of the Corporation, will act or vote on any issue or question (a “Voting Commitment”) that has not been disclosed to the Corporation or (B) any Voting Commitment that could limit or interfere with such person’s ability to comply, if elected as a Director of the Corporation, with such person’s fiduciary duties under applicable law, (iii) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a Director that has not been disclosed therein, and (iv) in , would be in compliance, if elected as a Director of the Corporation, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Corporation.

Section 1.13. Inspectors Of Elections. Preceding any meeting of the stockholders, the Board of Directors shall appoint one (1) or more persons to act as Inspectors of Elections, and may designate one (1) or more alternate inspectors. In the event no inspector or alternate is able to act, the person presiding at the meeting shall appoint one (1) or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of the duties of an inspector, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspector shall:

- (a) ascertain the number of shares outstanding and the voting power of each;
- (b) determine the shares represented at a meeting and the validity of proxies and ballots;
- (c) specify the information relied upon to determine the validity of electronic transmissions in accordance with Section 1.08 hereof;
- (d) count all votes and ballots;
- (e) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors;
- (f) certify his or her determination of the number of shares represented at the meeting, and his or her count of all votes and ballots;
- (g) appoint or retain other persons or entities to assist in the performance of the duties of inspector; and

(h) when determining the shares represented and the validity of proxies and ballots, be limited to an examination of the proxies, any envelopes submitted with those proxies, any information provided in accordance with Section 1.08 of these By-Laws, ballots and the regular books and records of the Corporation. The inspector may consider other reliable information for the limited purpose of reconciling proxies and ballots submitted by or on behalf of banks, brokers or their nominees or a similar person which represent more votes than the holder of a proxy is authorized by the record owner to cast or more votes than the stockholder holds of record. If the inspector considers other reliable information as outlined in this section the inspector, at the time

of his or her certification pursuant to paragraph (f) of this section, shall specify the precise information considered, the person or persons from whom the information was obtained, when this information was obtained, the means by which the information was obtained, and the basis for the inspector's belief that such information is accurate and reliable.

Section 1.14. Opening And Closing Of Polls. The date and time for the opening and the closing of the polls for each matter to be voted upon at a stockholder meeting shall be announced at the meeting. The inspector shall be prohibited from accepting any ballots, proxies or votes or any revocations thereof or changes thereto after the closing of the polls, unless the Delaware Court of Chancery upon application by a stockholder shall determine otherwise.

Section 1.15. No Stockholder Action By Written Consent. Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of the stockholders of the Corporation, and the ability of the stockholders to consent in writing to the taking of any action is specifically denied.

Article II

Board Of Directors

Section 2.01. General Powers. Except as may otherwise be provided by law or the Certificate of Incorporation, the property, affairs and business of the Corporation shall be managed by or under the direction of the Board of Directors and the Board of Directors may exercise all the powers of the Corporation.

Section 2.02. Number Of Directors. Subject to the rights of the holders of any class or series of Preferred Stock, if any, the number of Directors shall be fixed from time to time exclusively pursuant to a resolution adopted by a majority of the entire Board of Directors; provided, however, that the Board of Directors shall at no time consist of fewer than three (3) Directors.

Section 2.03. Election of Directors. At each annual meeting of the Corporation's stockholders, each nominee for Director shall stand for election to a one-year term expiring at the next annual meeting of stockholders and until their respective successors shall have been duly elected and qualified, subject to prior death, resignation, retirement, disqualification or removal from office.

Section 2.04. The Chairman Of The Board. The Directors shall elect from among the members of the Board a "Chairman of the Board". The Chairman of the Board shall be deemed an officer of the Corporation and shall have such duties and powers as set forth in these By-Laws or as shall otherwise be conferred upon the Chairman of the Board from time to time by the Board of Directors. The Chairman of the Board may be the Chief Executive Officer of the Corporation. The Chairman of the Board shall, if present, preside over all meetings of the Stockholders and of the Board of Directors. The Board of Directors shall by resolution establish a procedure to provide for an acting Chairman of the Board in the event the most recently elected Chairman of the Board is unable to serve or act in that capacity.

Section 2.05. Annual And Regular Meetings. The annual meeting of the Board of Directors for the purpose of electing officers and for the transaction of such other business as may come before the meeting shall be held after the annual meeting of the stockholders and may be held at such places, if any, within or without the State of Delaware and at such times as the Board may from time to time determine, and if so determined notice thereof need not be given. Notice of such annual meeting of the Board of Directors need not be given. The Board of Directors from time to time may by resolution provide for the holding of regular meetings and fix the place (which may be within or without the State of Delaware), if any, and the date and hour of such meetings. Notice of regular meetings need not be given, provided, however, that if the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be mailed promptly, or sent by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail or other means of electronic transmission, to each Director who shall not have been present at the meeting at which such action was taken, addressed to him or her at his or her usual place of business, or shall be delivered to him or her personally.

Section 2.06. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chairman of the Board, Chief Executive Officer (or, in the event of his or her absence or disability, by the President or any Executive Vice President), or by the Board of Directors pursuant to the following sentence, at such place (within or without the State of Delaware), if any, date and hour as may be specified in the respective notices or waivers of notice of such meetings. Special meetings of the Board of Directors also may be held whenever called pursuant to a resolution approved by a majority of the entire Board of Directors. Special meetings of the Board of Directors may be called on twenty-four (24) hours' notice, if notice is given to each Director personally or by telephone, including a voice messaging system, or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail or other means of electronic transmission, or on five (5) days' notice, if notice is mailed to each Director, addressed to him or her at his or her usual place of business or to such other address as any Director may request by notice to the Secretary.

Section 2.07. Quorum; Voting. At all meetings of the Board of Directors, the presence of at least a majority of the total authorized number of Directors shall constitute a quorum for the transaction of business. Except as otherwise required by law, the vote of at least a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 2.08. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting of the Board of Directors to another time or place, if any. No notice need be given of any adjourned meeting unless the time and place, if any, of the adjourned meeting are not announced at the time of adjournment, in which case notice conforming to the requirements of Section 2.06 of these By-Laws shall be given to each Director.

Section 2.09. Action Without A Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent thereto in writing or by electronic transmission, and such writing, writings or

electronic transmission or transmissions are filed with the minutes of proceedings of the Board of Directors. Such filing may be in paper form or in electronic form.

Section 2.10. Regulations; Manner Of Acting. To the extent consistent with applicable law, the Certificate of Incorporation and these By-Laws, the Board of Directors may adopt by resolution such rules and regulations for the conduct of meetings of the Board of Directors and for the management of the property, affairs and business of the Corporation as the Board of Directors may deem appropriate. The Directors shall act only as a Board of Directors and the individual Directors shall have no power in their individual capacities unless expressly authorized by the Board of Directors.

Section 2.11. Action By Telephonic Communications. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

Section 2.12. Voluntary Resignation. Any Director may voluntarily resign at any time by submitting an electronic transmission or by delivering a written notice of resignation, signed by such Director, to the Chairman of the Board or the Secretary of the Corporation. Unless otherwise specified in the notice of resignation, such resignation shall take effect immediately upon its receipt by the Chairman of the Board or the Secretary of the Corporation. This Section 2.12 shall not apply to any tender of resignation required by Section 1.11(b) of these By-Laws, which Section 1.11(b) alone shall govern any such mandatory tender of resignation by a Director. A Director who is required to tender his or her resignation pursuant to Article I, Section 1.11(b) of these By-Laws may instead submit his or her voluntary resignation pursuant to this Section 2.12, provided that: (i) the Chairman of the Board or the Secretary of the Corporation receives the written notice of voluntary resignation no later than five (5) days after the date of the certification of the election results for the meeting of stockholders at which the Director was nominated for re-election; and (ii) such resignation shall take effect immediately upon its receipt by the Chairman of the Board or the Secretary of the Corporation, regardless of any other effective date specified in the notice of resignation.

Section 2.13. Removal Of Directors. Subject to the rights of any holders of any series of Preferred Stock, if any, to elect additional Directors under specified circumstances, the holders of a majority of the combined voting power of the then outstanding stock of the Corporation entitled to vote generally in the election of Directors may remove any Director or the entire Board of Directors with or without cause.

Section 2.14. Vacancies And Newly Created Directorships. Subject to the rights of the holders of any class or series of Preferred Stock, if any, to elect additional Directors under specified circumstances, if any vacancies shall occur in the Board of Directors, by reason of death, resignation, removal or otherwise, or if the authorized number of Directors shall be increased, the Directors then in office shall continue to act (assuming a quorum is present at any meeting thereof), and such vacancies and newly created Directorships may be filled by a majority of the Directors then in office, although less than a quorum. A Director elected to fill a vacancy or a newly created

Directorship shall hold office until his or her successor has been duly elected and qualified or until his or her earlier death, resignation or removal.

Section 2.15. Compensation. The amount, if any, which each Director shall be entitled to receive as compensation for such Director's services as such shall be fixed from time to time by resolution of the Board of Directors.

Section 2.16. Reliance On Accounts And Reports, Etc. A Director, or a member of any committee designated by the Board of Directors shall, in the performance of such Director's or member's duties, be fully protected in relying in good faith upon the records of the Corporation and upon information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or committees designated by the Board of Directors, or by any other person as to the matters the Director or the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

Article III

Committees

Section 3.01. Committees. The Board of Directors may designate from among its members one (1) or more committees of the Board of Directors, each committee to consist of such number of Directors as from time to time may be fixed by the Board of Directors. Any such committee shall serve at the pleasure of the Board of Directors. Each such committee shall have the powers and duties delegated to it by the Board of Directors, subject to the limitations set forth in applicable Delaware law. The Board of Directors may appoint a Chairman of any committee, who shall preside at meetings of any such committee. The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee, upon request of the Chairman of the Board or the Chairman of such committee.

Section 3.02. Powers. Each committee shall have and may exercise such powers of the Board of Directors as may be provided by resolution or resolutions of the Board of Directors. No committee shall have the power or authority: to approve or adopt, or recommend to the stockholders, any action or matter (other than the election or removal of directors) expressly required by the General Corporation Law of the State of Delaware to be submitted to the stockholders for approval; or to adopt, amend or repeal the By-Laws of the Corporation. The Corporation elects to be governed by Section 141(c)(2) of the General Corporation Law of the State of Delaware.

Section 3.03. Proceeding. Each such committee may fix its own rules of procedure and may meet at such place (within or without the State of Delaware), at such time and upon such notice, if any, as it shall determine from time to time. Each such committee shall keep minutes of its proceedings and shall report such proceedings to the Board of Directors.

Section 3.04. Quorum and Manner of Acting. Except as may be otherwise provided in the resolution creating such committee, at all meetings of any committee, the presence of members (or

alternate members) constituting a majority of the total authorized membership of such committee shall constitute a quorum for the transaction of business. The act of the majority of the members present at any meeting at which a quorum is present shall be the act of such committee. Any action required or permitted to be taken at any meeting of any such committee may be taken without a meeting, if all members of such committee shall consent to such action in writing or by electronic transmission and such writing, writings or electronic transmission or transmissions are filed with the minutes of the proceedings of the committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. The members of any such committee shall act only as a committee, and the individual members of such committee shall have no power in their individual capacities unless expressly authorized by the Board of Directors.

Section 3.05. Action by Telephonic Communications. Unless otherwise provided by the Board of Directors, members of any committee may participate in a meeting of such committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

Section 3.06. Absent or Disqualified Members. In the absence or disqualification of a member of any committee, if no alternate member is present to act in his or her stead, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Section 3.07. Resignations. Any member (and any alternate member) of any committee may resign at any time by delivering a notice of resignation in writing or by electronic transmission, and if in writing signed by such member, to the Board of Directors or the Chairman of the Board. Unless otherwise specified therein, such resignation shall take effect upon delivery.

Section 3.08. Removal. Any member (and any alternate member) of any committee may be removed at any time, either for or without cause, by resolution adopted by a majority of the whole Board of Directors.

Section 3.09. Vacancies. If any vacancy shall occur in any committee, by reason of disqualification, death, resignation, removal or otherwise, the remaining members (and any alternate members) shall continue to act (assuming a quorum is present at any meeting thereof), and any such vacancy may be filled by the Board of Directors.

Article IV

Officers

Section 4.01. Chief Executive Officer. The Board of Directors shall select a Chief Executive Officer to serve at the pleasure of the Board of Directors who shall (a) supervise the carrying out of policies adopted or approved by the Board of Directors, (b) exercise a general supervision and superintendence over all the business and affairs of the Corporation, and (c) possess

such other powers and perform such other duties as may be assigned to him or her by these By-Laws, as may from time to time be assigned by the Board of Directors and as may be incident to the office of Chief Executive Officer.

Section 4.02. Secretary Of The Corporation. The Board of Directors shall appoint a Secretary of the Corporation to serve at the pleasure of the Board of Directors. The Secretary of the Corporation shall (a) keep minutes of all meetings of the stockholders and of the Board of Directors, (b) authenticate records of the Corporation and (c) in general, have such powers and perform such other duties as may be assigned to him or her by these By-Laws, as may from time to time be assigned to him or her by the Board of Directors or the Chief Executive Officer and as may be incident to the office of Secretary of the Corporation.

Section 4.03. Other Officers Elected By Board Of Directors. At any meeting of the Board of Directors, the Board of Directors may elect a President, Vice Presidents, a Chief Financial Officer, a Treasurer, Assistant Treasurers, Assistant Secretaries, or such other officers of the Corporation as the Board of Directors may deem necessary, to serve at the pleasure of the Board of Directors. Other officers elected by the Board of Directors shall have such powers and perform such duties as may be assigned to such officers by or pursuant to authorization of the Board of Directors or by the Chief Executive Officer.

Section 4.04. Other Officers. The Board of Directors may authorize certain officers of the Corporation to elect or appoint other officers, including Vice Presidents, Assistant Treasurers, Assistant Secretaries and other officers of the Corporation, each of whom shall serve at the pleasure of the Corporation. Officers elected or appointed by such officers of the Corporation shall have such powers and perform such duties as may be assigned to them by such officers of the Corporation.

Section 4.05. Removal And Resignation; Vacancies. Any officer may be removed for or without cause at any time by the Board of Directors. Any officer may resign at any time by delivering a notice of resignation in writing or by electronic transmission, and if in writing signed by such officer, to the Board of Directors, the Chief Executive Officer or the Secretary. Unless otherwise specified therein, such resignation shall take effect upon delivery. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise, shall be filled by or pursuant to authorization of the Board of Directors.

Section 4.06. Authority And Duties Of Officers. The officers of the Corporation shall have such authority and shall exercise such powers and perform such duties as may be specified in these By-Laws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

Article V

Capital Stock

Section 5.01. Certificates of Stock; Uncertificated Shares. The shares of the Corporation shall be represented by certificates, provided that the Board of Directors may provide by resolution or resolutions that some or all of any or all classes or series of the stock of the Corporation shall be

uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until each such certificate is surrendered to the Corporation. Every holder of stock in the Corporation represented by certificates shall be entitled to have a certificate signed by, or in the name of the Corporation, by two authorized officers of the Corporation, including, but not limited to, the Chairman of the Board, the Vice Chairman of the Board, if any, the President, a Vice President, the Treasurer, an Assistant Treasurer, the Secretary or an Assistant Secretary of the Corporation, representing the number of shares registered in certificate form. Such certificate shall be in such form as the Board of Directors may determine, to the extent consistent with applicable law, the Certificate of Incorporation and these By-Laws.

Section 5.02. Signatures; Facsimile. All signatures on the certificate referred to in Section 5.01 of these By-Laws may be in facsimile, engraved or printed form, to the extent permitted by law. In case any officer, transfer agent or registrar who has signed, or whose facsimile, engraved or printed signature has been placed upon a certificate, shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he or she were such officer, transfer agent or registrar at the date of issue.

Section 5.03. Lost, Stolen Or Destroyed Certificates. The Board of Directors may direct that a new certificate be issued in place of any certificate theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon delivery to the Corporation of an affidavit of the owner or owners of such certificate, setting forth such allegation. The Corporation may require the owner of such lost, stolen or destroyed certificate, or his or her legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of any such new certificate.

Section 5.04. Transfer Of Stock. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares, duly endorsed or accompanied by appropriate evidence of succession, assignment or authority to transfer, the Corporation shall issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books. Within a reasonable time after the transfer of uncertificated stock, the Corporation shall send to the registered owner thereof a written notice containing the information required to be set forth or stated on certificates pursuant to the General Corporation Law of the State of Delaware. Subject to the provisions of the Certificate of Incorporation and these By-Laws, the Board of Directors may prescribe such additional rules and regulations as it may deem appropriate relating to the issue, transfer and registration of shares of the Corporation.

Section 5.05. Record Date. In order to determine the stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, the Board of Directors may fix, in advance, a record date, which record date shall not precede the date on which the resolution fixing the record date is adopted by the Board of Directors, and which shall not be more than sixty (60) nor fewer than ten (10) days before the date of such meeting. If the Board of Directors so fixes a date, such date shall also be the record date for determining the stockholders entitled to vote at such meeting unless the Board of Directors determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date

is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights of the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty (60) days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 5.06. Registered Stockholders. Prior to due surrender of a certificate for registration of transfer, the Corporation may treat the registered owner as the person exclusively entitled to receive dividends and other distributions, to vote, to receive notice and otherwise to exercise all the rights and powers of the owner of the shares represented by such certificate, and the Corporation shall not be bound to recognize any equitable or legal claim to or interest in such shares on the part of any other person, whether or not the Corporation shall have notice of such claim or interests. Whenever any transfer of shares shall be made for collateral security, and not absolutely, it shall be so expressed in the entry of the transfer if, when the certificates are presented to the Corporation for transfer or uncertificated shares are requested to be transferred, both the transferor and transferee request the Corporation to do so.

Section 5.07. Transfer Agent And Registrar. The Board of Directors may appoint one (1) or more transfer agents and one (1) or more registrars, and may require all certificates representing shares to bear the signature of any such transfer agents or registrars.

Article VI

Indemnification and Advancement Section

Section 6.01. Nature Of Indemnity. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (a "Proceeding"), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was or has agreed to become a Director or officer of the Corporation, or is or was serving or has agreed to serve at the request of the Corporation as a Director or officer, of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, or by reason of any action alleged to have been taken or omitted in such capacity, and may indemnify any person who was or is a party or is threatened to be made a party to such a Proceeding by reason of the fact that he or she is or was or has agreed to become an employee or agent of the Corporation, or is or was serving or has agreed to serve at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably

incurred by him or her or on his or her behalf in connection with such Proceeding and any appeal therefrom, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal Proceeding, had no reasonable cause to believe his or her conduct was unlawful; except that in the case of a Proceeding by or in the right of the Corporation to procure a judgment in its favor (1) such indemnification shall be limited to expenses (including attorneys' fees) actually and reasonably incurred by such person in the defense or settlement of such Proceeding, and (2) no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Delaware Court of Chancery or the court in which such Proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court shall deem proper. Notwithstanding the foregoing, but subject to Section 6.05 of these By-Laws, the Corporation shall not be obligated to indemnify a Director or officer of the Corporation in respect of a Proceeding (or part thereof) instituted by such Director or officer, unless such Proceeding (or part thereof) has been authorized by the Board of Directors. The termination of any Proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal Proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 6.02. Successful Defense. To the extent that a present or former Director or officer of the Corporation has been successful on the merits or otherwise in defense of any Proceeding referred to in Section 6.01 hereof or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 6.03. Determination That Indemnification Is Proper. Any indemnification of a present or former Director or officer of the Corporation under Section 6.01 hereof (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former Director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 6.01 hereof. Any indemnification of a present or former employee or agent of the Corporation under Section 6.01 hereof (unless ordered by a court) may be made by the Corporation upon a determination that indemnification of the present or former employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 6.01 hereof. Any such determination shall be made, with respect to a person who is a Director or officer at the time of such determination, (1) by a majority vote of the Directors who are not parties to such Proceeding, even though less than a quorum, or (2) by a committee of such Directors designated by majority vote of such Directors, even though less than a quorum, or (3) if there are no such Directors, or if such Directors so direct, by independent legal counsel in a written opinion, or (4) by the stockholders.

Section 6.04. Advancement Of Expenses. Expenses (including attorneys' fees) incurred by a current Director or officer in defending any civil, criminal, administrative or investigative Proceeding shall be paid by the Corporation in advance of the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation under this Article VI or otherwise. Such expenses (including attorneys' fees) incurred by former Directors and officers or other employees and agents may be so paid upon such terms and conditions, if any, as the Corporation deems appropriate. The Board of Directors may authorize the Corporation's counsel to represent such Director, officer, employee or agent in any Proceeding, whether or not the Corporation is a party to such Proceeding.

Section 6.05. Procedure For Indemnification Of Or Advancement Of Expenses To Directors And Officers. Any indemnification of a Director or officer of the Corporation under Sections 6.01 and 6.02, or advancement of expenses to a Director or officer under Section 6.04 of these By-Laws, shall be made promptly, and in any event within thirty (30) days, upon the written request of the Director or officer. If a determination by the Corporation that the Director or officer is entitled to indemnification pursuant to this Article VI is required, and the Corporation fails to respond within thirty (30) days to a written request for indemnity, the Corporation shall be deemed to have approved such request. If a claim for indemnification under this Article VI (following final disposition of such Proceeding) or advancement of expenses is not paid in full within thirty (30) days after the Corporation has received a claim therefor by a Director or officer in accordance with this Article VI, such Director or officer shall thereupon (but not before) be entitled to file suit to recover the unpaid amount of such claim in any court of competent jurisdiction. Such person's costs and expenses incurred in connection with successfully establishing his or her right to indemnification or advancement of expenses, in whole or in part, in any such Proceeding shall also be indemnified by the Corporation. It shall be a defense to any such Proceeding (other than an action brought to enforce a claim for the advancement of expenses under Section 6.04 of these By-Laws where the required undertaking, if any, has been received by the Corporation) that the claimant has not met the standard of conduct set forth in Section 6.01 of these By-Laws, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, its independent legal counsel, and its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 6.01 of these By-Laws, nor the fact that there has been an actual determination by the Corporation (including its Board of Directors, its independent legal counsel, and its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 6.06. Survival; Preservation Of Other Rights. The foregoing indemnification and advancement provisions shall be deemed to be a contract between the Corporation and each Director, officer, employee and agent who serves in any such capacity at any time while these provisions as well as the relevant provisions of the General Corporation Law of the State of Delaware are in effect and any repeal or modification thereof shall not affect any right or obligation then existing with respect to any state of facts then or previously existing or any Proceeding previously or thereafter brought or threatened based in whole or in part upon any such state of facts. Such a "contract right"

may not be modified retroactively without the consent of such Director, officer, employee or agent. The indemnification and advancement provided by this Article VI shall not be deemed exclusive of any other rights to which those persons may be entitled or hereafter become entitled to under any statute, provision of the Certificate of Incorporation, these By-Laws, agreement, vote of stockholders or disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6.07. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was or has agreed to become a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director or officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person or on such person's behalf in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VI.

Section 6.08. Severability. If this Article VI or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Director or officer and may indemnify each employee or agent of the Corporation as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to a Proceeding, whether civil, criminal, administrative or investigative, including a Proceeding by or in the right of the Corporation, to the fullest extent permitted by any applicable portion of this Article VI that shall not have been invalidated and to the fullest extent permitted by applicable law.

Section 6.09. Other Sources. The Corporation's obligation, if any, to indemnify or to advance expenses to any person who was or is serving or has agreed to serve at its request as a Director or officer of another corporation, partnership, joint venture, trust or other enterprise shall be reduced by any amount such person has collected or actually collects as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust or other enterprise.

Article VII

Offices

Section 7.01. Initial Registered Office. The registered office of the Corporation in the State of Delaware shall be located at Corporation Trust Center, 1209 N. Orange Street in the City of Wilmington, County of New Castle.

Section 7.02. Other Offices. The Corporation may maintain offices or places of business at such other locations within or without the State of Delaware as the Board of Directors may from time to time determine or as the business of the Corporation may require.

Article VIII

General Provisions

Section 8.01. Dividends. Subject to any applicable provisions of law and the Certificate of Incorporation, dividends upon the shares of the Corporation may be declared by the Board of Directors at any regular or special meeting of the Board of Directors and any such dividend may be paid in cash, property, or shares of the Corporation's capital stock. A member of the Board of Directors, or a member of any committee designated by the Board of Directors shall be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of its officers or employees, or committees of the Board of Directors, or by any other person as to matters the Director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation, as to the value and amount of the assets, liabilities and/or net profits of the Corporation, or any other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

Section 8.02. Execution Of Instruments. The Board of Directors may authorize, or provide for the authorization of, officers, employees or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Any such authorization must be in writing or by electronic transmission and may be general or limited to specific contracts or instruments.

Section 8.03. Voting As Stockholder. Unless otherwise determined by resolution of the Board of Directors, the Chief Executive Officer, the President, any Executive Vice President or any Senior Vice President shall have full power and authority on behalf of the Corporation to attend any meeting of security holders of any entity in which the Corporation may hold securities, and to act, vote (or execute proxies to vote) and exercise in person or by proxy all other rights, powers and privileges incident to the ownership of such securities. Such officers acting on behalf of the Corporation shall have full power and authority to execute any instrument expressing consent to or dissent from any action of any such entity without a meeting. The Board of Directors may by resolution from time to time confer such power and authority upon any other person or persons.

Section 8.04. Waiver of Notice of Meetings of Directors and Committees. Any waiver of notice, given by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the directors or members of a committee of directors need be specified in a waiver of notice.

Section 8.05. Forum Selection. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (1) any derivative action or proceeding brought on behalf of the Corporation, (2) any action asserting a claim of breach of a fiduciary duty owed

by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (3) any action asserting a claim arising pursuant to any provision of the General Corporation Law of the State of Delaware, or (4) any action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring or holding any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Section 8.05.

Article IX

Amendment Of By-Laws

These By-Laws may be amended, altered or repealed by resolution adopted by a majority of the Board of Directors at any special or regular meeting of the Board of Directors if, in the case of such special meeting only, notice of such amendment, alteration or repeal is contained in the notice or waiver of notice of such meeting or at any regular or special meeting of the stockholders if, in the case of such special meeting only, notice of such amendment, alteration or repeal is contained in the notice or waiver of notice of such meeting.

Article X

Construction

In the event of any conflict between the provisions of these By-Laws as in effect from time to time and the provisions of the Certificate of Incorporation of the Corporation as in effect from time to time, the provisions of such Certificate of Incorporation shall be controlling.

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Section 3: EX-10.4 (EXHIBIT 10.4)

Exhibit 10.4

AMERIPRISE FINANCIAL

SUPPLEMENTAL RETIREMENT PLAN

As Amended and Restated Effective October 3, 2017

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**AMERIPRISE FINANCIAL
SUPPLEMENTAL RETIREMENT PLAN**

As Amended and Restated Effective October 3, 2017

**Article 1
Purpose, Effective Date and Transition Rules**

1.01. Purpose. The Ameriprise Financial Supplemental Retirement Plan (the “Plan”) was adopted by Ameriprise Financial, Inc. effective October 1, 2005, was amended and restated in its entirety effective January 1, 2007, was amended and restated in its entirety effective January 1, 2009 and January 1, 2010, was amended and restated in its entirety effective April 1, 2010, and is hereby amended and restated in its entirety effective October 3, 2017. The Plan is intended to supplement retirement benefits provided under the Retirement Plan, the 401(k) Plan (for pay periods ending prior to December 31, 2006), and any other retirement and savings plans sponsored by the Company, for a select group of management or highly compensated individuals. The Plan is intended to be and shall be construed and operated as a “top-hat plan” under Sections 201(2), 301(a)(3), and 401(a)(1) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), and Section 2520.104-23 of the United States Department of Labor Regulations.

1.02. Effective Date. The Plan became effective October 1, 2005. Effective as of the close of business on September 30, 2005, the American Express Company effectuated the distribution of all of the outstanding securities of Ameriprise Financial, Inc. to the shareholders of the American Express Company in a tax-free spin-off under the Code (the “Spin-Off”). On that date, the Company ceased to be a participating employer in the American Express Company’s tax-qualified retirement plans and the components of such plans covering Company participants were transferred to new plans established by the Company in a transaction that complied with Section 414(l) of the Code. In connection with this transaction, the component of the American Express Company Supplemental Retirement Plan (the “AXP Plan”) covering Company participants was similarly transferred to the Company. Effective as of the close of business on September 30, 2005, the Company and its subsidiaries ceased to be participating companies, and employees and retirees of the Company and its subsidiaries ceased to be participants, in the AXP Plan. Effective January 1, 2007, the Plan was amended to discontinue contributions to Participants in excess of the limits under the 401(k) Plan for pay periods ending after December 31, 2006, and to reflect certain other design changes. Effective January 1, 2009, the Plan was amended to comply with the requirements of Section 409A, and to reflect certain other design changes. Effective April 1, 2010, the Plan was amended to clarify the operation of certain provisions in compliance with Section 409A. Effective for years beginning after December 31, 2007, Section 4.01(b) of the Plan is hereby amended to change the Plan’s vesting rules for amounts provided under the Retirement Plan. The Plan is hereby further amended and restated as of October 3, 2017, to reflect a new name of the book reserve accounts under which certain benefits were provided pursuant to Section 4.02.

1.03. Transition Rules

(a) *Opening Account Balances and Participation.* Unless otherwise expressly set forth herein, the account balance as of the close of business on September 30, 2005 of any individual who had accumulated benefits under the AXP Plan, the responsibility for which was transferred to the Company pursuant to the Employee Benefits Agreement by and between the American Express Company and the Company, dated as of September 30, 2005 (the “EBA”), shall be the account balance such Participant had in the AXP Plan immediately before the Spin-Off. For purposes of this transition rule only, “Participant” shall include individuals with accrued benefits under the AXP Plan, the responsibility for which was transferred to the Company under the EBA. A Participant who became an Employee of the Company and Participant under the Plan shall accrue benefits and receive distributions of such benefits, including benefits accrued under the AXP Plan, as set forth below in the Plan. A Participant who had accrued benefits under the AXP Plan, but did not become an Employee of the Company accruing additional benefits under the Plan, shall have benefits solely as set forth in, and shall receive payments from the Company solely in accordance with, the terms of the AXP Plan as in effect on September 30, 2005.

(b) *Plan Elections and Designations.* Notwithstanding anything herein to the contrary and in accordance with the requirements of the EBA, all beneficiary designations, deferral election forms, investment elections, payment form elections, and qualified domestic relations orders creating rights for alternate payees in effect under the AXP Plan as of September 30, 2005 shall be deemed to be effective with respect to the Plan. For purposes of this Article 1.03(b), investment elections relating to the American Express Company Stock Fund under the AXP Plan shall be deemed to apply to the Company Stock Fund under the Plan.

(c) *Calculation of Limitations.* Notwithstanding anything herein to the contrary, for purposes of calculating the Section 415 Limitations and the Section 401(a)(17) Limitation, compensation and benefits accrued under the AXP Plan (and the underlying AXP qualified retirement plans) and/or while a Participant was employed by the American Express Company or its affiliates during 2005 shall be taken into consideration under the Plan for the 2005 Plan Year.

Article 2 Definitions

As used in the Plan, the following terms have the meanings indicated below:

2.01. “Affiliate” means any corporation or other trade or business under common control with the Company, as further defined in the Company’s Qualified Retirement Plans.

2.02. “Beneficiary” means the individual or entity designated by the Participant pursuant to Article 7 and in accordance with procedures established by the Committee to receive benefits under the Plan in the event of the Participant’s death.

2.03. “Board” means the board of directors of the Company.

2.04. “Change in Control” has the meaning given such term in the Ameriprise Financial 2005 Incentive Compensation Plan, as amended.

2.05. “Claimant” has the meaning set forth in Article 12.01.

2.06. “Code” means the Internal Revenue Code of 1986, as it may be amended from time to time, and all regulations, interpretations and administrative guidance issued thereunder.

2.07. “Committee” means the Compensation and Benefits Committee of the Company or such other committee designated by the Board to administer the Plan. Any reference herein to the Committee shall be deemed to include any person to whom any duty of the Committee has been delegated pursuant to Article 11.03.

2.08. “Company” means Ameriprise Financial, Inc. and any of its subsidiaries and Affiliates which have become participating employers in a Qualified Retirement Plan.

2.09. “Compensation” means, with respect to excess benefits calculated with reference to a particular Qualified Retirement Plan, “Compensation” as defined in the applicable Qualified Retirement Plan, as the context implies, provided that the Committee may, in its discretion, designate additional or different items, such as the value of certain equity awards, as Compensation for purposes of one or more of the benefits provided under the Plan.

2.10. “Deferral Plan” means the Ameriprise Financial Deferred Compensation Plan, or any similar or successor non-qualified plan for the deferral of compensation in accordance with Section 409A.

2.11. “Defined Termination” has the meaning given such term in the Senior Executive Severance Plan.

2.12. “Employee” means an elected or appointed officer of the Company or any other individual whom the Committee identifies as an employee of the Company, and whose compensation is reported on a Form W-2, regardless of whether the use of such form is subsequently determined to be erroneous.

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

2.14. “Insiders” means such Participants who are or may be required to file reports under Section 16(a) of the Exchange Act, with respect to equity securities of Ameriprise Financial, Inc.

2.15. “401(k) Plan” means the Ameriprise Financial 401(k) Plan, as amended.

2.16. “Participant” means an eligible Employee who accrues benefits under the Plan.

2.17. “Plan Year” means the calendar year with reference to which benefits are determined under the Plan.

2.18. “Qualified Retirement Plan” means the Retirement Plan and/or the 401(k) Plan, as the context may imply.

2.19. “Retirement Plan” means the Ameriprise Financial Retirement Plan, as amended.

2.20. “Section 401(a)(17) Limitation” refers to the limitation on the dollar amount of Compensation which may be taken into account under the Qualified Retirement Plans under Section 401(a)(17) of the Code.

2.21. “Section 409A” means Section 409A of the Code, and the Treasury Regulations promulgated and other official guidance issued thereunder.

2.22. “Section 415 Limitations” refer to the limitations on benefits for defined benefit pension plans and defined contribution plans which are imposed by Section 415 of the Code.

2.23. “Senior Executive Severance Plan” means the Ameriprise Financial Senior Executive Severance Plan, as amended.

2.24. “Termination of Employment” means a “separation from service” as defined under Section 409A, as determined in accordance with the Company’s Policy Regarding Section 409A Compliance.

2.25. “Unforeseeable Emergency” means, with respect to a Participant, a severe financial hardship to the Participant resulting from an illness or accident of the Participant, the Participant’s spouse, or 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. In making its determination, the Committee shall be guided by the prevailing authorities applicable under Section 409A.

Article 3 Eligibility

3.01. Automatic Participation. Participation in the Plan shall be limited to Employees who meet the requirements of Articles 3.02(a) and 3.02(b), and shall automatically occur for such Employees; provided, that the Committee may designate, on a case-by-case basis, Employees or categories of Employees who shall not be eligible to participate in all or any portion of the Plan.

3.02. Participation Requirements. To become a Participant in the Plan, an Employee must:

(a) be a participant under a Qualified Retirement Plan maintained by the Company. Participation by an Employee in a Qualified Retirement Plan shall be determined pursuant to and in accordance with the eligibility criteria applicable under such Qualified Retirement Plan; and

(b) for the relevant Plan Year:

(i) be credited with Compensation earned from the Company in an amount in excess of the applicable Code Section 401(a)(17) Limitation or accrue benefits under a Qualified Retirement Plan in excess of the Section 415 Limitation; or

(ii) have deferred Compensation under a Deferral Plan and be classified as a level "Grade Band 50" personnel or greater (as such classification is defined by the Committee from time-to-time); provided, however, that the Committee may, in its sole discretion, set a different required pay level or grade for participation in the Plan.

Article 4 Plan Benefits

4.01. Benefits Under the Retirement Plan. For purposes of this Article 4.01, capitalized terms not otherwise defined herein shall have the same meaning set forth in the Retirement Plan.

(a) *Benefits in Excess of Limits Under the Retirement Plan.* If a Participant is a participant under the Retirement Plan, other than a terminated participant, the Company shall establish a book reserve account to be determined as follows:

(i) Initial Book Reserve Account Balance. A Participant's initial book reserve account balance shall be zero unless the Participant was a participant in the AXP Plan. A Participant who was a participant in the AXP Plan shall have an initial book reserve account balance equal to his or her book reserve account balance in the AXP Plan on September 30, 2005.

(ii) Contribution Credits. There shall be credited to a Participant's book reserve account, in accordance with Article 4.04, an amount equal to the excess, if any, of: (x) the Contribution Credits that would have been credited to a Participant's Defined Benefit Account Balance under the Retirement Plan for the Plan Year if the Plan's definition of Compensation was used, the Section 401(a)(17) Limitation was ignored, and the Participant had not elected or been required to defer the receipt of any Compensation pursuant to a Deferral Plan, over (y) the actual Contribution Credits credited to the Participant's Defined Benefit Account Balance under the Retirement Plan for the Plan Year. In the event a Participant terminates from service as a result of a disability, as determined under the Retirement Plan, this Article 4.01(a)(ii) will apply as if the Section 401(a)(17) Limitation and Section 415 Limitations applied to the deemed Compensation considered by the Retirement Plan.

(b) *Additional Years of Service.* Certain Participants, as determined by the Company in its sole discretion, may be deemed to have rendered three additional Years of Service under the Plan. For each such Participant, subject to such terms and conditions as the Company may impose upon such benefits by special agreement with such Participant (in the event of a conflict with this Article 4.01(b), such special agreement shall control), an additional amount shall be credited to the Participant's book reserve account equal to the excess, if any of: (x) the total cumulative Contribution Credits that would have been credited to the Participant's book reserve account under Article 4.01(a) had the Participant rendered such additional Years of Service under the Retirement Plan, over (y) the actual total cumulative Contribution Credits credited to the Participant's book reserve account under Article 4.01(a) as of the date the Participant is eligible for

such benefits under the Plan. Subject to the terms of the special agreement with each such Participant, such amounts shall be calculated and credited in accordance with Article 4.04 under procedures to be determined from time to time by the Committee and consistently applied to similarly situated Employees. Unless otherwise determined by the Committee or agreed in a special agreement with the Participant, amounts credited under this Article 4.01(b) shall be subject to three-year vesting, and such amounts shall be forfeited by the Participant if the Participant's service with the Company terminates for any reason other than death or disability (as defined in the Retirement Plan) before three years of actual service have been rendered to the Company by such Participant.

(c) *Benefits Formula.* The formula of the benefits for a Plan Year under this Article 4.01 shall be determined by the Committee and applied in a uniform manner for all similarly situated Employees.

(d) *Benefits Restricted to Vested Portion.* The benefits credited under this Article 4.01 at the time of distribution to a Participant shall be restricted to a Participant's vested portion. Unless otherwise expressly provided in the Plan, a Participant's vested portion shall be determined under the vesting provisions of the Retirement Plan; provided, that vesting shall cease as of the date a Participant commences payment pursuant to Article 6.02. Any non-vested portion of amounts credited to a Participant hereunder shall be forfeited.

(e) *Additional Accounts.* The Committee may, in its sole and exclusive discretion, establish additional book reserve accounts from time to time. The procedures to reflect and credit increases, decreases, interest, dividends, and other income, gains and losses shall be determined by the Committee in its sole and exclusive discretion.

4.02. Benefits Under the 401(k) Plan. For purposes of this Article 4.02, capitalized terms not otherwise defined herein shall have the same meaning set forth in the 401(k) Plan.

(a) *Benefits in Excess of Limits Under the 401(k) Plan.* If a Participant was a participant in the 401(k) Plan for a Plan Year ending on or before December 31, 2006, the Company established book reserve accounts under the Plan on behalf of such Participant. A Participant's initial book reserve account balance was zero unless the Participant was a participant in the AXP Plan. A Participant who was a participant in the AXP Plan had an initial balance in each book reserve account equal to such Participant's book reserve account balance in the equivalent account under the AXP Plan on September 30, 2005. The following amounts shall be credited to the Participant's book reserve accounts as described in Article 4.04 (such book reserve accounts as so credited shall be referred to as the "401(k) Plan-Related SRP Account"):

(i) Company Stock Contribution Allocation. For pay periods ending on or before December 31, 2006, an amount was credited to the Participant's book reserve account for each Plan Year equal to: (A) one percent, or such other amount as may be set by the Committee for some or all Participants, of the sum of: (1) the Participant's Compensation, calculated without the Section 401(a)(17) Limitation or Section 415 Limitations, plus (2) that portion of a Participant's Compensation deferred during such Plan Year pursuant to a Deferral Plan, minus (B) the amount actually allocated as a Company Stock Contribution to the account of the Participant under the 401(k) Plan.

(ii) Company Profit-Sharing Contribution Allocation. For pay periods ending on or before December 31, 2006, an amount was credited to the Participant's book reserve account for each Plan Year equal to: (A) the Company Profit-Sharing Contribution percentage utilized for purposes of the 401(k) Plan for that Plan Year for such Participant times the sum of: (1) the Participant's Compensation, calculated without the Section 401(a)(17) Limitation or Section 415 Limitations, plus (2) that portion of a Participant's Compensation deferred during such Plan Year pursuant to a Deferral Plan, minus (B) the amount actually allocated as a Company Profit-Sharing Contribution to the account of the Participant under the 401(k) Plan. Unless otherwise expressly provided in the Plan, benefits credited under this Article 4.02(a)(ii) at the time of distribution shall be restricted to a Participant's vested portion as determined under the applicable provisions of the 401(k) Plan. Any non-vested portion of such deferred compensation to be paid shall be forfeited.

(iii) Company Matching Contribution Allocation. For pay periods ending on or before December 31, 2006, a Company matching contribution, whether or not the Participant actually elected to defer Compensation under the 401(k) Plan, for each Plan Year equal to three percent, or such other amount as may be set by the Committee for some or all Participants, of: (A) that portion of the Participant's Compensation which was deferred during the Plan Year pursuant to a Deferral Plan, plus (B) that portion of the Participant's Compensation (not including the amounts deferred as described in clause (A) above) in excess of the Section 401(a)(17) Limitation, was contributed and allocated to the account of a Participant by the Company as a matching contribution on behalf of such Participant; provided, however, for purposes of this Company matching contribution, Compensation shall not be subject to the Section 401(a)(17) Limitation.

(b) *Additional Accounts*. The Committee may, in its discretion, establish additional book reserve accounts from time to time. The procedures to reflect and credit increases, decreases, interest, dividends, and other income, gains and losses shall be determined by the Committee in its sole and exclusive discretion.

4.03. Benefits Upon a Change in Control. If a Participant who is eligible to receive benefits under the Senior Executive Severance Plan experiences a Defined Termination, then the Participant shall be entitled to an additional benefit under the Plan in an amount equal to the contributions that would have been made by the Company on behalf of the Participant under the Retirement Plan or the Plan (and other similar plans of the Company), during a period equal to the number of weeks of severance pay to which the Participant is entitled under the Senior Executive Severance Plan, as in effect immediately prior to the Change in Control, assuming compensation per week during such period of an amount equal to the Participant's weekly severance benefit under the Senior Executive Severance Plan (for avoidance of doubt, without consideration of any offsets which may be provided in such plan against severance benefits, such as termination pay, office closing amounts, etc.). The full amount of such benefit shall be credited to the Participant's book reserve accounts, as described in Article 4.04, effective as of the date of the Defined Termination.

4.04. Crediting of Accounts

(a) *Time and Manner*. Amounts described in this Article 4 shall be credited to a book reserve account established for a Participant at such times and in such manner as may be

determined by the Committee. In making such credits, the Committee shall generally attempt to, but shall not be required to, credit accounts at a time and in a manner as similar as possible to the time and manner for the crediting of similar amounts under the Qualified Retirement Plans; provided that, unless the Committee determines otherwise, amounts credited to an account with respect to the application of the Section 415 Limitations to the Retirement Plan shall be credited upon the commencement of the benefit payment under the Retirement Plan, and may, pursuant to rules determined by the Committee, include for purposes of such calculation years of service, compensation, and other crediting information accrued under the AXP Plan. The Committee shall apply such procedures consistently to similarly situated Participants.

(b) *Company Stock Contributions.* Amounts described in Article 4.02(a)(i) shall be initially credited to a book reserve account established for a Participant which shall be denominated in units (“Units”). For purposes of the Plan, the price and value of a Unit shall be determined by the Committee in a manner determined by the Committee to be reasonably consistent with similar determinations made under the 401(k) Plan Company Stock Fund (the “Stock Fund”).

(c) *Other Contributions.* Amounts described in Articles 4.02(a)(ii) (profit-sharing contributions), 4.02(a)(iii) (matching contributions) and 4.03 (benefits upon a change in control) shall be credited to a book reserve account established for a Participant which shall contain various subaccounts selected by the Committee in its sole and exclusive discretion, representing the various investment funds available to a Participant under the 401(k) Plan as provided for in the Plan; provided that, unless otherwise determined by the Committee, no subaccount shall be established under the Plan to coincide with any self-directed brokerage account which may be available under the 401(k) Plan.

Article 5

Subaccounts, Investment Performance and Transfers

5.01. Earnings Crediting. For each Participant, the book reserve accounts established pursuant to Article 4.01 shall be increased by the Imputed Earnings Credit (as such term is defined in the Retirement Plan), not less frequently than annually, under procedures and at times determined by the Committee and consistently applied for similarly situated Participants. Such earnings shall be credited at the same interest rate and computed in a similar manner (to the extent administratively feasible) as Imputed Earnings Credits are computed under the Retirement Plan for each Plan Year.

5.02. Performance of Company Stock. Subject to Article 5.06, and to such rules as may be adopted by the Committee, the performance of the book reserve account established for each Participant pursuant to Article 4.04(b) shall reflect the performance of the Stock Fund. Such book reserve account shall reflect such increases or decreases in value from time to time, whether from dividends, gains, losses or otherwise, as may be experienced by the Stock Fund. Subject to Article 9, and to such rules as may be adopted by the Committee, a Participant may elect to transfer credits to the book reserve account established pursuant to Article 4.04(b) to or from such account to or from one or more subaccounts established pursuant to Article 4.04(c), in a manner similar to the rules for such transfers under the 401(k) Plan.

5.03. Investment following Change in Control. Notwithstanding the above, effective immediately upon a Change in Control, to the extent a book reserve account established on behalf of a Participant reflects, or by the terms of the Plan should in the future reflect, the performance of the Stock Fund, it shall thereafter reflect the performance of the 401(k) Plan Income Fund, or a default subaccount selected by the Committee.

5.04. Investment Allocation. For each Participant, credits to the book reserve account established pursuant to Article 4.04(c) shall be made to such subaccounts thereunder as directed by such Participant. If more than one subaccount is selected, a Participant must designate, on a form or other medium acceptable to the Committee, in one-percent increments, the amounts to be credited to each subaccount. A Participant shall be allowed to amend such designation consistent with the frequency of investment changes offered the Participant under rules governing the 401(k) Plan for a given Plan Year.

5.05. Investment Performance. Subject to Article 5.06, for each Participant, the performance of such subaccounts shall reflect the performance of the investment fund under the 401(k) Plan that such subaccount represents. Each such subaccount shall reflect such increases or decreases in value from time to time, whether from dividends, gains, losses or otherwise, as that experienced by the related investment fund under the 401(k) Plan. Subject to Article 9, credits to such subaccounts may be transferred to any other subaccount under the Plan on such terms and at such times as permitted with respect to the related investment funds under the 401(k) Plan, and to such rules as may be adopted by the Committee. If a Participant fails to affirmatively designate one or more subaccounts pursuant to this Article 5.05, subject to rules established by the Committee, such Participant shall be deemed to have selected either a default account selected by the Committee or, to the extent feasible, the subaccount(s) that relate to the Participant's investment direction under the 401(k) Plan; provided, however, to the extent an Insider has directed 401(k) Plan amounts to the Stock Fund, such Insider shall be deemed to have selected the subaccount relating to the 401(k) Plan Income Fund or a default subaccount selected by the Committee. Notwithstanding the foregoing, the Committee may, in its sole discretion, provide that one or more investment funds available under the 401(k) Plan, including any self-directed brokerage account which may be available under the 401(k) Plan, shall not be available for designation under the Plan.

5.06. Valuation. Subject to Article 4.04(c), the subaccounts shall be valued subject to such reasonable rules and procedures as the Committee may adopt and apply to all Participants similarly situated with an effort to value such subaccounts as if amounts designated were invested in at similar times and in manners, subject to administrative convenience, as amounts are invested, and subject to the same market fluctuation factors used in valuing such investments in the 401(k) Plan.

Article 6

Distribution of Book Reserve Accounts

6.01. Distribution Elections.

(a) *Initial Elections.* In accordance with rules and procedures adopted by the Committee, and in compliance with Section 409A, existing Participants, including Participants (other than those in pay status on December 31, 2004) who were participants under the AXP Plan,

may make a distribution election to receive benefits in a single lump-sum payment or in annual installments payable over a period of five, ten or 15 consecutive calendar years. The amount of each installment payment shall be equal to the value of the Participant's respective book reserve accounts divided by the number of installments remaining to be paid.

(i) Participants who have not previously made an initial distribution election, whether under the Plan or under the AXP Plan, may make such an initial election on or before the date set by the Committee.

(ii) Employees who first become Participants after December 31, 2005 may make an initial distribution election in accordance with rules and procedures adopted by the Committee in compliance with Section 409A.

(iii) A Participant's distribution election is irrevocable and may not be modified except as provided in Article 6.01(b). Such election shall apply to the payment of all benefits under the Plan, including benefits accrued under the AXP Plan (except for benefits that were in pay status under the AXP Plan on December 31, 2004).

(iv) If a Participant fails to make a valid, timely distribution election in accordance with this Article 6.01(a) and the rules and procedures adopted by the Committee, such Participant shall be deemed to have made an initial distribution election to receive benefits in the form of a single lump sum.

(b) *Subsequent Distribution Elections.* A Participant who has not previously modified an initial distribution election, whether under the Plan or under the AXP Plan, may make a one-time modification to such Participant's initial distribution election to elect a different form of payment. To be effective, such a modification shall be made by filing a written notice of modification in such form and manner as the Committee may prescribe; provided, however, that the modification (i) must be submitted no later than a date specified by the Committee in accordance with the requirements of Section 409A, (ii) shall not take effect until 12 months after the date on which such modification becomes effective, and (iii) specifies a new distribution date (or a new initial distribution date in the case of installment distributions) that is no sooner than five years after the original distribution date (or the original initial distribution date in the case of installment distributions), or such later date specified by the Committee. A Participant may not change the payment method after Termination of Employment. For the avoidance of doubt, any such distribution which accelerates payments from the Plan shall not cause any reduction in the amounts otherwise payable hereunder (notwithstanding Section V(E)(1)(b)(ii) of the AXP Plan).

6.02. Payment of Benefits.

(a) Subject to Article 8, if a Participant has not made an effective one-time modification to his or her initial distribution election pursuant to Article 6.01(b), then payment of benefits shall be made (or commence in the case of installment distributions) as follows: (i) if a Participant has elected (or is deemed to have elected) a lump sum payment, it shall be made on the first January 1 or July 1 which is at least six months following the Participant's Termination of Employment for any reason from the Company, or as soon thereafter as administratively practicable,

but in no event later than 90 days thereafter; and (ii) if a Participant has elected annual installment payments, they shall begin on July 1 of the calendar year following the Participant's Termination of Employment for any reason from the Company, or as soon thereafter as administratively practicable, but in no event later than 90 days thereafter, and shall continue on each July 1 thereafter for the period selected by the Participant.

(b) Subject to Article 8, if a Participant has made an effective one-time modification to his or her initial distribution election pursuant to Article 6.01(b), then payment of benefits shall be made (or commence in the case of installment distributions) as follows: (i) if a Participant has elected (or is deemed to have elected) a lump sum payment, it shall be made on the first January 1 or July 1 which is at least five years and six months following the Participant's Termination of Employment for any reason from the Company, or as soon thereafter as administratively practicable, but in no event later than 90 days thereafter; and (ii) if a Participant has elected annual installment payments, they shall begin on July 1 of the calendar year following the five-year anniversary of the Participant's Termination of Employment for any reason from the Company, or as soon thereafter as administratively practicable, but in no event later than 90 days thereafter, and shall continue on each July 1 thereafter for the period selected by the Participant.

(c) A Participant who has experienced a Termination of Employment and has begun receiving payments as set forth above, shall continue receiving any remaining payments according to the terms in effect on the date of such Participant's Termination of Employment, even if later re-employed by the Company.

6.03. Offsets. Notwithstanding anything in the Plan, the Retirement Plan or the 401(k) Plan to the contrary, to the maximum extent permissible by Section 409A and applicable law, any amount otherwise due or payable under the Plan may be forfeited, or its payment suspended, at the discretion of the Committee, to apply toward or recover any claim the Company may have against the Participant, including but not limited to, for the enforcement of the Company's Detrimental Conduct provisions under its long-term incentive award plan, to recover a debt to the Company or to recover a benefit overpayment under a Company benefit plan or program. No amounts shall be offset against a Participant's account prior to the date on which the offset amounts would otherwise be distributed to the Participant unless otherwise permitted by Section 409A. An offset shall be made only to the extent and in the manner permitted by the Company's Policy Regarding Section 409A Compliance.

6.04. Effect of Severance Plans. The benefits of a Participant under the Plan are subject to the terms of any severance plan of the Company or an Affiliate applicable to such Participant, which plans may provide for the reduction of such benefits in accordance with the terms thereof.

6.05. Withholding. The Company shall be entitled to deduct from any payment under the Plan, regardless of the form of such payment, the amount of all applicable income and employment taxes, if any, required by law to be withheld with respect to such payment or may require the Participant to pay to it such tax prior to and as a condition of the making of such payment.

6.06. Payment Medium. Any benefits payable under the Plan shall be paid in cash from the general assets of the Company.

Article 7
Beneficiary Designation

7.01. Beneficiary. A Participant shall designate such Participant's Beneficiary or Beneficiaries entitled to receive benefits under the Plan by filing written notice of such designation with the Committee in such form as the Committee may prescribe.

7.02. Beneficiary Designation; Change. A Participant may revoke or modify such designation at any time by a further written designation in such form as the Committee may prescribe. A Participant's Beneficiary designation shall be deemed automatically revoked in the event of the death of the Beneficiary or, if the Beneficiary is the Participant's spouse, in the event of dissolution of marriage.

7.03. No Beneficiary Designation. If no designation is in effect at the time benefits payable under the Plan become due, the Beneficiary shall be deemed to be the Participant's surviving spouse, if any, and if not, the Participant's estate.

Article 8
Effect of Certain Events

8.01. Death. Upon a Participant's death, benefits under the Plan shall be payable in cash to a Participant's Beneficiary. If a Participant dies while still actively employed by the Company, such payment shall be made as a single lump-sum payment within 90 days of the date of the Participant's death, or such later date permissible under Section 409A. If a Participant elects annual installment payments and dies after such installment payments have commenced, any remaining installment payments shall be made to such Participant's Beneficiary as a single lump-sum payment within 90 days of the date of the Participant's death, or such later date permissible under Section 409A.

8.02. Unforeseeable Emergency. In the event that a Participant experiences an Unforeseeable Emergency, the Participant may petition the Committee to receive a partial or full payout of amounts credited to one or more of the Participant's book reserve accounts. The Committee shall determine, in its sole discretion, whether the requested payout shall be made, the amount of the payout and the Plan Accounts from which the payout will be made; provided, however, that the payout shall not exceed the lesser of the Participant's vested balance in his or her book reserve accounts or the amount reasonably needed to satisfy the Unforeseeable Emergency plus amounts necessary to pay taxes reasonably anticipated as a result of the distribution. In making its determination under this Article 8.02, the Committee shall be guided by the requirements of Section 409A and any other related prevailing legal authorities and the Committee shall take into account the extent to which a Participant's Unforeseeable Emergency is or may be relieved through reimbursement or compensation by insurance or otherwise or by the liquidation by the Participant of his or her assets (to the extent the liquidation of such assets would not itself cause severe financial hardship). If, subject to the sole discretion of the Committee, the petition for a payout is approved, the payout shall be made within 90 days of the date of the Unforeseeable Emergency.

8.03. Change In Control. Notwithstanding the above and any other provision herein to the contrary, to the extent permitted by Section 409A without excise tax or penalty, effective immediately upon a Change of Control, the entire value of each Participant's book reserve accounts under the Plan shall be maintained in a trust (the "Trust") established by the Company for this purpose and the Company shall transfer to the Trust an amount sufficient to fund the entire value of each Participant's book reserve accounts. The Trust is intended to be classified for federal income tax purposes as a "grantor trust" within the meaning of Subpart E, Part I, Subchapter J, Chapter 1, Subtitle A of the Code.

8.04. Plan Termination. In the event of a termination of the Plan pursuant to Article 10.02 as it relates to any Participant, then subject to Article 4.04, all amounts credited to each of the book reserve accounts of each affected Participant shall be 100 percent vested and shall be paid to the Participant or, in the case of the Participant's death, to the Participant's Beneficiary, in a lump sum. Such lump-sum payment shall be made 13 months after such termination (or such earlier date permitted under Section 409A), notwithstanding any elections made by the Participant, except that the Company shall not have any right to so accelerate the payment of any amount to the extent such right would cause the Plan to fail to comply with, or cause a Participant to be subject to a tax under, the provisions of Section 409A.

Article 9 Special Restrictions

9.01. Insider Status. The provisions of this Article 9 shall apply to Insiders. Such provisions shall apply during all periods that Insiders are subject to reporting under Section 16(a) of the Exchange Act, including any period following cessation of Insider status during which such Insiders are required to report transactions pursuant to Rule 16a-2(b) (or its successor) under the Exchange Act. At such time as any Insider ceases to be subject to Section 16(a) reporting (and any period contemplated by Rule 16a-2(b) has expired), this Article 9 shall cease to be applicable to such Participant.

9.02. Applicability. This Article 9 shall be automatically applicable to any person who, on and after the date hereof, becomes an Insider. For purposes of the foregoing, the effective date of this Article shall be the date the person becomes an Insider.

9.03. Stock Fund Limitations. Notwithstanding anything in the Plan to the contrary, (a) except as set forth below, credits to the account of an Insider pursuant to Article 4.04 may not be made to any subaccount that reflects the performance of the Stock Fund, (b) credits made pursuant to Article 4.04 to the account of an Insider at any time may not be transferred to any book reserve account or subaccount that reflects the performance of the Stock Fund, and (c) credits made to an Insider's book reserve account pursuant to Article 4.04(b) at any time and credits to the account of an Insider pursuant to Article 4.04 that were made to a subaccount that reflects the performance of the Stock Fund (which credits could only have been made when such individual was not an Insider) may not be transferred, withdrawn, paid out or otherwise changed, other than (i) pursuant to Article 4.04(a) or (b) (but only at such time as such person is no longer an Insider), or (ii) pursuant to the forfeiture provisions contained in the last sentence of Article 4.02(a)(ii).

9.04. Exchange Act Exemption. It is intended that the crediting of amounts to the accounts of Insiders that represents the performance of the Stock Fund is intended to qualify for exemption from Section 16 under Rule 16b-3(d) under the Exchange Act. The Committee shall, with respect to Insiders, administer and interpret all Plan provisions in a manner consistent with such exemption.

Article 10 Amendment And Termination

10.01. Plan Amendment. The Committee may, at any time, amend or modify the Plan in whole or in part, provided that the Committee may not reduce or modify the amount of any benefit payable to a Participant or any Beneficiary receiving benefit payments at the time the Plan is amended or modified. Notwithstanding the foregoing, the Committee shall not have the right to amend the Plan to the extent such amendment or modification would result in a violation of Section 409A.

10.02. Plan Termination. Although the Company may anticipate that it will continue the Plan for an indefinite period of time, there is no guarantee that the Company will continue the Plan or will not terminate the Plan at any time in the future. Accordingly, the Committee reserves the right to discontinue its sponsorship of the Plan and to terminate the Plan; provided, however, that: (a) the Committee may not reduce or modify the amount of any benefit payable to a Participant or any Beneficiary receiving benefit payments at the time the Plan is terminated; (b) all plans that are aggregated with the Plan for purposes of Section 409A are also terminated; and (c) the Plan is not terminated proximate to a downturn in the financial health of the Company, or any entity other than the Company with whom the Company would be considered a single employer under Sections 414(b) or 414(c) of the Code. In the event of a termination described in this Article 10.02, no new deferred compensation plans may be established by the Company for a minimum period of three years following the termination and liquidation of the Plan if such new plan would be aggregated with the Plan under Section 409A.

Article 11 Administration

11.01. Committee Duties. The Plan shall be administered by the Committee. The Committee shall have full power, authority and discretion to interpret, construe and administer the Plan, and such interpretation and construction thereof and actions taken thereunder shall be binding on all persons for the purposes so stated by the Committee. The Committee may correct any defect, supply any omission or reconcile any inconsistency in the Plan in the manner and to the extent the Committee deems necessary or desirable. The Committee may prescribe a form of agreement to be used by a Participant and the Company, to the extent deemed necessary, to defer compensation under the Plan.

11.02. Binding Effect of Decisions. The decision or action of the Committee with respect to any question arising out of or in connection with the administration, interpretation and application of the Plan and the rules and regulations promulgated hereunder shall be final and conclusive and binding upon all persons having any interest in the Plan.

11.03. Agents. In the administration of the Plan, the Committee may, from time to time, employ agents and delegate to them such administrative duties as it sees fit (including acting through a duly appointed representative) and may from time to time consult with counsel who may be counsel to the Company.

11.04. Indemnity of Committee. The Company shall indemnify and hold harmless the members of the Committee, and any agent to whom duties of the Committee may be delegated, against any and all claims, losses, damages, expenses or liabilities arising from any action or failure to act with respect to the Plan, except in the case of willful misconduct by the Committee or any of its members or any such agent.

Article 12

Claims Procedures

12.01. Presentation of Claim. Any Participant or the Beneficiary of a deceased Participant (such Participant or Beneficiary being referred to below as a "Claimant") may deliver to the Committee a written claim for a determination with respect to the amounts distributable to such Claimant from the Plan. If such a claim relates to the contents of a notice received by the Claimant, the claim must be made within 60 days after such notice was received by the Claimant. The claim must state with particularity the determination desired by the Claimant. All other claims must be made within 180 days of the date on which the event that caused the claim to arise occurred. The claim must state with particularity the determination desired by the Claimant.

12.02. Notification of Decision. The Committee shall consider a Claimant's claim within a reasonable time, and shall notify the Claimant in writing: (a) that the Claimant's requested determination has been made, and that the claim has been allowed in full; or (b) that the Committee has reached a conclusion contrary, in whole or in part, to the Claimant's requested determination, and such notice must set forth in a manner calculated to be understood by the Claimant: (i) the specific reason(s) for the denial of the claim, or any part of it; (ii) specific reference(s) to pertinent provisions of the Plan upon which such denial was based; (iii) a description of any additional material or information necessary for the Claimant to perfect the claim, and an explanation of why such material or information is necessary; and (iv) an explanation of the claim review procedure set forth in Article 12.03.

12.03. Review of a Denied Claim. Within 60 days after receiving a notice from the Committee that a claim has been denied, in whole or in part, a Claimant (or the Claimant's duly authorized representative) may file with the Committee a written request for a review of the denial of the claim. Thereafter, but not later than 30 days after the review procedure began, the Claimant (or the Claimant's duly authorized representative): (a) may review pertinent documents; (b) may submit written comments or other documents; and/or (c) may request a hearing, which the Committee, in its sole discretion, may grant.

12.04. Decision on Review. The Committee shall render its decision on review promptly, and not later than 60 days after the filing of a written request for review of the denial, unless a hearing is held or other special circumstances require additional time, in which case the Committee's decision must be rendered within 120 days after such date. Such decision must be written in a

manner calculated to be understood by the Claimant, and it must contain: (a) specific reasons for the decision; (b) specific reference(s) to the pertinent Plan provisions upon which the decision was based; and (c) such other matters as the Committee deems relevant.

12.05. Cause of Action. No legal or equitable action for benefits under the Plan may be brought after the earliest of 90 days after the claim denial or one year after the date the cause of action accrued. For this purpose, a cause of action is considered to have accrued when the person bringing the legal action knew, or in the exercise of reasonable diligence should have known, that a plan party has clearly repudiated the claim or legal position which is the subject of the action, regardless of whether such person has filed a claim for benefits. The Committee's decisions are final. As described above, an individual is required to follow the procedures described in this Article 12 and a lawsuit generally cannot be filed unless the claims and appeals process is complete. The deadlines for filing a lawsuit apply regardless of whether the claims procedures are followed, and the deadline generally will expire sooner if the claims and appeals process has not been completed. For example, the 90-day period for filing a lawsuit involving a Plan change or amendment starts to run as of the date the change or amendment is first communicated to Plan participants even if a claim is not filed.

Article 13 Miscellaneous

13.01. Status of Plan. The Plan is intended to be (a) a plan that is not qualified within the meaning of Section 401(a) of the Code and (b) a plan that "is unfunded and is maintained by an employer primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees" within the meaning of Sections 201(2), 301(a)(3) and 401(a)(1) of ERISA. The Plan shall be administered and interpreted to the extent possible in a manner consistent with that intent. All book reserve accounts and all credits and other adjustments to such book reserve accounts shall be bookkeeping entries only and shall be utilized solely as a device for the measurement and determination of amounts to be paid under the Plan. No book reserve accounts, credits or other adjustments under the Plan shall be interpreted as an indication that any benefits under the Plan are in any way funded.

13.02. Section 409A. It is intended that the Plan (including all amendments thereto) comply with provisions of Section 409A, so as to prevent the inclusion in gross income of any benefits accrued hereunder in a taxable year prior to the taxable year or years in which such amount would otherwise be actually distributed or made available to the Participants. The Plan shall be administered and interpreted to the extent possible in a manner consistent with that intent and the Company's Policy Regarding Section 409A Compliance.

13.03. Unsecured General Creditor. Participants and their beneficiaries, heirs, successors and assigns shall have no legal or equitable rights, interests or claims in any property or assets of the Company. For purposes of the payment of benefits under the Plan, any and all of the Company's assets, shall be, and remain, the general, unpledged unrestricted assets of the Company. The Company's obligation under the Plan shall be merely that of an unfunded and unsecured promise to pay money in the future.

13.04. Other Benefits and Agreements. The benefits provided for a Participant under the Plan are in addition to any other benefits available to such Participant under any other plan or program for employees of the Company. The Plan shall supplement and shall not supersede, modify or amend any other such plan or program except as may otherwise be expressly provided.

13.05. Limitations on Liability. Neither the establishment of the Plan nor any modification thereof, nor the creation of any account under the Plan, nor the payment of any benefits under the Plan shall be construed as giving to any Participant or other person any legal or equitable right against the Company, or any officer or employer thereof except as provided by law or by any Plan provision. No person (including the Company) in any way guarantees any Participant's book reserve account from loss or depreciation, whether caused by poor investment performance of a deemed investment or the inability to realize upon an investment due to an insolvency affecting an investment vehicle or any other reason. In no event shall the Company or any successor, employee, officer, director or stockholder of the Company, be liable to any person on account of any claim arising by reason of the provisions of the Plan or of any instrument or instruments implementing its provisions (except that the Company shall make benefit payments in accordance with the terms of the Plan), or for the failure of any Participant, Beneficiary or other person to be entitled to any particular tax consequences with respect to the Plan, or any credit or distribution hereunder.

13.06. Nonassignability. Neither a Participant nor any other person shall have any right to commute, sell, assign, transfer, pledge, anticipate, mortgage or otherwise encumber, transfer, hypothecate, alienate or convey in advance of actual receipt, the amounts, if any, payable hereunder, or any part thereof, which are, and all rights to which are expressly declared to be, unassignable and non-transferable. No part of the amounts payable shall, prior to actual payment, be subject to seizure, attachment, garnishment or sequestration for the payment of any debts, judgments, alimony or separate maintenance owed by a Participant or any other person, be transferable by operation of law in the event of a Participant's or any other person's bankruptcy or insolvency or be transferable to a spouse as a result of a property settlement or otherwise.

13.07. Not a Contract of Employment. The terms and conditions of the Plan shall not be deemed to constitute a contract of employment between the Company and the Participant. Such employment is hereby acknowledged to be an "at will" employment relationship that can be terminated at any time for any reason, or no reason, with or without cause, and with or without notice, except as otherwise provided in a written employment agreement. Nothing in the Plan shall be deemed to give a Participant the right to be retained in the service of the Company or to interfere with the right of the Company to discipline or discharge the Participant at any time.

13.08. No Guarantee of Tax Consequences.

(a) The Company makes no representations or warranties and assumes no responsibility as to the tax consequences to any Participant in the Plan. Further, payment by the Company to a Participant (or to a Participant's Beneficiary or Beneficiaries) in accordance with the terms of the Plan, including any designation of Beneficiary on file with the Committee at the time of such Participant's death, shall be binding on all interested parties and persons, including such Participant's heirs, executors, administrators and assigns, and shall discharge the Company, its directors, officers and employees from all claims, demands, actions or causes of action of every kind arising out of or on account of Participant's participation in the Plan, known or unknown, for himself or herself, his or her heirs, executors, administrators and assigns.

(b) No person connected with the Plan in any capacity, including, but not limited to, the Company and its directors, officers, agents and employees, makes any representation, commitment, or guarantee that any tax treatment, including, but not limited to, Federal, state and local income, estate and gift tax treatment, will be applicable to any amounts deferred under the Plan, or paid to or for the benefit of a Participant or Beneficiary under the Plan, or that such tax treatment will apply to or be available to a Participant or Beneficiary on account of participation in the Plan.

(c) Any agreement executed pursuant to the Plan shall be deemed to include the above provisions of this Article 13.08.

13.09. Furnishing Information. A Participant will cooperate with the Committee by furnishing any and all information requested by the Committee and take such other actions as may be requested in order to facilitate the administration of the Plan and the payments of benefits hereunder, including but not limited to taking such physical examinations as the Committee may deem necessary.

13.10. Terms. Whenever any words are used herein in the masculine, they shall be construed as though they were in the feminine in all cases where they would so apply; and whenever any words are used herein in the singular or in the plural, they shall be construed as though they were used in the plural or the singular, as the case may be, in all cases where they would so apply.

13.11. Captions. The captions of the articles and paragraphs of the Plan are for convenience only and shall not control or affect the meaning or construction of any of its provisions.

13.12. Governing Law. The Plan and all determinations made and actions taken thereunder, to the extent not otherwise governed by federal law, shall be governed by the laws of the State of Delaware, without reference to principles of conflict of laws, and construed accordingly.

13.13. Notice. Any notice or filing required or permitted to be given to the Committee under the Plan shall be sufficient if in writing and hand-delivered, or sent by registered or certified mail, to the address below:

Ameriprise Financial, Inc.

360 Ameriprise Financial Center
Minneapolis, Minnesota 55474
Attn: Vice President, Benefits

with a copy to:

General Counsel's Office

Such notice shall be deemed given as of the date of delivery or, if delivery is made by mail, as of the date shown on the postmark or the receipt for registration or certification.

Any notice or filing required or permitted to be given to a Participant under the Plan shall be sufficient if in writing and hand-delivered, or sent by mail, to the last known address of the Participant.

13.14. Successors. The provisions of the Plan shall bind and inure to the benefit of the Company and its successors and assigns and the Participant and the Participant's designated Beneficiaries.

13.15. Spouse's Interest. The interest in the benefits hereunder of a spouse of a Participant who has predeceased the Participant shall automatically pass to the Participant and shall not be transferable by such spouse in any manner, including but not limited to such spouse's will, nor shall such interest pass under the laws of intestate succession.

13.16. Validity. In case any provision of the Plan shall be illegal or invalid for any reason, said illegality or invalidity shall not affect the remaining parts hereof, but the Plan shall be construed and enforced as if such illegal or invalid provision had never been inserted herein.

13.17. Incompetent. If the Committee determines in its discretion that a benefit under the Plan is to be paid to a minor, a person declared incompetent or to a person incapable of handling the disposition of that person's property, the Committee may direct payment of such benefit to the guardian, legal representative or person having the care and custody of such minor, incompetent or incapable person. The Committee may require proof of minority, incompetence, incapacity or guardianship, as it may deem appropriate prior to distribution of the benefit. Any payment of a benefit shall be a payment for the account of the Participant and the Participant's estate, as the case may be, and shall be a complete discharge of any Company liability under the Plan for such payment amount.

13.18. Legal Fees To Enforce Rights After Change in Control. The Company is aware that upon the occurrence of a Change in Control, the Board (which might then be composed of new members), or a stockholder of the Company or of any successor corporation might then cause or attempt to cause the Company or such successor to refuse to comply with its obligations under the Plan and might cause or attempt to cause the Company to institute, or may institute, arbitration or litigation seeking to deny Participants the benefits intended under the Plan. In these circumstances, the purpose of the Plan could be frustrated. Accordingly, if, following a Change in Control, it should appear to any Participant that the Company or any successor corporation has failed to comply with any of its obligations under the Plan or any agreement thereunder, or if the Company or any other

person takes any action to declare the Plan void or unenforceable or institutes any arbitration, litigation or other legal action designed to deny, diminish or to recover from any Participant the benefits intended to be provided, then the Company irrevocably authorize such Participant to retain counsel of his or her choice at the expense of the Company to represent such Participant in connection with the initiation or defense of any arbitration, litigation or other legal action, whether by or against the Company or any director, officer, stockholder or other person affiliated with the Company or any successor thereto in any jurisdiction; provided, however, that in the event that the trier in any such legal action determines that the Participant's claim was not made in good faith or was wholly without merit, the Participant shall return to the Company any amount received pursuant to this Article 13.18. Any reimbursements shall be paid in accordance with the Company's Policy Regarding Section 409A Compliance.

* * * * *

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Section 4: EX-12 (EXHIBIT 12)

Exhibit 12

Consolidated Ratio of Earnings to Fixed Charges Ameriprise Financial, Inc.

	Years Ended December 31,				
	2017	2016	2015	2014	2013
	(dollars in millions)				
Earnings:					
Pretax income attributable to Ameriprise Financial, Inc.	\$ 2,214	\$ 1,592	\$ 2,017	\$ 2,165	\$ 1,829
Interest and debt expense ⁽¹⁾	209	243	390	330	283
Interest portion of rental expense	25	23	23	30	29
Amortization of capitalized interest	3	4	4	5	5
Undistributed (gain) loss from equity investees	92	49	14	10	(1)
Minority interest in pretax losses	—	—	(97)	(103)	—
Minority interest in pretax income of subsidiaries that have incurred fixed charges	—	—	222	484	141
Total earnings before banking and deposit interest expense and interest credited to fixed accounts (a)	2,543	1,911	2,573	2,921	2,286
Banking and deposit interest expense and interest credited to fixed accounts	704	664	697	742	838
Total earnings (c)	\$ 3,247	\$ 2,575	\$ 3,270	\$ 3,663	\$ 3,124
Fixed charges:					
Interest and debt expense ⁽¹⁾	\$ 209	\$ 243	\$ 390	\$ 330	\$ 283
Estimated amount of interest in rental expense	25	23	23	30	29
Capitalized interest	3	3	3	2	2
Total fixed charges before banking and deposit interest and interest credited to fixed accounts (b)	237	269	416	362	314
Banking and deposit interest expense and interest credited to fixed accounts	704	664	697	742	838
Total fixed charges (d)	\$ 941	\$ 933	\$ 1,113	\$ 1,104	\$ 1,152
Ratio of earnings to fixed charges before banking and deposit interest expense and interest credited to fixed accounts (a/b)	10.7	7.1	6.2	8.1	7.3
Ratio of earnings to fixed charges (c/d)	3.5	2.8	2.9	3.3	2.7

⁽¹⁾ Interest on non-recourse debt of consolidated investment entities is included in interest and debt expense provided in the table above.

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Section 5: EX-13 (EXHIBIT 13)

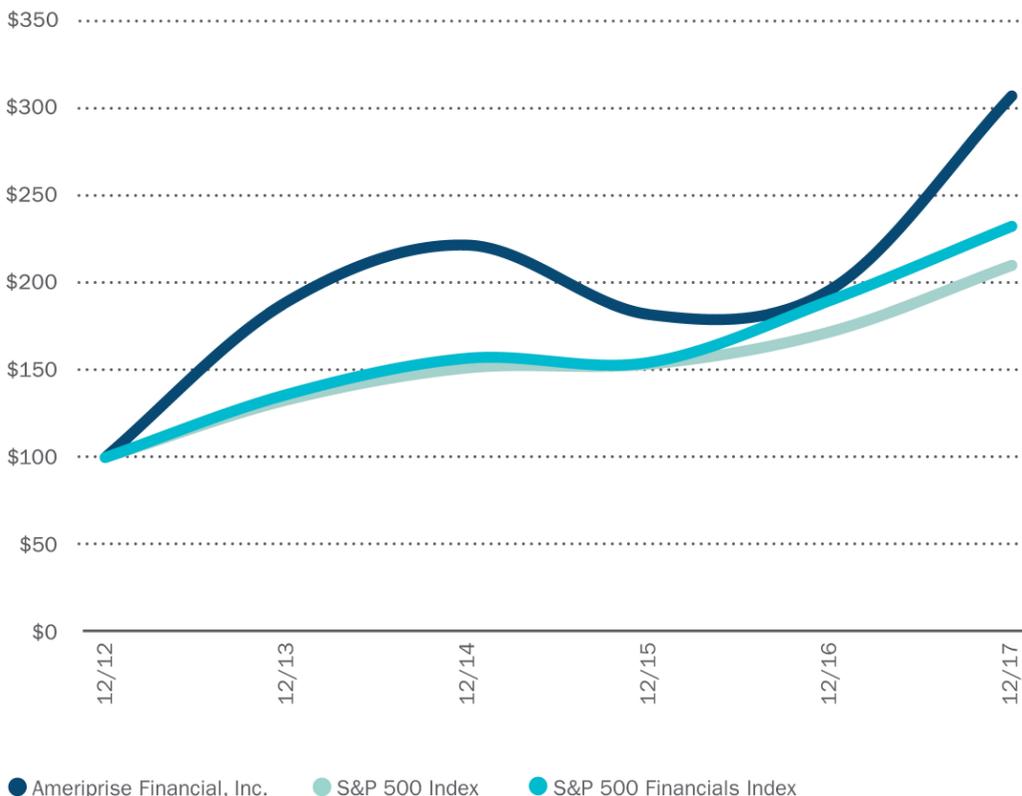
Exhibit 13

Performance Graph

The graph below matches Ameriprise Financial Inc.'s cumulative 5-Year total shareholder return on common stock with the cumulative total returns of the S&P 500 index and the S&P Financials index. The graph tracks the performance of a \$100 investment in our common stock and in each index (with the reinvestment of all dividends) from 12/31/2012 to 12/31/2017.

Comparison of a five-year cumulative total return*

Ameriprise Financial, Inc., the S&P 500 Index and the S&P 500 Financials Index



*\$100 invested on Dec. 31, 2012 in stock or index, including reinvestment of dividends.

Fiscal year ending Dec. 31.

The Standard & Poor's 500 Index (S&P 500® Index), an unmanaged index of common stocks, is frequently used as a general measure of market performance. The Index reflects reinvestment of all distributions and changes in market prices, but excludes brokerage commissions or other fees. The S&P 500 Financials Index measures the performance of financial components of the S&P 500 Index.

Past performance does not guarantee future results. It is not possible to invest directly in an index.

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Section 6: EX-21 (EXHIBIT 21)

Exhibit 21

Subsidiary Name Incorp State

Ameriprise Advisor Capital, LLC DE

Ameriprise Capital Trust I DE

Ameriprise Capital Trust II DE

Ameriprise Capital Trust III DE

Ameriprise Capital Trust IV DE

Ameriprise Captive Insurance Company VT

Ameriprise Certificate Company DE

Investors Syndicate Development Corporation NV

Ameriprise Holdings, Inc. DE

201 Eleventh Street South, LLC MN

Ameriprise India Private Limited India

Ameriprise India Insurance Brokers Services Private Limited India

Ameriprise International Holdings GmbH Switzerland

Ameriprise Asset Management Holdings GmbH Switzerland

Ameriprise Asset Management Holdings Singapore (Pte.) Ltd. Singapore Ameriprise Asset Management Holdings Hong Kong Limited Hong Kong

Threadneedle Portfolio Services Hong Kong Limited Hong Kong Threadneedle Asset Management Malaysia Sdn Bhd. Malaysia

Threadneedle Investment Singapore (Pte.) Ltd. Singapore

Threadneedle Investments Taiwan Ltd. Taiwan

Ameriprise Holdings Singapore (Pte.) Ltd. Singapore

Threadneedle Asset Management Holdings S àrl Luxembourg Threadneedle EMEA Holdings 1, LLC MN

Ameriprise National Trust Bank Federal

Ameriprise Trust Company MN

AMPF Holding Corporation MI

American Enterprise Investment Services Inc. MN

Ameriprise Advisory Management, LLC DE

Ameriprise Financial Services, Inc. DE

AMPF Property Corporation MI

AMPF Realty Corporation MI

Investment Professionals, Inc. TX
Columbia Management Investment Advisers, LLC MN
Advisory Capital Strategies Group Inc. MN
Columbia Wanger Asset Management, LLC DE
Emerging Global Advisors, LLC DE
GA Legacy, LLC DE
J. & W. Seligman & Co. Incorporated DE
Columbia Management Investment Distributors, Inc. DE
Seligman Partners, LLC DE
Lionstone Partners, LLC TX
Cash Flow Asset Management GP, LLC TX
Cash Flow Asset Management, L.P. TX
Lionstone Advisory Services, LLC TX
Lionstone CFRE II Real Estate Advisory, LLC DE
Lionstone Development Services, LLC TX
LPL 1111 Broadway GP, LLC TX
LPL 1111 Broadway, L.P. TX
RiverSource CDO Seed Investments, LLC MN
Columbia Management Investment Services Corp. MN
IDS Property Casualty Insurance Company WI
Ameriprise Auto & Home Insurance Agency, Inc. WI
Ameriprise Insurance Company WI
RiverSource Distributors, Inc DE
RiverSource Life Insurance Company MN
RiverSource Life Insurance Co. of New York NY
RiverSource NY REO, LLC NY
RiverSource REO 1, LLC MN

RiverSource Tax Advantaged Investments, Inc. DE
AEXP Affordable Housing Portfolio, LLC DE
Ameriprise International Holdings GmbH Switzerland
Ameriprise Asset Management Holdings GmbH Switzerland
Ameriprise Asset Management Holdings Singapore (Pte.) Ltd. Singapore
Ameriprise Asset Management Holdings Hong Kong Limited Hong Kong
Threadneedle Portfolio Services Hong Kong Limited Hong Kong
Threadneedle Asset Management Malaysia Sdn Bhd. Malaysia
Threadneedle Investments Singapore (Pte.) Ltd. Singapore
Threadneedle Investments Taiwan Ltd. Taiwan
Ameriprise Holdings Singapore (Pte.) Limited Singapore
Threadneedle EMEA Holdings 1, LLC MN
Threadneedle Asset Management Holdings Sàrl Luxembourg
CTM Holdings Limited Malta
Columbia Threadneedle Investments (ME) Limited Dubai
TAM Investment Limited England
Threadneedle International Investments GmbH Switzerland
Threadneedle Management Luxembourg S.A. Luxembourg
Threadneedle Holdings Limited England
TAM UK Holdings Limited England
Threadneedle Asset Management Holdings Limited England
Columbia Threadneedle Foundation England
TC Financing Limited England
Threadneedle Asset Management Limited England
Threadneedle Investment Services Limited England
Threadneedle Asset Management (Nominees) Limited England
ADT Nominees Limited England
Convivo Asset Management Limited England
Sackville TIPP Property (GP) Limited England
Threadneedle Investment Advisors Limited England
Threadneedle Portfolio Managers Limited England
Threadneedle Asset Management Finance Limited England
TMS Investment Limited Jersey
Threadneedle International Fund Management Limited England
Threadneedle International Limited England
Threadneedle Investments (Channel Islands) Limited Jersey
Threadneedle Management Services Limited England
Threadneedle Capital Management Limited England
Threadneedle Pension Trustees Limited England
Threadneedle Securities Limited England
Threadneedle Navigator Isa Manager Limited England
Threadneedle Pensions Limited England
Sackville (TPEN) England
Threadneedle Portfolio Services Limited England
Threadneedle Portfolio Services AG Switzerland
Threadneedle Unit Trust Manager Limited England
Threadneedle Property Investments Limited England
Sackville LCW (GP) Limited England
Sackville LCW Sub LP 1 (GP) Limited England
Sackville LCW Nominee 1 Limited England
Sackville LCW Nominee 2 Limited England
5 Rosebery Avenue Management Company Limited England
Sackville Property (GP) Limited England
Sackville Property (GP) Nominee 1 Limited England
Sackville Property (GP) Nominee 2 Limited England
Sackville Property Hayes (Jersey GP) Limited Jersey
Sackville UKPEC6 Hayes Nominee 1 Limited Jersey
Sackville UKPEC6 Hayes Nominee 2 Limited Jersey
Sackville Property St James (Jersey GP) Limited Jersey
Sackville UKPEC9 St James Nominee 1 Limited Jersey

Sackville UKPEC9 St James Nominee 2 Limited Jersey
 Sackville Property Tower (Jersey GP) Limited Jersey
 Sackville UKPEC7 Tower Nominee 1 Limited Jersey
 Sackville UKPEC7 Tower Nominee 2 Limited Jersey
 Sackville Property Victoria (Jersey GP) Limited Jersey
 Sackville UKPEC8 Victoria Nominee 1 Limited Jersey
 Sackville UKPEC8 Victoria Nominee 2 Limited Jersey
 Sackville SPF IV Property (GP) Limited England
 Sackville SPF IV (GP) No.1 Limited England
 Sackville SPF IV Property Nominee (1) Limited England
 Sackville SPF IV Property Nominee (2) Limited England
 Sackville SPF IV (GP) No.2 Limited England
 Sackville SPF IV Property Nominee (3) Limited England
 Sackville SPF IV Property Nominee (4) Limited England
 Sackville SPF IV (GP) No.3 Limited England
 Sackville SPF IV Property Nominee (5) Limited England
 Sackville SPF IV Property Nominee (6) Limited England
 Sackville Tandem Property (GP) Limited England
 Sackville Tandem Property Nominee Limited England
 Sackville TPEN Property (GP) Limited England
 Sackville TPEN Property Nominee (2) Limited England
 Sackville TPEN Property Nominee Limited England
 Sackville (TPEN) England
 Sackville TSP Property (GP) Limited England
 Sackville TSP Property Nominee Limited England
 Sackville UK Property Select II (GP) Limited England
 Sackville UK Property Select II (GP) No.1 Limited England
 Sackville UK Property Select II Nominee (1) Limited England
 Sackville UK Property Select II (GP) No.2 Limited England
 Sackville UK Property Select II Nominee (2) Limited England
 Sackville UK Property Select II (GP) No.3 Limited England
 Sackville UK Property Select II Nominee (3) Limited England
 Sackville UKPEC1 Leeds (GP) Limited England
 Sackville UKPEC1 Leeds Nominee 1 Limited England
 Sackville UKPEC1 Leeds Nominee 2 Limited England
 Sackville UKPEC2 Galahad (GP) Limited England
 Sackville UKPEC2 Galahad Nominee 1 Limited England
 Sackville UKPEC2 Galahad Nominee 2 Limited England
 Sackville UKPEC3 Croxley (GP) Limited England
 Sackville UKPEC3 Croxley Nominee 1 Limited England
 Sackville UKPEC3 Croxley Nominee 2 Limited England
 Sackville UKPEC4 Brentford (GP) Limited England
 Sackville UKPEC4 Brentford Nominee 1 Limited England
 Sackville UKPEC4 Brentford Nominee 2 Limited England
 Sackville UKPEC5 Kensington (GP) Limited England
 Sackville UKPEC5 Kensington Nominee 1 Limited England
 Sackville UKPEC5 Kensington Nominee 2 Limited England
 Threadneedle UK Property Equity Club PCC Jersey

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Section 7: EX-23 (EXHIBIT 23)

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on

- Forms S-8 No. 333-128789 and No. 333-195690 pertaining to the Ameriprise Financial 2005 Incentive Compensation Plan,
- Forms S-8 No. 333-128790 and No. 333-156074 pertaining to the Ameriprise Financial 401(k) Plan,
- Forms S-8 No. 333-128791, No. 333-150677, No. 333-181008 and No. 333-219786) pertaining to the Ameriprise Financial Franchise Advisor Deferred Compensation Plan (formerly the Ameriprise Financial Deferred Equity Program for Independent Financial Advisors),
- Form S-3 ASR No. 333-203606 of Ameriprise Financial, Inc. and Ameriprise Capital Trusts I through IV,
- Form S-8 No. 333-156075 pertaining to the Ameriprise Financial 2008 Employment Incentive Equity Award Plan, and
- Form S-8 No. 333-159025 pertaining to the Ameriprise Advisor Group Deferred Compensation Plan

of Ameriprise Financial, Inc. of our report dated February 22, 2018 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Minneapolis, Minnesota
February 22, 2018

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: February 22, 2018

By /s/ Walter S. Berman
Walter S. Berman
Chief Financial Officer

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Section 10: EX-32 (EXHIBIT 32)

Exhibit 32

AMERIPRISE FINANCIAL, INC.

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

In connection with the Annual Report on Form 10-K of Ameriprise Financial, Inc. (the "Company") for the year ended December 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), James M. Cracchiolo, as Chief Executive Officer of the Company, and Walter S. Berman as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 22, 2018

By /s/ James M. Cracchiolo
James M. Cracchiolo
Chief Executive Officer

Date: February 22, 2018

By /s/ Walter S. Berman
Walter S. Berman
Chief Financial Officer

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