

HORACE MANN EDUCATORS CORP /DE/  
Form 10-Q  
August 07, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended **June 30, 2015**

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-10890

**HORACE MANN EDUCATORS CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware 37-0911756  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

1 Horace Mann Plaza, Springfield, Illinois 62715-0001

(Address of principal executive offices, including Zip Code)

Registrant's Telephone Number, Including Area Code: 217-789-2500

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 website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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 the registrant's filer status, as such terms are defined in Rule 12b-2 of the Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

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

As of July 31, 2015, 41,167,839 shares of Common Stock, par value \$0.001 per share, were outstanding, net of 23,348,132 shares of treasury stock.

HORACE MANN EDUCATORS CORPORATION

FORM 10-Q

FOR THE QUARTER ENDED JUNE 30, 2015

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Shareholders

Horace Mann Educators Corporation:

We have reviewed the consolidated balance sheet of Horace Mann Educators Corporation and subsidiaries (the Company) as of June 30, 2015, the related consolidated statements of operations and comprehensive income (loss) for the three-month and six-month periods ended June 30, 2015 and 2014, and the related consolidated statements of changes in shareholders' equity and cash flows for the six-month periods ended June 30, 2015 and 2014. These consolidated financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Horace Mann Educators Corporation and subsidiaries as of December 31, 2014, and the related consolidated statements of operations, comprehensive income, changes in shareholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated March 2, 2015, we expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

KPMG LLP

Chicago, Illinois

August 7, 2015

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**HORACE MANN EDUCATORS CORPORATION****CONSOLIDATED BALANCE SHEETS****(Dollars in thousands, except per share data)**

|  | <b>June 30,<br/>2015</b> | <b>December 31,<br/>2014</b> |
|--|--------------------------|------------------------------|
|  | <b>(Unaudited)</b>       |                              |
| <b>ASSETS</b>  |                          |                              |
| Investments  |                          |                              |
| Fixed maturities, available for sale, at fair value<br>(amortized cost 2015, \$6,505,016; 2014, \$6,375,237) | \$6,897,058              | \$ 6,893,090                 |
| Equity securities, available for sale, at fair value<br>(cost 2015, \$94,089; 2014, \$99,904)                | 99,318                   | 110,655                      |
| Short-term and other investments   | 388,729                  | 399,722                      |
| Total investments  | 7,385,105                | 7,403,467                    |
| Cash   | 46,013                   | 11,675                       |
| Deferred policy acquisition costs  | 236,176                  | 215,082                      |
| Goodwill   | 47,396                   | 47,396                       |
| Other assets   | 349,552                  | 277,350                      |
| Separate Account (variable annuity) assets   | 1,905,298                | 1,813,557                    |
| Total assets   | \$9,969,540              | \$ 9,768,527                 |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>  |                          |                              |
| Policy liabilities   |                          |                              |
| Fixed annuity contract liabilities   | \$3,928,353              | \$ 3,774,457                 |
| Interest-sensitive life contract liabilities   | 798,390                  | 792,039                      |
| Unpaid claims and claim expenses   | 338,744                  | 325,784                      |
| Future policy benefits   | 243,801                  | 235,775                      |
| Unearned premiums  | 221,846                  | 223,413                      |
| Total policy liabilities   | 5,531,134                | 5,351,468                    |
| Other policyholder funds   | 609,289                  | 606,738                      |
| Other liabilities  | 379,178                  | 422,362                      |
| Short-term debt  | 113,000                  | 38,000                       |
| Long-term debt, current and noncurrent   | 124,969                  | 199,939                      |
| Separate Account (variable annuity) liabilities  | 1,905,298                | 1,813,557                    |
| Total liabilities  | 8,662,868                | 8,432,064                    |
| Preferred stock, \$0.001 par value, authorized<br>1,000,000 shares; none issued                              | -                        | -                            |
| Common stock, \$0.001 par value, authorized 75,000,000 shares;<br>issued, 2015, 64,510,462; 2014, 64,245,048 | 65                       | 64                           |
| Additional paid-in capital   | 437,837                  | 422,232                      |
| Retained earnings  | 1,094,405                | 1,065,318                    |
| Accumulated other comprehensive income (loss), net of taxes:<br>Net unrealized gains on fixed maturities     |                          |                              |

|   |             |             |
|---|-------------|-------------|
| and equity securities   | 223,786     | 297,554     |
| Net funded status of pension and other postretirement benefit obligations | (12,953 )   | (12,953 )   |
| Treasury stock, at cost, 2015, 23,331,930 shares; 2014, 23,308,430 shares | (436,468 )  | (435,752 )  |
| Total shareholders' equity  | 1,306,672   | 1,336,463   |
| Total liabilities and shareholders' equity                                | \$9,969,540 | \$9,768,527 |

See accompanying Notes to Consolidated Financial Statements.

See accompanying Report of Independent Registered Public Accounting Firm.



**HORACE MANN EDUCATORS CORPORATION****CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)****(Dollars in thousands, except per share data)**

|  | <b>Three Months Ended<br/>June 30,</b> |             | <b>Six Months Ended<br/>June 30,</b> |             |
|--|--|-------------|--------------------------------------|-------------|
|  | <b>2015</b>                            | <b>2014</b> | <b>2015</b>                          | <b>2014</b> |
| Revenues   |  |             |                                      |             |
| Insurance premiums and contract charges earned                         | \$ 182,376                             | \$ 179,138  | \$ 362,115                           | \$ 354,541  |
| Net investment income  | 83,995                                 | 81,405      | 167,308                              | 164,449     |
| Net realized investment gains  | 1,413                                  | 3,463       | 7,481                                | 5,162       |
| Other income   | 686                                    | 737         | 1,685                                | 1,856       |
| Total revenues   | 268,470                                | 264,743     | 538,589                              | 526,008     |
| Benefits, losses and expenses  |  |             |                                      |             |
| Benefits, claims and settlement expenses                               | 132,939                                | 127,158     | 246,958                              | 239,146     |
| Interest credited  | 45,350                                 | 43,730      | 89,887                               | 86,817      |
| Policy acquisition expenses amortized                                  | 24,007                                 | 22,517      | 47,691                               | 45,550      |
| Operating expenses   | 40,036                                 | 39,211      | 75,964                               | 79,158      |
| Interest expense   | 3,406                                  | 3,546       | 6,958                                | 7,092       |
| Total benefits, losses and expenses                                    | 245,738                                | 236,162     | 467,458                              | 457,763     |
| Income before income taxes   | 22,732                                 | 28,581      | 71,131                               | 68,245      |
| Income tax expense   | 6,549                                  | 8,129       | 20,673                               | 19,427      |
| Net income   | \$ 16,183                              | \$ 20,452   | \$ 50,458                            | \$ 48,818   |
| Net income per share   |  |             |                                      |             |
| Basic  | \$ 0.39                                | \$ 0.49     | \$ 1.20                              | \$ 1.18     |
| Diluted  | \$ 0.38                                | \$ 0.48     | \$ 1.19                              | \$ 1.16     |
| Weighted average number of shares and equivalent shares (in thousands) |  |             |                                      |             |
| Basic  | 41,990                                 | 41,432      | 42,001                               | 41,343      |
| Diluted  | 42,425                                 | 42,310      | 42,366                               | 42,213      |
| Net realized investment gains (losses)                                 |  |             |                                      |             |
| Total other-than-temporary impairment losses on securities             | \$(14,969 )                            | \$(452 )    | \$(17,258 )                          | \$(452 )    |
| Portion of losses recognized in other comprehensive income             | (4,300 )                               | -           | (4,300 )                             | -           |

|   |           |          |           |          |
|---|-----------|----------|-----------|----------|
| Net other-than-temporary<br>impairment losses on<br>securities recognized in earnings | (10,669 ) | (452 )   | (12,958 ) | (452 )   |
| Realized gains, net   | 12,082    | 3,915    | 20,439    | 5,614    |
| Total   | \$ 1,413  | \$ 3,463 | \$ 7,481  | \$ 5,162 |

See accompanying Notes to Consolidated Financial Statements.

See accompanying Report of Independent Registered Public Accounting Firm.

**HORACE MANN EDUCATORS CORPORATION****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (UNAUDITED)****(Dollars in thousands)**

|   | <b>Three Months Ended</b> |             | <b>Six Months Ended</b> |             |
|---|---------------------------|-------------|-------------------------|-------------|
|   | <b>June 30,</b>           |             | <b>June 30,</b>         |             |
|   | <b>2015</b>               | <b>2014</b> | <b>2015</b>             | <b>2014</b> |
| Comprehensive income (loss)   |                           |             |                         |             |
| Net income  | \$ 16,183                 | \$ 20,452   | \$ 50,458               | \$ 48,818   |
| Other comprehensive income (loss), net of taxes:                                    |                           |             |                         |             |
| Change in net unrealized gains and losses on fixed maturities and equity securities | (111,346 )                | 70,157      | (73,768)                | 147,565     |
| Change in net funded status of pension and other postretirement benefit obligations | -                         | -           | -                       | -           |
| Other comprehensive income (loss)   | (111,346 )                | 70,157      | (73,768)                | 147,565     |
| Total   | \$(95,163 )               | \$ 90,609   | \$(23,310)              | \$ 196,383  |

See accompanying Notes to Consolidated Financial Statements.

See accompanying Report of Independent Registered Public Accounting Firm.

**HORACE MANN EDUCATORS CORPORATION****CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDITED)****(Dollars in thousands, except per share data)**

|  | Six Months Ended<br><b>June 30,</b> |             |
|--|-------------------------------------|-------------|
|  | <b>2015</b>                         | <b>2014</b> |
| Common stock, \$0.001 par value  |                                     |             |
| Beginning balance  | \$64                                | \$64        |
| Options exercised, 2015, 74,233 shares;<br>2014, 382,956 shares                        | -                                   | -           |
| Conversion of common stock units,<br>2015, 8,293 shares; 2014, 10,834 shares           | -                                   | -           |
| Conversion of restricted stock units,<br>2015, 182,888 shares; 2014, 91,353 shares     | 1                                   | -           |
| Ending balance   | 65                                  | 64          |
| Additional paid-in capital   |                                     |             |
| Beginning balance  | 422,232                             | 407,056     |
| Options exercised and conversion of common stock<br>units and restricted stock units   | 11,674                              | 10,301      |
| Share-based compensation expense   | 3,931                               | 635         |
| Ending balance   | 437,837                             | 417,992     |
| Retained earnings  |                                     |             |
| Beginning balance  | 1,065,318                           | 1,000,312   |
| Net income   | 50,458                              | 48,818      |
| Cash dividends, 2015, \$0.50 per share; 2014, \$0.46 per share                         | (21,371 )                           | (19,614 )   |
| Ending balance   | 1,094,405                           | 1,029,516   |
| Accumulated other comprehensive income (loss), net of taxes                            |                                     |             |
| Beginning balance  | 284,601                             | 122,214     |
| Change in net unrealized gains and losses on<br>fixed maturities and equity securities | (73,768 )                           | 147,565     |
| Change in net funded status of pension and<br>other postretirement benefit obligations | -                                   | -           |
| Ending balance   | 210,833                             | 269,779     |
| Treasury stock, at cost  |                                     |             |
| Beginning balance, 2015, 23,308,430 shares;<br>2014, 23,117,554 shares                 | (435,752 )                          | (430,341 )  |
| Acquisition of shares, 2015, 23,500 shares;<br>2014, 136,976 shares                    | (716 )                              | (3,867 )    |

|  |             |             |
|--|-------------|-------------|
| Ending balance, 2015, 23,331,930 shares; |             |             |
| 2014, 23,254,530 shares                  | (436,468 )  | (434,208 )  |
| Shareholders' equity at end of period    | \$1,306,672 | \$1,283,143 |

See accompanying Notes to Consolidated Financial Statements.

See accompanying Report of Independent Registered Public Accounting Firm.

**HORACE MANN EDUCATORS CORPORATION****CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)****(Dollars in thousands)**

|  | Six Months Ended |             |
|--|------------------|-------------|
|  | <b>June 30,</b>  |             |
|  | <b>2015</b>      | <b>2014</b> |
| Cash flows - operating activities                              |                  |             |
| Premiums collected   | \$352,825        | \$351,404   |
| Policyholder benefits paid                                     | (257,606)        | (242,035)   |
| Policy acquisition and other operating expenses paid           | (138,303)        | (135,428)   |
| Federal income taxes paid                                      | (18,143 )        | (17,363 )   |
| Investment income collected                                    | 167,738          | 161,033     |
| Interest expense paid  | (6,837 )         | (7,005 )    |
| Other  | (1,364 )         | (2,490 )    |
| Net cash provided by operating activities                      | 98,310           | 108,116     |
| Cash flows - investing activities                              |                  |             |
| Fixed maturities   |                  |             |
| Purchases  | (707,886)        | (657,797)   |
| Sales  | 246,521          | 99,249      |
| Maturities, paydowns, calls and redemptions                    | 287,764          | 177,370     |
| Purchase of other invested assets                              | (15,809 )        | -           |
| Net cash provided by short-term and other investments          | 35,010           | 139,984     |
| Net cash used in investing activities                          | (154,400)        | (241,194)   |
| Cash flows - financing activities                              |                  |             |
| Dividends paid to shareholders                                 | (21,371 )        | (19,614 )   |
| Principal borrowings on Bank Credit Facility                   | 75,000           | -           |
| Maturity of Senior Notes due 2015                              | (75,000 )        | -           |
| Acquisition of treasury stock                                  | (716 )           | (3,867 )    |
| Exercise of stock options                                      | 1,557            | 7,262       |
| Annuity contracts: variable, fixed and FHLB funding agreements |                  |             |
| Deposits   | 282,897          | 218,331     |
| Benefits, withdrawals and net transfers to                     |                  |             |
| Separate Account (variable annuity) assets                     | (178,557)        | (159,680)   |
| Life policy accounts   |                  |             |
| Deposits   | 435              | 476         |
| Withdrawals and surrenders                                     | (1,995 )         | (2,410 )    |
| Cash received related to repurchase agreements                 | -                | 114,083     |
| Change in bank overdrafts                                      | 8,178            | 5,011       |

|   |          |          |
|---|----------|----------|
| Net cash provided by financing activities | 90,428   | 159,592  |
| Net increase in cash                      | 34,338   | 26,514   |
| Cash at beginning of period               | 11,675   | 18,189   |
| Cash at end of period                     | \$46,013 | \$44,703 |

See accompanying Notes to Consolidated Financial Statements.

See accompanying Report of Independent Registered Public Accounting Firm.

**HORACE MANN EDUCATORS CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**June 30, 2015 and 2014**

**(Dollars in thousands, except per share data)**

**Note 1 - Basis of Presentation**

The accompanying unaudited consolidated financial statements of Horace Mann Educators Corporation (“HMEC”; and together with its subsidiaries, the “Company” or “Horace Mann”) have been prepared in accordance with United States (“U.S.”) generally accepted accounting principles (“GAAP”) and with the rules and regulations of the Securities and Exchange Commission (“SEC”), specifically Regulation S-X and the instructions to Form 10-Q. Certain information and note disclosures which are normally included in annual financial statements prepared in accordance with GAAP but are not required for interim reporting purposes have been omitted. The Company believes that these consolidated financial statements contain all adjustments (consisting of normal recurring accruals) which are, in the opinion of management, necessary to present fairly the Company’s consolidated financial position as of June 30, 2015, the consolidated results of operations and comprehensive income (loss) for the three and six months ended June 30, 2015 and 2014, and the consolidated changes in shareholders’ equity and cash flows for the six months ended June 30, 2015 and 2014. The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect (1) the reported amounts of assets and liabilities, (2) disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and (3) the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The subsidiaries of HMEC market and underwrite personal lines of property and casualty (primarily personal lines automobile and homeowners) insurance, retirement annuities (primarily tax-qualified products) and life insurance, primarily to K-12 teachers, administrators and other employees of public schools and their families. HMEC’s principal operating subsidiaries are Horace Mann Life Insurance Company, Horace Mann Insurance Company, Teachers Insurance Company, Horace Mann Property & Casualty Insurance Company and Horace Mann Lloyds.

The Company has evaluated subsequent events through the date these consolidated financial statements were issued.

These consolidated financial statements should be read in conjunction with the consolidated financial statements and the related notes to consolidated financial statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014.



The results of operations for the three and six months ended June 30, 2015 are not necessarily indicative of the results to be expected for the full year.

**Note 1 - Basis of Presentation-(Continued)**

In the six months ended June 30, 2015 (specifically, in the first quarter), the Company recorded a reduction in incentive compensation expense due to an immaterial out-of-period correction of an error related to the valuation of restricted stock units. The \$3,012 after tax adjustment increased net income for each of the segments as follows: property and casualty, \$2,056; annuity, \$519; and life, \$437.

*Accumulated Other Comprehensive Income (Loss)*

Accumulated other comprehensive income (loss) represents the accumulated change in shareholders' equity from transactions and other events and circumstances from non-shareholder sources. For the Company, accumulated other comprehensive income (loss) includes the after tax change in net unrealized gains and losses on fixed maturities and equity securities and the after tax change in net funded status of pension and other postretirement benefit obligations for the period as shown in the Consolidated Statement of Changes in Shareholders' Equity. The following tables reconcile these components.

|  | <b>Unrealized Gains<br/>and Losses on<br/>Fixed Maturities<br/>and Equity<br/>Securities (1)(2)</b> | <b>Defined<br/>Benefit Plans (1)</b> | <b>Total (1)</b> |
|--|---|--------------------------------------|------------------|
| Beginning balance, April 1, 2015   | \$ 335,132  | \$ (12,953 )                         | \$ 322,179       |
| Other comprehensive income (loss)<br>before reclassifications              | (110,185 )  | -                                    | (110,185 )       |
| Amounts reclassified from accumulated<br>other comprehensive income (loss) | (1,161 )  | -                                    | (1,161 )         |
| Net current period other<br>comprehensive income (loss)                    | (111,346 )  | -                                    | (111,346 )       |
| Ending balance, June 30, 2015  | \$ 223,786  | \$ (12,953 )                         | \$ 210,833       |
| Beginning balance, January 1, 2015   | \$ 297,554  | \$ (12,953 )                         | \$ 284,601       |
| Other comprehensive income (loss)<br>before reclassifications              | (68,815 )   | -                                    | (68,815 )        |
| Amounts reclassified from accumulated<br>other comprehensive income (loss) | (4,953 )  | -                                    | (4,953 )         |
| Net current period other<br>comprehensive income (loss)                    | (73,768 )   | -                                    | (73,768 )        |
| Ending balance, June 30, 2015  | \$ 223,786  | \$ (12,953 )                         | \$ 210,833       |

(1) All amounts are net of tax.

(2) The pretax amounts reclassified from accumulated other comprehensive income (loss), \$1,786 and \$7,620, are included in net realized investment gains and losses and the related tax expenses, \$625 and \$2,667, are included in income tax expense in the Consolidated Statements of Operations for the three and six months ended June 30, 2015, respectively.

**Note 1 - Basis of Presentation-(Continued)**

|   | <b>Unrealized Gains<br/>and Losses on<br/>Fixed Maturities<br/>and Equity<br/>Securities (1)(2)</b> | <b>Defined<br/>Benefit Plans (1)</b> | <b>Total (1)</b> |
|---|---|--------------------------------------|------------------|
| Beginning balance, April 1, 2014  | \$ 211,398  | \$ (11,776 )                         | \$ 199,622       |
| Other comprehensive income (loss)<br>before reclassifications                 | 72,402  | -                                    | 72,402           |
| Amounts reclassified from<br>accumulated other<br>comprehensive income (loss) | (2,245 )  | -                                    | (2,245 )         |
| Net current period other<br>comprehensive income (loss)                       | 70,157  | -                                    | 70,157           |
| Ending balance, June 30, 2014   | \$ 281,555  | \$ (11,776 )                         | \$ 269,779       |
| Beginning balance, January 1, 2014  | \$ 133,990  | \$ (11,776 )                         | \$ 122,214       |
| Other comprehensive income (loss)<br>before reclassifications                 | 150,906   | -                                    | 150,906          |
| Amounts reclassified from<br>accumulated other<br>comprehensive income (loss) | (3,341 )  | -                                    | (3,341 )         |
| Net current period other<br>comprehensive income (loss)                       | 147,565   | -                                    | 147,565          |
| Ending balance, June 30, 2014   | \$ 281,555  | \$ (11,776 )                         | \$ 269,779       |

(1) All amounts are net of tax.

The pretax amounts reclassified from accumulated other comprehensive income (loss), \$3,455 and \$5,140, are included in net realized investment gains and losses and the related tax expenses, \$1,210 and \$1,799, are included in income tax expense in the Consolidated Statements of Operations for the three and six months ended June 30, 2014, respectively.

Comparative information for elements that are not required to be reclassified in their entirety to net income in the same reporting period is located in “Note 2 — Investments — Unrealized Gains and Losses on Fixed Maturities and Equity Securities”.

**Note 2 - Investments**

The Company's investment portfolio includes free-standing derivative financial instruments (currently over the counter ("OTC") index options contracts) to economically hedge risk associated with its fixed indexed annuity product's contingent liabilities. The Company's fixed indexed annuity product includes embedded derivative features that are discussed in "Note 1 — Summary of Significant Accounting Policies — Policy Liabilities for Fixed Indexed Annuities" of the Company's Annual Report on Form 10-K for the year ended December 31, 2014. The Company's investment portfolio includes no other free-standing derivative financial instruments (futures, forwards, swaps, option contracts or other financial instruments with similar characteristics), and there were no other embedded derivative features related to the Company's insurance products during the six months ended June 30, 2015 and 2014.

**Note 2 - Investments-(Continued)***Fixed Maturities and Equity Securities*

The Company's investment portfolio is comprised primarily of fixed maturity securities ("fixed maturities") and equity securities. The amortized cost or cost, unrealized investment gains and losses, fair values and other-than-temporary impairment ("OTTI") included in accumulated other comprehensive income (loss) ("AOCI") of all fixed maturities and equity securities in the portfolio were as follows:

|  | <b>Amortized<br/>Cost/Cost</b> | <b>Unrealized<br/>Gains</b> | <b>Unrealized<br/>Losses</b> | <b>Fair<br/>Value</b> | <b>OTTI in<br/>AOCI (1)</b> |
|--|--------------------------------|-----------------------------|------------------------------|-----------------------|-----------------------------|
| <b>June 30, 2015</b>   |                                |                             |                              |                       |                             |
| Fixed maturity securities  |                                |                             |                              |                       |                             |
| U.S. Government and federally<br>sponsored agency obligations (2): |                                |                             |                              |                       |                             |
| Mortgage-backed securities   | \$480,516                      | \$ 48,405                   | \$ 2,495                     | \$526,426             | \$ -                        |
| Other, including   |                                |                             |                              |                       |                             |
| U.S. Treasury securities   | 590,465                        | 21,156                      | 9,034                        | 602,587               | -                           |
| Municipal bonds  | 1,511,171                      | 150,696                     | 13,418                       | 1,648,449             | -                           |
| Foreign government bonds   | 59,500                         | 7,190                       | -                            | 66,690                | -                           |
| Corporate bonds  | 2,470,966                      | 186,773                     | 15,471                       | 2,642,268             | -                           |
| Other mortgage-backed securities                                   | 1,392,398                      | 24,761                      | 6,521                        | 1,410,638             | (2,728 )                    |
| Totals   | \$6,505,016                    | \$ 438,981                  | \$ 46,939                    | \$6,897,058           | \$ (2,728 )                 |
| Equity securities (3)  | \$94,089                       | \$ 8,565                    | \$ 3,336                     | \$99,318              | \$ -                        |
| <b>December 31, 2014</b>   |                                |                             |                              |                       |                             |
| Fixed maturity securities  |                                |                             |                              |                       |                             |
| U.S. Government and federally<br>sponsored agency obligations (2): |                                |                             |                              |                       |                             |
| Mortgage-backed securities   | \$484,561                      | \$ 52,555                   | \$ 1,390                     | \$535,726             | \$ -                        |
| Other, including   |                                |                             |                              |                       |                             |
| U.S. Treasury securities   | 512,596                        | 28,652                      | 3,049                        | 538,199               | -                           |
| Municipal bonds  | 1,462,717                      | 189,533                     | 4,428                        | 1,647,822             | -                           |
| Foreign government bonds   | 52,552                         | 6,984                       | -                            | 59,536                | -                           |
| Corporate bonds  | 2,608,633                      | 237,372                     | 11,256                       | 2,834,749             | -                           |
| Other mortgage-backed securities                                   | 1,254,178                      | 28,772                      | 5,892                        | 1,277,058             | 2,879                       |
| Totals   | \$6,375,237                    | \$ 543,868                  | \$ 26,015                    | \$6,893,090           | \$ 2,879                    |
| Equity securities (3)  | \$99,904                       | \$ 14,159                   | \$ 3,408                     | \$110,655             | \$ -                        |

Related to securities for which an unrealized loss was bifurcated to distinguish the credit related portion and the portion driven by other market factors. Represents the amount of other-than-temporary impairment losses in AOCI

(1) which was not included in earnings; amounts also include unrealized gains/(losses) on such impaired securities relating to changes in the fair value of those securities subsequent to the impairment measurement date.

Fair value includes securities issued by Federal National Mortgage Association (“FNMA”) of \$252,549 and \$302,222; Federal Home Loan Mortgage Corporation (“FHLMC”) of \$435,304 and \$432,432; and Government

(2) National Mortgage Association (“GNMA”) of \$136,356 and \$137,867 as of June 30, 2015 and December 31, 2014, respectively.

(3) Includes nonredeemable (perpetual) preferred stocks, common stocks and closed-end funds.

Compared to December 31, 2014, the decrease in net unrealized gains at June 30, 2015 was due to higher yields on U.S. Treasury securities and wider credit spreads across most asset classes, the combination of which resulted in a decrease in net unrealized gains for virtually all classes of the Company’s fixed maturity securities holdings.

**Note 2 - Investments-(Continued)**

The following table presents the fair value and gross unrealized losses of fixed maturities and equity securities in an unrealized loss position at June 30, 2015 and December 31, 2014, respectively. The Company views the decrease in value of all of the securities with unrealized losses at June 30, 2015 — which was driven largely by changes in interest rates, spread widening, financial market illiquidity and/or market volatility from the date of acquisition — as temporary. For fixed maturity securities, management does not have the intent to sell the securities and it is not more likely than not the Company will be required to sell the securities before the anticipated recovery of the amortized cost bases, and the present value of future cash flows exceeds the amortized cost bases. In addition, management expects to recover the entire cost bases of the fixed maturity securities. For equity securities, the Company has the ability and intent to hold the securities for the recovery of cost and recovery of cost is expected within a reasonable period of time. Therefore, no impairment of these securities was recorded at June 30, 2015.

|   | 12 Months or Less |                         | More than 12 Months |                         | Total       | Gross             |
|---|-------------------|-------------------------|---------------------|-------------------------|-------------|-------------------|
|   | Fair Value        | Gross Unrealized Losses | Fair Value          | Gross Unrealized Losses | Fair Value  | Unrealized Losses |
| <b>June 30, 2015</b>  |                   |                         |                     |                         |             |                   |
| Fixed maturity securities   |                   |                         |                     |                         |             |                   |
| U.S. Government and federally sponsored agency obligations:                           |                   |                         |                     |                         |             |                   |
| Mortgage-backed securities  | \$56,123          | \$ 2,287                | \$1,545             | \$ 208                  | \$57,668    | \$ 2,495          |
| Other   | 267,749           | 8,888                   | 1,853               | 146                     | 269,602     | 9,034             |
| Municipal bonds   | 219,191           | 7,541                   | 20,870              | 5,877                   | 240,061     | 13,418            |
| Foreign government bonds  | -                 | -                       | -                   | -                       | -           | -                 |
| Corporate bonds   | 454,925           | 11,940                  | 39,875              | 3,531                   | 494,800     | 15,471            |
| Other mortgage-backed securities  | 471,024           | 5,929                   | 79,074              | 592                     | 550,098     | 6,521             |
| Total fixed maturity securities   | 1,469,012         | 36,585                  | 143,217             | 10,354                  | 1,612,229   | 46,939            |
| Equity securities (1)   | 33,888            | 2,559                   | 6,699               | 777                     | 40,587      | 3,336             |
| Combined totals   | \$1,502,900       | \$ 39,144               | \$149,916           | \$ 11,131               | \$1,652,816 | \$ 50,275         |
| Number of positions with a gross unrealized loss                                      | 514               |                         | 59                  |                         | 573         |                   |
| Fair value as a percentage of total fixed maturities and equity securities fair value | 21.5              | %                       | 2.1                 | %                       | 23.6        | %                 |
| <b>December 31, 2014</b>  |                   |                         |                     |                         |             |                   |
| Fixed maturity securities   |                   |                         |                     |                         |             |                   |
| U.S. Government and federally sponsored agency obligations:                           |                   |                         |                     |                         |             |                   |
| Mortgage-backed securities  | \$2               | \$-                     | \$39,809            | \$ 1,390                | \$39,811    | \$ 1,390          |
| Other   | 10,317            | 34                      | 117,615             | 3,015                   | 127,932     | 3,049             |
| Municipal bonds   | 31,821            | 200                     | 59,715              | 4,228                   | 91,536      | 4,428             |



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|   |           |           |           |           |             |           |
|---|-----------|-----------|-----------|-----------|-------------|-----------|
| Foreign government bonds  | -         | -         | -         | -         | -           | -         |
| Corporate bonds   | 213,612   | 6,883     | 76,099    | 4,373     | 289,711     | 11,256    |
| Other mortgage-backed securities  | 477,877   | 4,797     | 88,663    | 1,095     | 566,540     | 5,892     |
| Total fixed maturity securities   | 733,629   | 11,914    | 381,901   | 14,101    | 1,115,530   | 26,015    |
| Equity securities (1)   | 12,955    | 2,568     | 6,635     | 840       | 19,590      | 3,408     |
| Combined totals   | \$746,584 | \$ 14,482 | \$388,536 | \$ 14,941 | \$1,135,120 | \$ 29,423 |
| Number of positions with a gross unrealized loss                                      | 234       |           | 112       |           | 346         |           |
| Fair value as a percentage of total fixed maturities and equity securities fair value | 10.7      | %         | 5.5       | %         | 16.2        | %         |

(1) Includes nonredeemable (perpetual) preferred stocks, common stocks and closed-end funds.

**Note 2 - Investments-(Continued)**

Fixed maturities and equity securities with an investment grade rating represented 82% of the gross unrealized loss as of June 30, 2015. With respect to fixed income securities involving securitized financial assets, the underlying collateral cash flows were stress tested to determine there was no adverse change in the present value of cash flows below the amortized cost basis.

*Credit Losses*

The following table summarizes the cumulative amounts related to the Company's credit loss component of the other-than-temporary impairment losses on fixed maturity securities held as of June 30, 2015 and 2014 that the Company did not intend to sell as of those dates, and it was not more likely than not that the Company would be required to sell the securities before the anticipated recovery of the amortized cost bases, for which the non-credit portions of the other-than-temporary impairment losses were recognized in other comprehensive income (loss):

|  | Six Months Ended<br>June 30, |          |
|--|------------------------------|----------|
|  | 2015                         | 2014     |
| Cumulative credit loss (1)                                       |                              |          |
| Beginning of period  | \$ 2,877                     | \$ 4,097 |
| New credit losses  | 4,998                        | 280      |
| Losses related to securities sold or paid down during the period | -                            | -        |
| End of period  | \$ 7,875                     | \$ 4,377 |

The cumulative credit loss amounts exclude other-than-temporary impairment losses on securities held as of the (1) periods indicated that the Company intended to sell or it was more likely than not that the Company would be required to sell the security before the recovery of the amortized cost basis.

**Note 2 - Investments-(Continued)***Maturities/Sales of Fixed Maturities and Equity Securities*

The following table presents the distribution of the Company's fixed maturity securities portfolio by estimated expected maturity. Estimated expected maturities differ from contractual maturities, reflecting assumptions regarding borrowers' utilization of the right to call or prepay obligations with or without call or prepayment penalties. For structured securities, including mortgage-backed securities and other asset-backed securities, estimated expected maturities consider broker-dealer survey prepayment assumptions and are verified for consistency with the interest rate and economic environments.

|  | <b>Percent of Total Fair Value</b> |   |                          |   | <b>June 30, 2015</b> |                       |
|--|------------------------------------|---|--------------------------|---|----------------------|-----------------------|
|  | <b>June 30, 2015</b>               |   | <b>December 31, 2014</b> |   | <b>Fair Value</b>    | <b>Amortized Cost</b> |
| Estimated expected maturity:               |                                    |   |                          |   |                      |                       |
| Due in 1 year or less                      | 3.1                                | % | 4.0                      | % | \$211,874            | \$199,830             |
| Due after 1 year through 5 years           | 23.6                               |   | 23.4                     |   | 1,625,073            | 1,532,701             |
| Due after 5 years through 10 years         | 39.1                               |   | 40.1                     |   | 2,698,675            | 2,545,277             |
| Due after 10 years through 20 years        | 21.3                               |   | 20.1                     |   | 1,471,576            | 1,387,929             |
| Due after 20 years                         | 12.9                               |   | 12.4                     |   | 889,860              | 839,279               |
| Total                                      | 100.0                              | % | 100.0                    | % | \$6,897,058          | \$6,505,016           |
| Average option-adjusted duration, in years | 5.9                                |   | 5.8                      |   |                      |                       |

Proceeds received from sales of fixed maturities and equity securities, each determined using the specific identification method, and gross gains and gross losses realized as a result of those sales for each period were:

|                           | <b>Three Months Ended</b> |             | <b>Six Months Ended</b> |             |
|---------------------------|---------------------------|-------------|-------------------------|-------------|
|                           | <b>June 30, 2015</b>      | <b>2014</b> | <b>June 30, 2015</b>    | <b>2014</b> |
| Fixed maturity securities |                           |             |                         |             |
| Proceeds received         | \$165,201                 | \$46,309    | \$246,521               | \$99,249    |
| Gross gains realized      | 10,577                    | 2,600       | 12,231                  | 4,127       |
| Gross losses realized     | (1,282 )                  | (303 )      | (1,745 )                | (978 )      |
| Equity securities         |                           |             |                         |             |
| Proceeds received         | \$6,840                   | \$4,843     | \$20,809                | \$8,491     |
| Gross gains realized      | 596                       | 995         | 5,198                   | 1,474       |
| Gross losses realized     | (107 )                    | (64 )       | (117 )                  | (181 )      |



**Note 2 - Investments-(Continued)***Unrealized Gains and Losses on Fixed Maturities and Equity Securities*

Net unrealized gains and losses are computed as the difference between fair value and amortized cost for fixed maturities or cost for equity securities. The following table reconciles the net unrealized investment gains and losses, net of tax, included in accumulated other comprehensive income (loss), before the impact on deferred policy acquisition costs:

|   | <b>Three Months Ended</b> |             | <b>Six Months Ended</b> |             |
|---|---------------------------|-------------|-------------------------|-------------|
|   | <b>June 30,</b>           |             | <b>June 30,</b>         |             |
|   | <b>2015</b>               | <b>2014</b> | <b>2015</b>             | <b>2014</b> |
| Net unrealized investment gains (losses) on fixed maturity securities, net of tax |                           |             |                         |             |
| Beginning of period   | \$ 381,244                | \$ 238,854  | \$ 336,604              | \$ 146,489  |
| Change in unrealized investment gains and losses                                  | (122,709 )                | 80,577      | (77,223 )               | 173,802     |
| Reclassification of net realized investment (gains) losses to net income          | (3,708 )                  | (1,640 )    | (4,554 )                | (2,500 )    |
| End of period   | \$ 254,827                | \$ 317,791  | \$ 254,827              | \$ 317,791  |
| Net unrealized investment gains (losses) on equity securities, net of tax         |                           |             |                         |             |
| Beginning of period   | \$ 3,384                  | \$ 5,695    | \$ 6,988                | \$ 4,618    |
| Change in unrealized investment gains and losses                                  | (2,532 )                  | 2,865       | (3,190 )                | 4,178       |
| Reclassification of net realized investment (gains) losses to net income          | 2,547                     | (605 )      | (399 )                  | (841 )      |
| End of period   | \$ 3,399                  | \$ 7,955    | \$ 3,399                | \$ 7,955    |

*Offsetting of Assets and Liabilities*

The Company's derivative instruments (call options) are subject to enforceable master netting arrangements. Collateral support agreements associated with each master netting arrangement provide that the Company will receive or pledge financial collateral in the event minimum thresholds have been reached.

The following table presents the instruments that were subject to a master netting arrangement for the Company.

|                           | <b>Gross<br/>Amounts</b> | <b>Gross<br/>Amounts<br/>Offset in the<br/>Consolidated<br/>Balance<br/>Sheet</b> | <b>Net Amounts<br/>of Assets/<br/>Liabilities<br/>Presented<br/>in the<br/>Consolidated<br/>Balance<br/>Sheet</b> | <b>Gross Amounts Not Offset<br/>in the Consolidated<br/>Balance Sheet<br/>Cash<br/>Collateral<br/>Received</b> | <b>Net<br/>Amount</b> |         |
|---------------------------|--------------------------|---|---|--|-----------------------|---------|
| <b>June 30, 2015</b>      |                          |   |   |  |                       |         |
| Asset derivatives:        |                          |   |   |  |                       |         |
| Free-standing derivatives | \$1,946                  | -   | \$1,946   | -  | \$2,117               | \$(171) |
| <b>December 31, 2014</b>  |                          |   |   |  |                       |         |
| Asset derivatives:        |                          |   |   |  |                       |         |
| Free-standing derivatives | 2,458                    | -   | 2,458   | -  | 1,955                 | 503     |

**Note 2 - Investments-(Continued)**

*Deposits*

At June 30, 2015 and December 31, 2014, securities with a fair value of \$18,377 and \$18,361, respectively, were on deposit with governmental agencies as required by law in various states in which the insurance subsidiaries of HMEC conduct business. In addition, at June 30, 2015 and December 31, 2014, securities with a fair value of \$537,865 and \$539,235, respectively, were on deposit with the Federal Home Loan Bank of Chicago (“FHLB”) as collateral for amounts subject to funding agreements which were equal to \$500,000 at both of the respective dates. The deposited securities are included in fixed maturities on the Company’s Consolidated Balance Sheets.

**Note 3 - Fair Value of Financial Instruments**

The Company is required under GAAP to disclose estimated fair values for certain financial and nonfinancial assets and liabilities. Fair values of the Company’s insurance contracts other than annuity contracts are not required to be disclosed. However, the estimated fair values of liabilities under all insurance contracts are taken into consideration in the Company’s overall management of interest rate risk through the matching of investment maturities with amounts due under insurance contracts.

Information regarding the three-level hierarchy presented below and the valuation methodologies utilized by the Company to estimate fair values at a point in time is included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014, specifically in “Note 3 — Fair Value of Financial Instruments”.

**Note 3 - Fair Value of Financial Instruments-(Continued)***Financial Instruments Measured and Carried at Fair Value*

The following table presents the Company's fair value hierarchy for those assets and liabilities measured and carried at fair value on a recurring basis. At June 30, 2015, these Level 3 invested assets comprised 2.5% of the Company's total investment portfolio fair value.

|   | <b>Carrying<br/>Amount</b> | <b>Fair<br/>Value</b> | <b>Fair Value Measurements at<br/>Reporting Date Using</b> |                |                |
|---|----------------------------|-----------------------|--|----------------|----------------|
|   |                            |                       | <b>Level 1</b>   | <b>Level 2</b> | <b>Level 3</b> |
| <b>June 30, 2015</b>  |                            |                       |  |                |                |
| Financial Assets  |                            |                       |  |                |                |
| Investments   |                            |                       |  |                |                |
| Fixed maturities  |                            |                       |  |                |                |
| U.S. Government and federally sponsored agency obligations: |                            |                       |  |                |                |
| Mortgage-backed securities                                  | \$526,426                  | \$526,426             | \$-  | \$526,426      | \$-            |
| Other, including  |                            |                       |  |                |                |
| U.S. Treasury securities                                    | 602,587                    | 602,587               | 16,251   | 586,336        | -              |
| Municipal bonds   | 1,648,449                  | 1,648,449             | -  | 1,618,780      | 29,669         |
| Foreign government bonds                                    | 66,690                     | 66,690                | -  | 66,690         | -              |
| Corporate bonds   | 2,642,268                  | 2,642,268             | 10,207   | 2,559,337      | 72,724         |
| Other mortgage-backed securities                            | 1,410,638                  | 1,410,638             | -  | 1,325,938      | 84,700         |
| Total fixed maturities                                      | 6,897,058                  | 6,897,058             | 26,458   | 6,683,507      | 187,093        |
| Equity securities   | 99,318                     | 99,318                | 85,543   | 13,769         | 6              |
| Short-term investments                                      | 117,779                    | 117,779               | 117,779  | -              | -              |
| Other investments   | 11,946                     | 11,946                | -  | 11,946         | -              |
| Totals  | 7,126,101                  | 7,126,101             | 229,780  | 6,709,222      | 187,099        |
| Separate Account  |                            |                       |  |                |                |
| (variable annuity) assets (1)                               | 1,905,298                  | 1,905,298             | 1,905,298  | -              | -              |
| Financial Liabilities                                       |                            |                       |  |                |                |
| Other policyholder funds, embedded derivatives              | 26,719                     | 26,719                | -  | -              | 26,719         |
| <b>December 31, 2014</b>                                    |                            |                       |  |                |                |
| Financial Assets  |                            |                       |  |                |                |
| Investments   |                            |                       |  |                |                |
| Fixed maturities  |                            |                       |  |                |                |
| U.S. Government and federally sponsored agency obligations: |                            |                       |  |                |                |



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|   |           |           |           |           |         |
|---|-----------|-----------|-----------|-----------|---------|
| Mortgage-backed securities                        | \$535,726 | \$535,726 | \$-       | \$535,726 | \$-     |
| Other, including                                  |           |           |           |           |         |
| U.S. Treasury securities                          | 538,199   | 538,199   | 17,857    | 520,342   | -       |
| Municipal bonds                                   | 1,647,822 | 1,647,822 | -         | 1,634,194 | 13,628  |
| Foreign government bonds                          | 59,536    | 59,536    | -         | 59,536    | -       |
| Corporate bonds                                   | 2,834,749 | 2,834,749 | 10,524    | 2,749,508 | 74,717  |
| Other mortgage-backed securities                  | 1,277,058 | 1,277,058 | -         | 1,194,109 | 82,949  |
| Total fixed maturities                            | 6,893,090 | 6,893,090 | 28,381    | 6,693,415 | 171,294 |
| Equity securities                                 | 110,655   | 110,655   | 92,140    | 18,509    | 6       |
| Short-term investments                            | 142,039   | 142,039   | 142,039   | -         | -       |
| Other investments                                 | 12,458    | 12,458    | -         | 12,458    | -       |
| Totals  | 7,158,242 | 7,158,242 | 262,560   | 6,724,382 | 171,300 |
| Separate Account                                  |           |           |           |           |         |
| (variable annuity) assets (1)                     | 1,813,557 | 1,813,557 | 1,813,557 | -         | -       |
| Financial Liabilities                             |           |           |           |           |         |
| Other policyholder funds,<br>embedded derivatives | 20,049    | 20,049    | -         | -         | 20,049  |

(1) Separate Account (variable annuity) liabilities are set equal to Separate Account (variable annuity) assets.

**Note 3 - Fair Value of Financial Instruments-(Continued)**

The Company did not have any transfers between Levels 1 and 2 during the six months ended June 30, 2015. The following tables present reconciliations for the periods indicated for all Level 3 assets and liabilities measured at fair value on a recurring basis.

|  | <b>Financial Assets</b> |                        |   |                               |                          |              | <b>Financial Liabilities(1)</b> |
|--|-------------------------|------------------------|---|-------------------------------|--------------------------|--------------|---------------------------------|
|  | <b>Municipal Bonds</b>  | <b>Corporate Bonds</b> | <b>Other Mortgage-Backed Securities</b> | <b>Total Fixed Maturities</b> | <b>Equity Securities</b> | <b>Total</b> |                                 |
| Beginning balance, April 1, 2015       | \$ 13,885               | \$ 72,278              | \$ 72,594                               | \$ 158,757                    | \$ 6                     | \$ 158,763   | \$ 22,040                       |
| Transfers into Level 3 (2)             | 16,326                  | 3,834                  | 14,719                                  | 34,879                        | -                        | 34,879       | -                               |
| Transfers out of Level 3 (2)           | -                       | (1,350 )               | -                                       | (1,350 )                      | -                        | (1,350 )     | -                               |
| Total gains or losses                  |                         |                        |   |                               |                          |              |                                 |
| Net realized gains (losses)            |                         |                        |   |                               |                          |              |                                 |
| included in net income                 | -                       | -                      | -                                       | -                             | -                        | -            | (28 )                           |
| Net unrealized gains (losses)          |                         |                        |   |                               |                          |              |                                 |
| included in other comprehensive income | (485 )                  | (1,436 )               | (438 )                                  | (2,359 )                      | -                        | (2,359 )     | -                               |
| Purchases                              | -                       | -                      | -                                       | -                             | -                        | -            | -                               |
| Issuances                              | -                       | -                      | -                                       | -                             | -                        | -            | 4,948                           |
| Sales                                  | -                       | (476 )                 | -                                       | (476 )                        | -                        | (476 )       | -                               |
| Settlements                            | -                       | -                      | -                                       | -                             | -                        | -            | -                               |
| Paydowns, maturities and distributions | (57 )                   | (126 )                 | (2,175 )                                | (2,358 )                      | -                        | (2,358 )     | (241 )                          |
| Ending balance, June 30, 2015          | \$ 29,669               | \$ 72,724              | \$ 84,700                               | \$ 187,093                    | \$ 6                     | \$ 187,099   | \$ 26,719                       |
| Beginning balance, January 1, 2015     | \$ 13,628               | \$ 74,717              | \$ 82,949                               | \$ 171,294                    | \$ 6                     | \$ 171,300   | \$ 20,049                       |
| Transfers into Level 3 (2)             | 16,326                  | 5,729                  | 15,180                                  | 37,235                        | -                        | 37,235       | -                               |
| Transfers out of Level 3 (2)           | -                       | (1,350 )               | (9,664 )                                | (11,014 )                     | -                        | (11,014 )    | -                               |
| Total gains or losses                  |                         |                        |   |                               |                          |              |                                 |
| Net realized gains (losses)            |                         |                        |   |                               |                          |              |                                 |

|   |          |          |          |           |      |           |          |
|---|----------|----------|----------|-----------|------|-----------|----------|
| included in net income                    | -        | -        | -        | -         | -    | -         | (467 )   |
| Net unrealized gains<br>(losses)          |          |          |          |           |      |           |          |
| included in other<br>comprehensive income | (105 )   | (1,084 ) | (435 )   | (1,624 )  | -    | (1,624 )  | -        |
| Purchases                                 | -        | -        | -        | -         | -    | -         | -        |
| Issuances                                 | -        | -        | -        | -         | -    | -         | 7,912    |
| Sales                                     | -        | (476 )   | -        | (476 )    | -    | (476 )    | -        |
| Settlements                               | -        | -        | -        | -         | -    | -         | -        |
| Paydowns, maturities<br>and distributions | (180 )   | (4,812 ) | (3,330 ) | (8,322 )  | -    | (8,322 )  | (775 )   |
| Ending balance, June 30,<br>2015          | \$29,669 | \$72,724 | \$84,700 | \$187,093 | \$ 6 | \$187,099 | \$26,719 |

(1) Represents embedded derivatives, all related to the Company's fixed indexed annuity ("FIA") products, reported in Other Policyholder Funds in the Company's Consolidated Balance Sheets.

Transfers into and out of Level 3 during the three and six months ended June 30, 2015 and 2014 were attributable to changes in the availability of observable market information for individual fixed maturity securities. The Company's policy is to recognize transfers into and transfers out of the levels as having occurred at the end of the reporting period in which the transfers were determined.

## Note 3 - Fair Value of Financial Instruments-(Continued)

|  | Financial Assets |                 |                                  |                        |                   | Total      | Financial Liabilities(1) |
|--|------------------|-----------------|----------------------------------|------------------------|-------------------|------------|--------------------------|
|  | Municipal Bonds  | Corporate Bonds | Other Mortgage-Backed Securities | Total Fixed Maturities | Equity Securities |            |                          |
| Beginning balance, April 1, 2014                                     | \$ 12,779        | \$ 60,204       | \$ 52,551                        | \$ 125,534             | \$ 6              | \$ 125,540 | \$ 2,747                 |
| Transfers into Level 3 (2)   | -                | 12,452          | -                                | 12,452                 | -                 | 12,452     | -                        |
| Transfers out of Level 3 (2)   | -                | -               | -                                | -                      | -                 | -          | -                        |
| Total gains or losses  |                  |                 |                                  |                        |                   |            |                          |
| Net realized gains (losses) included in net income                   | -                | -               | (26 )                            | (26 )                  | -                 | (26 )      | 57                       |
| Net unrealized gains (losses) included in other comprehensive income | 337              | 1,546           | 108                              | 1,991                  | -                 | 1,991      | -                        |
| Purchases  | -                | -               | -                                | -                      | -                 | -          | -                        |
| Issuances  | -                | -               | -                                | -                      | -                 | -          | 4,121                    |
| Sales  | -                | -               | -                                | -                      | -                 | -          | -                        |
| Settlements  | -                | -               | -                                | -                      | -                 | -          | -                        |
| Paydowns, maturities and distributions                               | (62 )            | (276 )          | (111 )                           | (449 )                 | -                 | (449 )     | (10 )                    |
| Ending balance, June 30, 2014  | \$ 13,054        | \$ 73,926       | \$ 52,522                        | \$ 139,502             | \$ 6              | \$ 139,508 | \$ 6,915                 |
| Beginning balance, January 1, 2014                                   | \$ 2,694         | \$ 60,826       | \$ 46,009                        | \$ 109,529             | \$ 6              | \$ 109,535 | \$ -                     |
| Transfers into Level 3 (2)   | 10,056           | 12,452          | 7,109                            | 29,617                 | -                 | 29,617     | -                        |
| Transfers out of Level 3 (2)   | -                | -               | (519 )                           | (519 )                 | -                 | (519 )     | -                        |
| Total gains or losses  |                  |                 |                                  |                        |                   |            |                          |
| Net realized gains (losses) included in net income                   | -                | -               | (26 )                            | (26 )                  | -                 | (26 )      | 69                       |
| Net unrealized gains (losses) included in other comprehensive income | 434              | 2,560           | 292                              | 3,286                  | -                 | 3,286      | -                        |
| Purchases  | -                | -               | -                                | -                      | -                 | -          | -                        |
| Issuances  | -                | -               | -                                | -                      | -                 | -          | 6,856                    |
| Sales  | -                | -               | -                                | -                      | -                 | -          | -                        |
| Settlements  | -                | -               | -                                | -                      | -                 | -          | -                        |
| Paydowns, maturities and distributions                               | (130 )           | (1,912 )        | (343 )                           | (2,385 )               | -                 | (2,385 )   | (10 )                    |

|                                  |           |           |           |            |      |            |          |
|----------------------------------|-----------|-----------|-----------|------------|------|------------|----------|
| Ending balance, June 30,<br>2014 | \$ 13,054 | \$ 73,926 | \$ 52,522 | \$ 139,502 | \$ 6 | \$ 139,508 | \$ 6,915 |
|----------------------------------|-----------|-----------|-----------|------------|------|------------|----------|

(1) Represents embedded derivatives, all related to the Company's FIA products, reported in Other Policyholder Funds in the Company's Consolidated Balance Sheets.

(2) Transfers into and out of Level 3 during the three and six months ended June 30, 2014 were attributable to changes in the availability of observable market information for individual fixed maturity securities. The Company's policy is to recognize transfers into and transfers out of the levels as having occurred at the end of the reporting period in which the transfers were determined.

At June 30, 2015 and 2014, there were no realized gains or losses included in earnings that were attributable to changes in the fair value of Level 3 assets still held. For the three and six months ended June 30, 2015, realized gains/(losses) of \$28 and \$467, respectively, were included in earnings that were attributable to the changes in the fair value of Level 3 liabilities (embedded derivatives) still held; for the three and six months ended June 30, 2014, the respective amounts were \$(57) and \$(69).

**Note 3 - Fair Value of Financial Instruments-(Continued)**

The valuation techniques and significant unobservable inputs used in the fair value measurement for financial assets classified as Level 3 are subject to the control processes as described in “Note 3 — Fair Value of Financial Instruments — Investments” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014. Generally, valuation for fixed maturity securities include spread pricing, matrix pricing and discounted cash flow methodologies; include inputs such as quoted prices for identical or similar securities that are less liquid; and are based on lower levels of trading activity than securities classified as Level 2. The valuation techniques and significant unobservable inputs used in the fair value measurement for equity securities classified as Level 3 use similar valuation techniques and significant unobservable inputs as fixed maturities.

The sensitivity of the estimated fair values to changes in the significant unobservable inputs for fixed maturities and equity securities included in Level 3 generally relate to interest rate spreads, illiquidity premiums and default rates. Significant spread widening in isolation will adversely impact the overall valuation, while significant spread tightening will lead to substantial valuation increases. Significant increases (decreases) in illiquidity premiums in isolation will result in substantially lower (higher) valuations. Significant increases (decreases) in expected default rates in isolation will result in substantially lower (higher) valuations.

*Financial Instruments Not Carried at Fair Value; Disclosure Required*

The Company has various other financial assets and financial liabilities used in the normal course of business that are not carried at fair value, but for which fair value disclosure is required. The following table presents the carrying value, fair value and fair value hierarchy of these financial assets and financial liabilities.

|  | Carrying<br>Amount | Fair<br>Value | Fair Value Measurements at<br>Reporting Date Using |         |           |
|--|--------------------|---------------|--|---------|-----------|
|  |                    |               | Level 1  | Level 2 | Level 3   |
| <b>June 30, 2015</b>   |                    |               |  |         |           |
| Financial Assets   |                    |               |  |         |           |
| Investments  |                    |               |  |         |           |
| Other investments  | \$146,988          | \$151,416     | \$-  | \$-     | \$151,416 |
| Financial Liabilities  |                    |               |  |         |           |
| Fixed annuity contract liabilities                                 | 3,928,353          | 3,841,621     | -  | -       | 3,841,621 |
| Policyholder account balances on interest-sensitive life contracts | 77,067             | 81,095        | -  | -       | 81,095    |
| Other policyholder funds   | 582,570            | 582,570       | -  | 500,081 | 82,489    |
| Short-term debt  | 113,000            | 113,000       | -  | 113,000 | -         |
| Long-term debt   | 124,969            | 129,750       | 129,750  | -       | -         |

**December 31, 2014**

## Financial Assets

## Investments

|                   |            |            |     |     |            |
|-------------------|------------|------------|-----|-----|------------|
| Other investments | \$ 145,409 | \$ 149,792 | \$- | \$- | \$ 149,792 |
|-------------------|------------|------------|-----|-----|------------|

## Financial Liabilities

|                                    |           |           |   |   |           |
|------------------------------------|-----------|-----------|---|---|-----------|
| Fixed annuity contract liabilities | 3,774,457 | 3,691,123 | - | - | 3,691,123 |
|------------------------------------|-----------|-----------|---|---|-----------|

## Policyholder account balances on

|                                   |        |        |   |   |        |
|-----------------------------------|--------|--------|---|---|--------|
| interest-sensitive life contracts | 77,415 | 81,461 | - | - | 81,461 |
|-----------------------------------|--------|--------|---|---|--------|

|                          |         |         |   |         |        |
|--------------------------|---------|---------|---|---------|--------|
| Other policyholder funds | 586,689 | 586,689 | - | 500,080 | 86,609 |
|--------------------------|---------|---------|---|---------|--------|

|                 |        |        |   |        |   |
|-----------------|--------|--------|---|--------|---|
| Short-term debt | 38,000 | 38,000 | - | 38,000 | - |
|-----------------|--------|--------|---|--------|---|

|                |         |         |         |   |   |
|----------------|---------|---------|---------|---|---|
| Long-term debt | 199,939 | 209,495 | 209,495 | - | - |
|----------------|---------|---------|---------|---|---|

**Note 4 - Debt**

Indebtedness outstanding was as follows:

|  | <b>June 30,<br/>2015</b> | <b>December 31,<br/>2014</b> |
|--|--------------------------|------------------------------|
| Short-term debt:   |                          |                              |
| Bank Credit Facility, expires July 30, 2019  | \$ 113,000               | \$ 38,000                    |
| Long-term debt, current and noncurrent (1):  |                          |                              |
| 6.05% Senior Notes, due June 15, 2015. Aggregate principal amount of \$75,000 less unaccrued discount of \$0 and \$11 (6.1% imputed rate)    | -                        | 74,989                       |
| 6.85% Senior Notes, due April 15, 2016. Aggregate principal amount of \$125,000 less unaccrued discount of \$31 and \$50 (6.9% imputed rate) | 124,969                  | 124,950                      |
| Total  | \$237,969                | \$ 237,939                   |

(1) The Company designates debt obligations as “long-term” based on maturity date at issuance.

The Credit Agreement with Financial Institutions (“Bank Credit Facility”), 6.05% Senior Notes due 2015 (“Senior Notes due 2015”) and 6.85% Senior Notes due 2016 (“Senior Notes due 2016”) are described in “Notes to Consolidated Financial Statements — Note 5 — Debt” of the Company’s Annual Report on Form 10-K for the year ended December 31, 2014.

*Maturity of Senior Notes due 2015*

On June 15, 2015, the Senior Notes due 2015 matured and the Company repaid the \$75,000 aggregate principal amount utilizing \$75,000 of additional borrowing under the existing Bank Credit Facility.

*Debt Retirement Charges*



The repayment of the Senior Notes due 2015 resulted in no pretax charges to income for the three and six months ended June 30, 2015.

*Universal Shelf Registration*

To provide additional capital management flexibility, the Company filed a “universal shelf” registration on Form S-3 with the SEC on March 12, 2015. The registration statement, which registered the offer and sale by the Company from time to time of an indeterminate amount of various securities, which may include debt securities, common stock, preferred stock, depositary shares, warrants, delayed delivery contracts and/or units that include any of these securities, was automatically effective on March 12, 2015. Unless withdrawn by the Company earlier, this registration statement will remain effective through March 12, 2018. No securities associated with the registration statement have been issued as of the date of this Quarterly Report on Form 10-Q. In addition to the Form S-3 entry to the capital markets, HMEC met the requirements of a “well-known seasoned issuer”, as defined by the SEC, as of December 31, 2014.

**Note 5 - Reinsurance**

The Company recognizes the cost of reinsurance premiums over the contract periods for such premiums in proportion to the insurance protection provided. Amounts recoverable from reinsurers for unpaid claims and claim settlement expenses, including estimated amounts for unsettled claims, claims incurred but not yet reported and policy benefits, are estimated in a manner consistent with the insurance liability associated with the policy. The effects of reinsurance on premiums written and contract deposits; premiums and contract charges earned; and benefits, claims and settlement expenses were as follows:

|  | <b>Gross<br/>Amount</b> | <b>Ceded to<br/>Other<br/>Companies</b> | <b>Assumed<br/>from Other<br/>Companies</b> | <b>Net<br/>Amount</b> |
|--|-------------------------|---|---|-----------------------|
| <b>Three months ended June 30, 2015</b>  |                         |   |   |                       |
| Premiums written and contract deposits   | \$324,597               | \$ 6,184                                | \$ 981                                      | \$319,394             |
| Premiums and contract charges earned     | 187,809                 | 6,332                                   | 899   | 182,376               |
| Benefits, claims and settlement expenses | 140,038                 | 7,793                                   | 694   | 132,939               |
| <b>Three months ended June 30, 2014</b>  |                         |   |   |                       |
| Premiums written and contract deposits   | \$298,163               | \$ 6,712                                | \$ 942                                      | \$292,393             |
| Premiums and contract charges earned     | 185,169                 | 6,893                                   | 862   | 179,138               |
| Benefits, claims and settlement expenses | 129,163                 | 2,684                                   | 679   | 127,158               |
| <b>Six months ended June 30, 2015</b>    |                         |   |   |                       |
| Premiums written and contract deposits   | \$635,644               | \$ 12,308                               | \$ 1,793                                    | \$625,129             |
| Premiums and contract charges earned     | 373,005                 | 12,647                                  | 1,757                                       | 362,115               |
| Benefits, claims and settlement expenses | 255,878                 | 10,363                                  | 1,443                                       | 246,958               |
| <b>Six months ended June 30, 2014</b>    |                         |   |   |                       |
| Premiums written and contract deposits   | \$564,600               | \$ 13,343                               | \$ 1,411                                    | \$552,668             |
| Premiums and contract charges earned     | 366,902                 | 13,786                                  | 1,425                                       | 354,541               |
| Benefits, claims and settlement expenses | 244,040                 | 6,129                                   | 1,235                                       | 239,146               |

**Note 6 - Commitments***Investment Commitments*

From time to time, the Company has outstanding commitments to purchase investments and/or commitments to lend funds under bridge loans. Unfunded commitments were as follows:

|                               | <b>June 30,<br/>2015</b> | <b>December 31,<br/>2014</b> |
|-------------------------------|--------------------------|------------------------------|
| Outstanding commitments to:   |                          |                              |
| Purchase investments          | \$29,472                 | \$ 39,689                    |
| Lend funds under bridge loans | 10,412                   | 10,567                       |
| Total                         | \$39,884                 | \$ 50,256                    |

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**Note 7 - Segment Information**

The Company conducts and manages its business through four segments. The three operating segments, representing the major lines of insurance business, are: property and casualty insurance, primarily personal lines automobile and homeowners products; retirement annuity products, primarily tax-qualified fixed and variable deposits; and life insurance. The Company does not allocate the impact of corporate-level transactions to the insurance segments, consistent with the basis for management's evaluation of the results of those segments, but classifies those items in the fourth segment, corporate and other. In addition to ongoing transactions such as corporate debt service, realized investment gains and losses and certain public company expenses, such items have also included corporate debt retirement costs/gains, when applicable. Summarized financial information for these segments is as follows:

|  | <b>Three Months Ended<br/>June 30,</b> |                              | <b>Six Months Ended<br/>June 30,</b> |           |
|--|--|------------------------------|--------------------------------------|-----------|
|  | 2015                                   | 2014                         | 2015                                 | 2014      |
| Insurance premiums and contract charges earned |  |                              |                                      |           |
| Property and casualty                          | \$147,657                              | \$144,658                    | \$294,406                            | \$288,550 |
| Annuity  | 6,516                                  | 6,453                        | 12,739                               | 12,377    |
| Life   | 28,203                                 | 28,027                       | 54,970                               | 53,614    |
| Total  | \$182,376                              | \$179,138                    | \$362,115                            | \$354,541 |
| Net investment income                          |  |                              |                                      |           |
| Property and casualty                          | \$9,007                                | \$9,455                      | \$18,440                             | \$18,740  |
| Annuity  | 57,183                                 | 54,338                       | 113,575                              | 110,195   |
| Life   | 18,022                                 | 17,842                       | 35,730                               | 35,976    |
| Corporate and other                            | 6                                      | 2                            | 12                                   | 4         |
| Intersegment eliminations                      | (223 )                                 | (232 )                       | (449 )                               | (466 )    |
| Total  | \$83,995                               | \$81,405                     | \$167,308                            | \$164,449 |
| Net income (loss)                              |  |                              |                                      |           |
| Property and casualty                          | \$3,244                                | \$4,895                      | \$20,867                             | \$18,922  |
| Annuity  | 11,747                                 | 11,573                       | 24,257                               | 23,812    |
| Life   | 3,643                                  | 5,015                        | 7,028                                | 8,897     |
| Corporate and other                            | (2,451 )                               | (1,031 )                     | (1,694 )                             | (2,813 )  |
| Total  | \$16,183                               | \$20,452                     | \$50,458                             | \$48,818  |
|  | <b>June 30,<br/>2015</b>               | <b>December 31,<br/>2014</b> |                                      |           |
| Assets   |  |                              |                                      |           |
| Property and casualty                          | \$1,110,927                            | \$1,107,962                  |                                      |           |
| Annuity  | 6,860,029                              | 6,683,473                    |                                      |           |
| Life   | 1,886,005                              | 1,858,150                    |                                      |           |

|                           |             |             |
|---------------------------|-------------|-------------|
| Corporate and other       | 143,281     | 155,678     |
| Intersegment eliminations | (30,702 )   | (36,736 )   |
| Total                     | \$9,969,540 | \$9,768,527 |

**NOTE 8 - Derivative Instruments**

In February 2014, the Company began offering fixed indexed annuity (“FIA”) products, which are deferred fixed annuities that guarantee the return of principal to the contractholder and credit interest based on a percentage of the gain in a specified market index. When fixed indexed annuity deposits are received, a portion of the deposit is used to purchase derivatives consisting of call options on the applicable market indices to fund the index credits due to fixed indexed annuity contractholders. For the Company, substantially all such call options are one-year options purchased to match the funding requirements of the underlying contracts. The call options are carried at fair value with the change in fair value included in Net Realized Investment Gains (Losses), a component of revenues, in the Consolidated Statements of Operations. The change in fair value of derivatives includes the gains or losses recognized at the expiration of the option term or early termination and the changes in fair value for open positions. On the respective anniversary dates of the indexed deposits, the index used to compute the annual index credit is reset and new one-year call options are purchased to fund the next annual index credit. The cost of these purchases is managed through the terms of the fixed indexed annuities, which permit changes to index return caps, participation rates and/or asset fees, subject to guaranteed minimums on each contract’s anniversary date. By adjusting the index return caps, participation rates or asset fees, crediting rates generally can be managed except in cases where the contractual features would prevent further modifications.

The Company carries all derivative instruments as assets or liabilities in the Consolidated Balance Sheets at fair value. The Company elected to not use hedge accounting for derivative transactions related to the FIA products. As a result, the Company records the purchased call options and the embedded derivative related to the provision of a contingent return at fair value, with changes in the fair value of the derivatives recognized immediately in the Consolidated Statements of Operations. The fair values of derivative instruments, including derivative instruments embedded in fixed indexed annuity contracts, presented in the Consolidated Balance Sheets were as follows:

|  | <b>June 30,<br/>2015</b> | <b>December 31,<br/>2014</b> |
|--|--------------------------|------------------------------|
| <b>Assets</b>  |                          |                              |
| Derivative instruments, included in Short-term and Other Investments                 | \$1,946                  | \$ 2,458                     |
| <b>Liabilities</b>   |                          |                              |
| Fixed indexed annuities - embedded derivatives, included in Other Policyholder Funds | 26,719                   | 20,049                       |

The changes in fair value of derivatives included in the Consolidated Statements of Operations were as follows:

| <b>Three Months Ended<br/>June 30,</b> | <b>Six Months Ended<br/>June 30,</b> |
|--|--------------------------------------|
|--|--------------------------------------|

|   | <b>2015</b> | <b>2014</b> | <b>2015</b> | <b>2014</b> |
|---|-------------|-------------|-------------|-------------|
| Change in fair value of derivatives (1):      |             |             |             |             |
| Revenues                                      |             |             |             |             |
| Net realized investment gains (losses)        | \$ (402 )   | \$ 77       | \$ (607 )   | \$ 91       |
| Change in fair value of embedded derivatives: |             |             |             |             |
| Revenues                                      |             |             |             |             |
| Net realized investment gains (losses)        | 28          | (57 )       | 467         | (69 )       |

(1) Includes the gains or losses recognized at the expiration of the option term or early termination and the changes in fair value for open options.

**NOTE 8 - Derivative Instruments-(Continued)**

The Company's strategy attempts to mitigate any potential risk of loss under these agreements through a regular monitoring process, which evaluates the program's effectiveness. The Company is exposed to risk of loss in the event of nonperformance by the counterparties and, accordingly, option contracts are purchased from multiple counterparties, which are evaluated for creditworthiness prior to purchase of the contracts. All of these options have been purchased from nationally recognized financial institutions with a Standard and Poor's/Moody's long-term credit rating of "BBB+"/"Baa1" or higher at the time of purchase and the maximum credit exposure to any single counterparty is subject to concentration limits. The Company also obtains credit support agreements that allow it to request the counterparty to provide collateral when the fair value of the exposure to the counterparty exceeds specified amounts.

The notional amount and fair value of call options by counterparty and each counterparty's long-term credit ratings were as follows:

| Counterparty                | June 30, 2015        |         | Notional<br>Amount | Fair<br>Value | December 31, 2014  |               |
|-----------------------------|----------------------|---------|--------------------|---------------|--------------------|---------------|
|                             | Credit<br>Rating (1) | Moody's |                    |               | Notional<br>Amount | Fair<br>Value |
| Bank of America, N.A.       | A                    | A1      | \$17,000           | \$269         | \$8,700            | \$439         |
| Barclays Bank PLC           | A-                   | A2      | 5,000              | 72            | 5,000              | 70            |
| Citigroup Inc.              | A-                   | Baa1    | 4,200              | 48            | -                  | -             |
| Credit Suisse International | A                    | A1      | 21,300             | 646           | 27,500             | 1,193         |
| Societe Generale            | A                    | A2      | 50,100             | 911           | 25,400             | 756           |
| Total                       |                      |         | \$97,600           | \$1,946       | \$66,600           | \$2,458       |

(1) As assigned by Standard & Poor's Corporation ("S&P") and Moody's Investors Service, Inc. ("Moody's").

As of June 30, 2015 and December 31, 2014, the Company held \$2,117 and \$1,955, respectively, of cash received from counterparties for derivative collateral, which is included in Other Liabilities on the Consolidated Balance Sheets. This derivative collateral limited the Company's maximum amount of economic loss due to credit risk that would be incurred if parties to the call options failed completely to perform according to the terms of the contracts to \$0 and \$503 at June 30, 2015 and December 31, 2014, respectively.



The future annual index credits on fixed indexed annuities are treated as a "series of embedded derivatives" over the expected life of the applicable contract. Call options are not purchased to fund the index liabilities which may arise after the next annuity deposit anniversary date. Call options and the related forward embedded options in the annuity contracts are carried at fair value.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS ("MD&A")

(Dollars in millions, except per share data)

### Forward-looking Information

Statements made in the following discussion that are not historical in nature are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995 and are subject to known and unknown risks, uncertainties and other factors. Horace Mann is not under any obligation to (and expressly disclaims any such obligation to) update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. It is important to note that the Company's actual results could differ materially from those projected in forward-looking statements due to a number of risks and uncertainties inherent in the Company's business. For additional information regarding risks and uncertainties, see "Item 1A. Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2014. That discussion includes factors such as:

- The impact that a prolonged economic recession may have on the Company's investment portfolio; volume of new business for automobile, homeowners, annuity and life products; policy renewal rates; and additional annuity contract deposit receipts.
- Fluctuations in the fair value of securities in the Company's investment portfolio and the related after tax effect on the Company's shareholders' equity and total capital through either realized or unrealized investment losses.
- Prevailing low interest rate levels, including the impact of interest rates on (1) the Company's ability to maintain appropriate interest rate spreads over minimum fixed rates guaranteed in the Company's annuity and life products, (2) the book yield of the Company's investment portfolio, (3) unrealized gains and losses in the Company's investment portfolio and the related after tax effect on the Company's shareholders' equity and total capital, (4) amortization of deferred policy acquisition costs and (5) capital levels of the Company's life insurance subsidiaries.
- The frequency and severity of events such as hurricanes, storms, earthquakes and wildfires, and the ability of the Company to provide accurate estimates of ultimate claim costs in its consolidated financial statements.
- The Company's risk exposure to catastrophe-prone areas. Based on full year 2014 property and casualty direct earned premiums, the Company's ten largest states represented 58% of the segment total. Included in this top ten group are certain states which are considered more prone to catastrophe occurrences: California, North Carolina, Texas, Florida, South Carolina and Louisiana.
- The ability of the Company to maintain a favorable catastrophe reinsurance program considering both availability and cost; and the collectibility of reinsurance receivables.
- Adverse changes in market appreciation, interest spreads, business persistency and policyholder mortality and morbidity rates and the resulting impact on both estimated reserves and the amortization of deferred policy acquisition costs.
- Adverse results from the assessment of the Company's goodwill asset requiring write off of the impaired portion.
- The Company's ability to refinance outstanding indebtedness or repurchase shares of the Company's common stock.

The Company's ability to (1) develop and expand its marketing operations, including agents and other points of distribution, and (2) maintain and secure access to educators, school administrators, principals and school business officials.

The effects of economic forces and other issues affecting the educator market including, but not limited to, federal, state and local budget deficits and cut-backs and adverse changes in state and local tax revenues. The effects of these forces can include, among others, teacher layoffs and early retirements, as well as individual concerns regarding employment and economic uncertainty.

The Company's ability to profitably expand its property and casualty business in highly competitive environments.

Changes in federal and state laws and regulations, which affect the relative tax and other advantages of the Company's life and annuity products to customers, including, but not limited to, changes in IRS regulations governing Section 403(b) plans and the U.S. Department of Labor's recent proposed rule defining who is a "fiduciary" of a qualified retirement plan.

Changes in public employee retirement programs as a result of federal and/or state level pension reform initiatives.

Changes in federal and state laws and regulations, which affect the relative tax advantage of certain investments or which affect the ability of debt issuers to declare bankruptcy or restructure debt.

The Company's ability to effectively implement new or enhanced information technology systems and applications.

## Executive Summary

Horace Mann Educators Corporation ("HMEC"; and together with its subsidiaries, the "Company" or "Horace Mann") is an insurance holding company. Through its subsidiaries, HMEC markets and underwrites personal lines of property and casualty insurance, retirement annuities and life insurance in the U.S. The Company markets its products primarily to K-12 teachers, administrators and other employees of public schools and their families.

For the three months ended June 30, 2015, the Company's net income of \$16.2 million decreased \$4.2 million compared to the prior year, reflecting the impact of adverse weather on the property and casualty segment and an increase in life mortality costs, accompanied by a modest decrease in realized investment gains. After tax net realized investment gains of \$0.8 million were \$1.4 million less than a year earlier. For the property and casualty segment, net income of \$3.3 million decreased \$1.6 million compared to the second quarter of 2014. While current year-to-date automobile results are in line with the prior year, the second quarter did reflect an increase in physical damage severity of losses, while loss frequency remained relatively stable. Annuity segment net income of \$11.8 million for the current period increased \$0.3 million compared to the second quarter of 2014, despite the pressures of the interest rate environment. Unlocking of deferred policy acquisition costs had an immaterial impact on net income. Life segment net income of \$3.6 million decreased \$1.4 million compared to the second quarter of 2014.

For the six months ended June 30, 2015, the Company's net income of \$50.5 million increased \$1.7 million compared to the prior year, including an increase in realized investment gains. After tax net realized investment gains of \$4.8 million were \$1.5 million higher than a year earlier. For the property and casualty segment, net income of \$20.9 million increased \$2.0 million compared to the first half of 2014. The property and casualty combined ratio was 97.0% for the first six months of 2015, a 1.2 percentage point improvement compared to 98.2% for the same period in 2014, primarily reflecting continued improvement in current accident year non-catastrophe results for homeowners and stable automobile results on the same basis. Catastrophe losses increased in the current period, representing a \$1.2 million after tax decrease to net income compared to the first six months of 2014. Annuity segment net income of \$24.3 million for the current period increased \$0.5 million compared to the first six months of 2014, and despite the pressures of the interest rate environment the net interest margin increased 1%. Assets under management increased and disciplined crediting rate management continues. For the first six months of 2015 and 2014, unlocking of deferred policy acquisition costs had an immaterial impact on net income. Life segment net income of \$7.0 million decreased \$1.9 million compared to the first six months of 2014 primarily due to a higher level of mortality losses in the current period. In the first quarter of 2015, the Company recorded a reduction in incentive compensation expense due to the correction of an immaterial out-of-period adjustment. The majority of the cost reduction benefitted the property and casualty segment, increasing that segment's net income by approximately \$2 million and decreasing the combined ratio by approximately 1 percentage point for the six months ended June 30, 2015. The benefit to the annuity and life segments was approximately \$0.5 million after tax for each segment. See also "Notes to Consolidated Financial Statements — Note 1 — Basis of Presentation".

Premiums written and contract deposits increased 13% compared to the first six months of 2014 primarily due to an increase in the amount of annuity deposits received in the current period, as well as the favorable premium impact from increases in average premium per policy for both homeowners and automobile. Annuity deposits received were 30% greater than the prior year, including amounts related to the Company's 401(k) group annuity contract as further explained in "Results of Operations — Insurance Premiums and Contract Charges". Excluding this item, consolidated and annuity segment growth were 7% and 15%, respectively. Property and casualty segment premiums written increased 3% compared to the prior year. Life segment insurance premiums and contract deposits were comparable to the first half of 2014.

The Company's book value per share was \$31.73 at June 30, 2015, an increase of 1% compared to 12 months earlier. This increase reflected net income for the trailing 12 months partially offset by a decrease in net unrealized investment gains due to higher yields on intermediate and long maturity U.S. Treasury securities and wider credit spreads across most asset classes, the combination of which resulted in a decrease in net unrealized gains for the Company's holdings of fixed income and equity securities. At June 30, 2015, book value per share excluding investment fair value adjustments was \$26.30, representing a 7% increase compared to 12 months earlier.

## Critical Accounting Policies

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles (“GAAP”) requires the Company's management to make estimates and assumptions based on information available at the time the consolidated financial statements are prepared. These estimates and assumptions affect the reported amounts of the Company's consolidated assets, liabilities, shareholders' equity and net income. Certain accounting estimates are particularly sensitive because of their significance to the Company's consolidated financial statements and because of the possibility that subsequent events and available information may differ markedly from management's judgments at the time the consolidated financial statements were prepared. Management has discussed with the Audit Committee the quality, not just the acceptability, of the Company's accounting principles as applied in its financial reporting. The discussions generally included such matters as the consistency of the Company's accounting policies and their application, and the clarity and completeness of the Company's consolidated financial statements, which include related disclosures. For the Company, the areas most subject to significant management judgments include: fair value measurements, other-than-temporary impairment of investments, goodwill, deferred policy acquisition costs for annuity and interest-sensitive life products, liabilities for property and casualty claims and claim expenses, liabilities for future policy benefits, deferred taxes and valuation of assets and liabilities related to the defined benefit pension plan.

Compared to December 31, 2014, at June 30, 2015 there were no material changes to the accounting policies for the areas most subject to significant management judgments identified above. In addition to disclosures in “Notes to Consolidated Financial Statements” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014, discussion of accounting policies, including certain sensitivity information, was presented in “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies” in that Form 10-K.

**Results of Operations***Insurance Premiums and Contract Charges*

|  | <b>Six Months Ended</b> |             | <b>Change From</b> |                       |
|--|-------------------------|-------------|--------------------|-----------------------|
|  | <b>June 30,</b>         | <b>2014</b> | <b>Prior Year</b>  | <b>Percent Amount</b> |
|  | <b>2015</b>             |             |                    |                       |
| Insurance premiums written and contract deposits (includes annuity and life contract deposits) |                         |             |                    |                       |
| Property & casualty (1)  | \$ 293.0                | \$ 285.4    | 2.7 %              | \$ 7.6                |
| Annuity deposits   | 282.9                   | 218.3       | 29.6 %             | 64.6                  |
| Life   | 49.2                    | 49.0        | 0.4 %              | 0.2                   |
| Total  | \$ 625.1                | \$ 552.7    | 13.1 %             | \$ 72.4               |
| Insurance premiums and contract charges earned (excludes annuity and life contract deposits)   |                         |             |                    |                       |
| Property & casualty (1)  | \$ 294.4                | \$ 288.5    | 2.0 %              | \$ 5.9                |
| Annuity  | 12.7                    | 12.4        | 2.4 %              | 0.3                   |
| Life   | 55.0                    | 53.6        | 2.6 %              | 1.4                   |
| Total  | \$ 362.1                | \$ 354.5    | 2.1 %              | \$ 7.6                |

(1) Includes voluntary business and an immaterial amount of involuntary business. Voluntary business represents policies sold through the Company's marketing organization and issued under the Company's underwriting guidelines. Involuntary business consists of allocations of business from state mandatory insurance facilities and assigned risk business.

**Number of Policies and Contracts in Force**

(actual counts)

|                                   | <b>June 30,</b> | <b>December 31,</b> | <b>June 30,</b> |
|-----------------------------------|-----------------|---------------------|-----------------|
|                                   | <b>2015</b>     | <b>2014</b>         | <b>2014</b>     |
| Property and casualty (voluntary) |                 |                     |                 |
| Automobile                        | 482,563         | 480,702             | 480,120         |
| Property                          | 226,391         | 229,072             | 232,329         |
| Total                             | 708,954         | 709,774             | 712,449         |
| Annuity                           | 206,055         | 202,572             | 197,380         |
| Life                              | 200,654         | 200,867             | 200,134         |

For the three months ended June 30, 2015, the Company's premiums written and contract deposits of \$319.4 million increased \$27.0 million, or 9.2%, compared to the prior year, reflecting growth primarily in the Company's annuity segment.

For the first six months of 2015, the Company's premiums written and contract deposits of \$625.1 million increased \$72.4 million, or 13.1%, compared to the prior year, reflecting growth in each of the Company's three segments, led by the annuity segment. Changes in the Company's employee retirement savings plans which were effective beginning in 2015 led to \$31.2 million of the \$72.4 million increase for the six months; consolidated and annuity segment growth were 7.5% and 15.3%, respectively, excluding this item. The Company's premiums and contract charges earned increased \$3.3 million, or 1.8%, compared to the second quarter of 2014 and increased \$7.6 million, or 2.1%, compared to the six months ended June 30, 2014, primarily due to increases in average premium per policy for both homeowners and automobile.

Total property and casualty premiums written increased 2.7%, or \$7.6 million, in the first six months of 2015, compared to the prior year. Average written premium per policy for both automobile and homeowners increased compared to the prior year, with the impact partially offset by a reduced level of homeowners policies in force in the current period. For 2015, the Company's full year rate plan anticipates mid-single digit average rate increases (including states with no rate actions) for both automobile and homeowners; average approved rate changes during the first six months of 2015 were consistent with those plans at 4% for automobile and 6% for homeowners.

Based on policies in force, the current year voluntary automobile 12 month retention rate for new and renewal policies was 84.9% compared to 84.5% at June 30, 2014. The property 12 month new and renewal policy retention rate was 87.6% at June 30, 2015 compared to 88.8% at June 30, 2014. Although the property retention rate is modestly lower than 12 months earlier, the 2015 retention rates have been favorably impacted by the Company's focus on expanding the number of multiline customers and customer utilization of automatic payment plans, particularly for voluntary automobile business.

Voluntary automobile premiums written increased 4.0%, or \$7.5 million, compared to the first half of 2014. In the first six months of 2015, the average written premium per policy and average earned premium per policy each increased approximately 3% compared to a year earlier, which was augmented by the modest increase in policies in force. The number of educator policies increased more than the total policy count over the period and represented approximately 85% of the voluntary automobile policies in force at June 30, 2015 and 84% at both December 31, 2014 and June 30, 2014.

Homeowners premiums written decreased 0.2%, or \$0.2 million, compared to the first half of 2014. The average written premium per policy and average earned premium per policy increased approximately 2% and 4%, respectively, in the first half of 2015 compared to a year earlier. In addition, reduced catastrophe reinsurance costs benefitted the current period by approximately \$0.9 million. The number of educator policies declined less than the total homeowners policy count and represented approximately 81% of the homeowners policies in force at June 30, 2015, compared to approximately 80% and 79% at December 31, 2014 and June 30, 2014, respectively. The number of educator policies and total policies has been, and may continue to be, impacted by the Company's risk mitigation programs, including actions in catastrophe-prone coastal areas, involving policies of both educators and non-educators.

The Company continues to evaluate and implement actions to further mitigate its risk exposure in hurricane-prone areas, as well as other areas of the country. Such actions could include, but are not limited to, non-renewal of homeowners policies, restricted agent geographic placement, limitations on agent new business sales, further tightening of underwriting standards and increased utilization of third-party vendor products. In 2014 the Company initiated a program to further address homeowners profitability and hurricane exposure issues in Florida. The Company identified for non-renewal about 4,800 policies, approximately 95% of its December 31, 2013 Florida book of property business, starting with June 2014 policy effective dates. As of June 30, 2015, all of the policies in the non-renewal program had been terminated. While this program has impacted the overall policy in force count and premiums in the short-term, it is expected to reduce risk exposure concentration, reduce overall catastrophe



reinsurance costs and improve homeowners longer-term underwriting results. The Company continues to write policies for tenants in Florida. The Company also has authorized its agents to write certain third-party vendors' homeowners policies in Florida.

For the six months ended June 30, 2015, total annuity deposits received increased 29.6%, or \$64.6 million, compared to the prior year, including a 38.7% increase in recurring deposit receipts and a 22.7% increase in single premium and rollover deposit receipts. In addition to external contractholder deposits, annuity new recurring deposits include contributions and transfers by Horace Mann's employees into the Company's 401(k) group annuity contract. And, included in the current six month increase is \$31.2 million attributable to changes in the Company's employee retirement saving plans, representing 14.3 percentage points of the current period increase. The majority of the \$31.2 million 401(k) related increase was due to employees' elections to rollover amounts from a previously terminated, fully funded defined contribution plan third-party investment vehicle into their 401(k) accounts. The Company's employee retirement savings plans are described in "Notes to Consolidated Financial Statements — Note 9 — Pension Plans and Other Postretirement Benefits" in the Company's Annual Report on Form 10-K for the year ended December 31, 2014. Note that deposits into the Company's employee 401(k) group annuity contract are not reported as "sales".

As further described in "Sales" below, the Company's fixed indexed annuity contract contributed to the favorable result in 2015. In the first six months of 2015, new deposits to fixed accounts of \$187.6 million increased 24.6%, or \$37.0 million, and new deposits to variable accounts of \$95.3 million increased 40.8%, or \$27.6 million, compared to the prior year.

Total annuity accumulated value on deposit of \$6.0 billion at June 30, 2015 increased 7.3% compared to a year earlier, reflecting the increase from new deposits received as well as favorable retention and financial market performance. Accumulated value retention for the variable annuity option was 94.0% and 94.1% for the 12 month periods ended June 30, 2015 and 2014, respectively; fixed annuity retention was 94.7% and 94.9% for the respective periods.

Variable annuity accumulated balances of \$1.9 billion at June 30, 2015 increased 5.0% compared to June 30, 2014, reflecting favorable financial market performance over the 12 months (driven primarily by equity securities) and net positive cash flows partially offset by net balances transferred from the variable account option to the guaranteed interest rate fixed account option. Annuity segment contract charges earned increased 2.4%, or \$0.3 million, compared to the first six months of 2014.

Life segment premiums and contract deposits for the first six months of 2015 increased 0.4%, or \$0.2 million, compared to the prior year, primarily due to the favorable impact of new business growth. The ordinary life insurance in force lapse ratio was 4.1% for both the 12 months ended June 30, 2015 and June 30, 2014.

## Sales

For the first six months of 2015, property and casualty new annualized sales premiums increased 4.8% compared to the first half of 2014, as 4.3%, or \$1.6 million, growth in new automobile sales was accompanied by growth in homeowners sales of 6.8%, or \$0.5 million, compared to the prior year.

For sales by Horace Mann's agency force, the Company's annuity new business levels continued to benefit from agent training and marketing programs, which focus on retirement planning, and build on the positive results produced in recent years resulting in a 23.0% increase compared to the first half of 2014. Sales from the independent agent distribution channel, which represent approximately 10% of total annuity sales and are largely single premium and rollover annuity deposits, increased 6.9% compared to a year earlier. As a result, total Horace Mann annuity sales from the combined distribution channels increased 21.0% compared to the six months ended June 30, 2014, including continued growth in sales of the Company's fixed indexed annuity product as described below. Overall, the Company's new recurring deposit business (measured on an annualized basis at the time of sale, compared to the reporting of new contract deposits which are recorded when cash is received) increased 9.6% compared to the first half of 2014, and single premium and rollover deposits increased 22.8% compared to the prior year. In February 2014, the Company expanded its annuity product portfolio by introducing a fixed indexed annuity contract. This new product has been well received by the Company's customers and represented approximately one-third of total annuity sales for the first six months of 2015, largely single premium and rollover deposits. Previously, the Company had entered into third-party vendor agreements to offer an indexed annuity product underwritten by the third parties.

The Company's introduction of new educator-focused portfolios of term and whole life products in recent years, including a single premium whole life product, has contributed to the overall increase in sales of proprietary life products over the last few years. For the six months ended June 30, 2015, sales of Horace Mann's proprietary life insurance products totaled \$4.8 million, representing a decrease of 4.0%, or \$0.2 million, due to variability of sales levels for the single premium product compared to the prior year.

## Distribution System

At June 30, 2015, there was a combined total of 703 Exclusive Agencies and Employee Agents, compared to 755 at December 31, 2014 and 707 at June 30, 2014. The Company continues to expect higher quality standards for agents and agencies focused on improving both customer experiences and agent productivity. The dedicated sales force is supported by the Company's Customer Contact Center.

As mentioned above, the Company also utilizes a nationwide network of Independent Agents who comprise an additional distribution channel for the Company's 403(b) tax-qualified annuity products. The Independent Agent

distribution channel included 489 authorized agents at June 30, 2015. During the first six months of 2015, this channel generated \$18.6 million in annualized new annuity sales for the Company compared to \$17.4 million for the first six months of 2014, with the new business primarily comprised of single and rollover deposit business in both periods.

### *Net Investment Income*

For the three months ended June 30, 2015, pretax investment income of \$84.0 million increased 3.2%, or \$2.6 million, (2.9%, or \$1.6 million, after tax) compared to the prior year. Pretax investment income of \$167.3 million for the six months ended June 30, 2015 increased 1.8%, or \$2.9 million, (1.6%, or \$1.8 million, after tax) compared to the prior year. The increase reflected growth in the size of the average investment portfolio on an amortized cost basis and continued strong performance in the fixed maturity and alternative investment portfolios, partially offset by a decline in the average portfolio yield. Average invested assets increased 5.2% over the 12 months ended June 30, 2015. The average pretax yield on the investment portfolio was 5.20% (3.49% after tax) for the first six months of 2015, compared to the pretax yield of 5.38% (3.61% after tax) a year earlier. During the first six months of 2015, management continued to identify and secure investments, including a modest level of alternative investments, with attractive risk-adjusted yields without venturing into asset classes or individual securities that would be inconsistent with the Company's overall conservative investment guidelines.

### *Net Realized Investment Gains and Losses*

For the three months ended June 30, 2015, net realized investment gains (pretax) were \$1.4 million compared to realized investment gains of \$3.5 million in the same period in the prior year. For the six months, net realized investment gains (pretax) were \$7.5 million compared to net realized investment gains of \$5.2 million in the prior year. The net gains and losses in both periods were realized primarily from ongoing investment portfolio management activity and, when determined, the recording of impairment write-down charges.

For the first half of 2015, the Company's net realized investment gains of \$7.5 million included \$23.6 million of gross gains realized on security sales and calls partially offset by \$3.1 million of realized losses on securities that were disposed of during the six months and \$13.0 million of impairment charges recorded largely on Puerto Rico and energy sector fixed maturity securities and one unrelated equity security. Of those impairment charges, \$10.7 million was recorded in the second quarter of 2015.

For the first half of 2014, the Company's net realized investment gains of \$5.2 million included \$6.9 million of gross gains realized on security sales and calls partially offset by \$1.2 million of realized losses on securities that were disposed of during the six months, primarily municipal securities, and \$0.5 million of impairment charges recorded on five securities.

The Company, from time to time, sells securities subsequent to the balance sheet date that were considered temporarily impaired at the balance sheet date. Such sales are due to issuer-specific events occurring subsequent to the balance sheet date that result in a change in the Company's intent to sell an invested asset.



## Fixed Maturity Securities and Equity Securities Portfolios

The table below presents the Company's fixed maturity securities and equity securities portfolios by major asset class, including the ten largest sectors of the Company's corporate bond holdings (based on fair value). Compared to December 31, 2014, yields on intermediate and long maturity U.S. Treasury securities increased and credit spreads were wider across most asset classes during the first six months of 2015, the combination of which resulted in a decrease in net unrealized gains for virtually all classes of the Company's fixed maturity securities holdings.

|  | June 30, 2015     |            |                        |                                   |
|--|-------------------|------------|------------------------|-----------------------------------|
|  | Number of Issuers | Fair Value | Amortized Cost or Cost | Pretax Net Unrealized Gain (Loss) |
| Fixed maturity securities                        |                   |            |                        |                                   |
| Corporate bonds                                  |                   |            |                        |                                   |
| Banking and Finance                              | 84                | \$517.2    | \$ 484.2               | \$ 33.0                           |
| Energy   | 66                | 253.1      | 233.0                  | 20.1                              |
| Insurance  | 48                | 231.6      | 208.6                  | 23.0                              |
| Utilities  | 35                | 180.6      | 156.3                  | 24.3                              |
| Real estate                                      | 35                | 167.8      | 158.6                  | 9.2                               |
| Technology                                       | 34                | 167.3      | 163.6                  | 3.7                               |
| Telecommunications                               | 27                | 142.0      | 136.0                  | 6.0                               |
| Transportation                                   | 28                | 139.3      | 132.5                  | 6.8                               |
| Broadcasting and Media                           | 33                | 114.7      | 105.0                  | 9.7                               |
| Metal and Mining                                 | 17                | 110.2      | 108.9                  | 1.3                               |
| All Other Corporates (1)                         | 192               | 618.6      | 584.3                  | 34.3                              |
| Total corporate bonds                            | 599               | 2,642.4    | 2,471.0                | 171.4                             |
| Mortgage-backed securities                       |                   |            |                        |                                   |
| U.S. Government and federally sponsored agencies |                   |            |                        |                                   |
| Commercial (2)                                   | 56                | 213.3      | 213.1                  | 0.2                               |
| Other  | 24                | 48.1       | 45.8                   | 2.3                               |
| Municipal bonds (3)                              | 540               | 1,648.4    | 1,511.1                | 137.3                             |
| Government bonds                                 |                   |            |                        |                                   |
| U.S.   | 9                 | 602.6      | 590.5                  | 12.1                              |
| Foreign  | 11                | 66.7       | 59.5                   | 7.2                               |
| Collateralized debt obligations (4)              | 99                | 583.2      | 578.8                  | 4.4                               |
| Asset-backed securities                          | 102               | 566.0      | 554.7                  | 11.3                              |
| Total fixed maturity securities                  | 1,822             | \$6,897.1  | \$ 6,505.0             | \$ 392.1                          |
| Equity securities                                |                   |            |                        |                                   |
| Non-redeemable preferred stocks                  | 9                 | \$15.7     | \$ 16.2                | \$ (0.5 )                         |
| Common stocks                                    | 165               | 65.0       | 57.9                   | 7.1                               |
| Closed-end fund                                  | 1                 | 18.6       | 20.0                   | (1.4 )                            |

|                         |       |           |            |          |
|-------------------------|-------|-----------|------------|----------|
| Total equity securities | 175   | \$99.3    | \$ 94.1    | \$ 5.2   |
| Total                   | 1,997 | \$6,996.4 | \$ 6,599.1 | \$ 397.3 |

The All Other Corporates category contains 19 additional industry classifications. Health care, consumer products, (1) food and beverage, natural gas, retail, and gaming represented \$449.2 million of fair value at June 30, 2015, with the remaining 13 classifications each representing less than \$33 million.

(2) At June 30, 2015, 100% were investment grade, with an overall credit rating of AA, and the positions were well diversified by property type, geography and sponsor.

Holdings are geographically diversified, approximately 48% are tax-exempt and 80% are revenue bonds tied to (3) essential services, such as mass transit, water and sewer. The overall credit quality of the municipal bond portfolio was AA- at June 30, 2015.

(4) Based on fair value, 97.0% of the collateralized debt obligation securities were rated investment grade by Standard and Poor's Corporation ("S&P") and/or Moody's Investors Service, Inc. ("Moody's") at June 30, 2015.



At June 30, 2015, the Company's diversified fixed maturity securities portfolio consisted of 2,273 investment positions, issued by 1,822 entities, and totaled approximately \$6.9 billion in fair value. This portfolio was 96.7% investment grade, based on fair value, with an average quality rating of A. The Company's investment guidelines generally limit single corporate issuer concentrations to 0.5% of invested assets for "AA" or "AAA" rated securities, 0.35% of invested assets for "A" or "BBB" rated securities, and 0.2% of invested assets for non-investment grade securities.

The following table presents the composition and value of the Company's fixed maturity securities and equity securities portfolios by rating category. At June 30, 2015, 95.8% of these combined portfolios were investment grade, based on fair value, with an overall average quality rating of A. The Company has classified the entire fixed maturity securities and equity securities portfolios as available for sale, which are carried at fair value.

### Rating of Fixed Maturity Securities and Equity Securities (1)

(Dollars in millions)

|                                  | Percent of Portfolio                  |                  | June 30, 2015 |                           |
|----------------------------------|---------------------------------------|------------------|---------------|---------------------------|
|                                  | Fair Value<br>December<br>31,<br>2014 | June 30,<br>2015 | Fair<br>Value | Amortized<br>Cost or Cost |
| <b>Fixed maturity securities</b> |                                       |                  |               |                           |
| AAA                              | 6.8 %                                 | 7.1 %            | \$490.3       | \$ 476.6                  |
| AA (2)                           | 36.5                                  | 36.6             | 2,522.9       | 2,368.0                   |
| A                                | 24.5                                  | 25.7             | 1,771.6       | 1,646.6                   |
| BBB                              | 28.5                                  | 27.3             | 1,885.4       | 1,784.0                   |
| BB                               | 1.9                                   | 1.7              | 115.5         | 113.9                     |
| B                                | 1.4                                   | 1.1              | 78.8          | 79.1                      |
| CCC or lower                     | 0.1                                   | 0.2              | 12.2          | 16.5                      |
| Not rated (3)                    | 0.3                                   | 0.3              | 20.4          | 20.3                      |
| Total fixed maturity securities  | 100.0 %                               | 100.0 %          | \$6,897.1     | \$ 6,505.0                |
| <b>Equity securities</b>         |                                       |                  |               |                           |
| AAA                              | -                                     | -                | -             | -                         |
| AA                               | 3.7 %                                 | -                | -             | -                         |
| A                                | -                                     | 2.1 %            | \$2.1         | \$ 2.0                    |
| BBB                              | 33.2                                  | 32.5             | 32.3          | 34.3                      |
| BB                               | 1.4                                   | -                | *             | *                         |
| B                                | -                                     | -                | -             | -                         |
| CCC or lower                     | -                                     | -                | -             | -                         |
| Not rated (4)                    | 61.7                                  | 65.4             | 64.9          | 57.8                      |
| Total equity securities          | 100.0 %                               | 100.0 %          | \$99.3        | \$ 94.1                   |

Total \$6,996.4 \$ 6,599.1

\*

Less than \$0.1 million.

Ratings are as assigned primarily by S&P when available, with remaining ratings as assigned on an equivalent (1) basis by Moody's. Ratings for publicly traded securities are determined when the securities are acquired and are updated monthly to reflect any changes in ratings.

At June 30, 2015, the AA rated fair value amount included \$602.6 million of U.S. Government and federally (2) sponsored agency securities and \$529.4 million of mortgage- and asset-backed securities issued by U.S. Government and federally sponsored agencies.

(3) This category represents private placement securities not rated by either S&P or Moody's.

(4) This category represents common stocks that are not rated by either S&P or Moody's.

At June 30, 2015, the fixed maturity securities and equity securities portfolios had a combined \$50.3 million pretax of gross unrealized losses on \$1,652.8 million fair value related to 573 positions. Of the investment positions (fixed maturity securities and equity securities) with gross unrealized losses, 15 were trading below 80% of book value at June 30, 2015 and were not considered other-than-temporarily impaired. These positions had fair value of \$8.0 million, representing 0.1% of the Company's total investment portfolio at fair value, and had a gross unrealized loss of \$5.6 million.

The Company views the unrealized losses of all of the securities at June 30, 2015 as temporary. Therefore, no impairment of these securities was recorded at June 30, 2015. Future changes in circumstances related to these and other securities could require subsequent recognition of other-than-temporary impairment losses.

*Benefits, Claims and Settlement Expenses*

|  | Six Months Ended |          | Change From |        |
|--|------------------|----------|-------------|--------|
|  | June 30,<br>2015 | 2014     | Percent     | Amount |
| Property and casualty  | \$ 208.7         | \$ 204.9 | 1.9 %       | \$ 3.8 |
| Annuity  | 0.9              | 0.8      | 12.5 %      | 0.1    |
| Life   | 37.4             | 33.5     | 11.6 %      | 3.9    |
| Total  | \$ 247.0         | \$ 239.2 | 3.3 %       | \$ 7.8 |
| Property and casualty catastrophe losses, included above (1) | \$ 31.8          | \$ 29.8  | 6.7 %       | \$ 2.0 |

(1) See footnote (1) to the table below.

**Property and Casualty Claims and Claim Expenses (“losses”)**

|  | Six Months Ended |          |
|--|------------------|----------|
|  | June 30,<br>2015 | 2014     |
| Incurred claims and claim expenses:                                    |                  |          |
| Claims occurring in the current year                                   | \$ 215.9         | \$ 211.9 |
| Decrease in estimated reserves for claims occurring in prior years (2) | (7.2 )           | (7.0 )   |
| Total claims and claim expenses incurred                               | \$ 208.7         | \$ 204.9 |
| Property and casualty loss ratio:                                      |                  |          |
| Total  | 70.9 %           | 71.0 %   |
| Effect of catastrophe costs, included above (1)                        | 10.7 %           | 10.3 %   |
| Effect of prior years’ reserve development, included above (2)         | -2.4 %           | -2.4 %   |

(1) Property and casualty catastrophe losses were incurred as follows:

|                    | 2015    | 2014   |
|--------------------|---------|--------|
| Three months ended |         |        |
| March 31           | \$ 10.5 | \$ 6.3 |

|                    |        |        |
|--------------------|--------|--------|
| June 30            | 21.3   | 23.5   |
| Total year-to-date | \$31.8 | \$29.8 |

Shows the amounts by which the Company decreased its reserves in each of the periods indicated for claims (2) occurring in previous years to reflect subsequent information on such claims and changes in their projected final settlement costs.

|                    | 2015    | 2014    |
|--------------------|---------|---------|
| Three months ended |         |         |
| March 31           | \$(4.0) | \$(4.0) |
| June 30            | (3.2)   | (3.0)   |
| Total year-to-date | \$(7.2) | \$(7.0) |

For the three months ended June 30, 2015, the Company's benefits, claims and settlement expenses increased \$5.8 million, or 4.6%, compared to the prior year including increases in property and casualty segment losses and in life mortality costs. The Company also experiences some quarterly variability in property and casualty results with the second quarter historically having the highest levels of weather-related impacts. In the second quarter of 2015, the Company's total property and casualty non-catastrophe current accident year loss ratio of 64.6% increased 2.8 points compared to the 61.8% in the prior year which benefited from favorable automobile results in the prior year and a current year increase in physical damage severity of losses, while loss frequency remained relatively stable. Variability in the Company's life mortality experience is not unexpected considering the moderate size of Horace Mann's life insurance in force.

For the six months ended June 30, 2015, the Company's benefits, claims and settlement expenses increased \$7.8 million, or 3.3%, compared to the prior year primarily reflecting increases in life mortality costs and property and casualty catastrophe losses.

For the first half of 2015, the favorable development of prior years' property and casualty reserves of \$7.2 million was the result of actual and remaining projected losses for prior years being below the level anticipated in the December 31, 2014 loss reserve estimate and was primarily for accident years 2013 and prior and predominantly the result of favorable severity trends in both automobile and homeowners loss emergence.

For the first half of 2014, the favorable development of prior years' property and casualty reserves of \$7.0 million was the result of actual and remaining projected losses for prior years being below the level anticipated in the December 31, 2013 loss reserve estimate, primarily for accident years 2011 and prior and predominantly the result of favorable frequency and severity trends in automobile liability loss emergence.

For the six months ended June 30, 2015, the automobile loss ratio of 71.5% increased by 2.4 percentage points compared to the prior year, including (1) the favorable impact of rate actions taken in recent years offset by (2) the impacts of higher current accident year non-catastrophe losses for 2015 and (3) development of prior years' reserves that had a 2.3 percentage point less favorable impact in the current year. The homeowners loss ratio of 70.7% for the six months ended June 30, 2015 decreased 3.8 percentage points compared to a year earlier, including a 3.3 percentage point decrease due to favorable development of prior years' reserves recorded in 2015. Catastrophe costs represented 29.7 percentage points of the homeowners loss ratio for the current period compared to 25.9 percentage points for the prior year period.

*Interest Credited to Policyholders*

|         | <b>Six Months Ended</b> |             | <b>Change From</b> |               |
|---------|-------------------------|-------------|--------------------|---------------|
|         | <b>June 30,</b>         |             | <b>Prior Year</b>  |               |
|         | <b>2015</b>             | <b>2014</b> | <b>Percent</b>     | <b>Amount</b> |
| Annuity | \$ 67.9                 | \$ 65.1     | 4.3 %              | \$ 2.8        |
| Life    | 22.0                    | 21.7        | 1.4 %              | 0.3           |
| Total   | \$ 89.9                 | \$ 86.8     | 3.6 %              | \$ 3.1        |

For the three months ended June 30, 2015, interest credited of \$45.4 million increased 3.9%, or \$1.7 million, compared to the same period in 2014, comparable to the percentage increase reflected for the six months.

Compared to the first six months of 2014, the current year increase in annuity segment interest credited reflected a 7.9% increase in average accumulated fixed deposits, partially offset by an 8 basis point decline in the average annual interest rate credited to 3.57%. Life insurance interest credited increased slightly as a result of the growth in interest-sensitive life insurance reserves.

The net interest spread on fixed annuity assets under management measures the difference between the rate of income earned on the underlying invested assets and the rate of interest which policyholders are credited on their account values. The annualized net interest spreads for the six months ended June 30, 2015 and 2014 were 190 basis points and 206 basis points, respectively. While the current period net interest spread continued to reflect solid investment portfolio performance and disciplined crediting rate management, it decreased due to pressures of the low interest rate environment.

As of June 30, 2015, fixed annuity account values totaled \$4.0 billion, including \$3.8 billion of deferred annuities. As shown in the table below, for approximately 86%, or \$3.3 billion of the deferred annuity account values, the credited interest rate was equal to the minimum guaranteed rate. Due to limitations on the Company's ability to further lower interest crediting rates, coupled with the expectation for continued low reinvestment interest rates, management anticipates fixed annuity spread compression in future periods. The majority of assets backing the net interest spread on fixed annuity business is invested in fixed-income securities. The Company actively manages its interest rate risk exposure, considering a variety of factors, including earned interest rates, credited interest rates and the relationship between the expected durations of assets and liabilities. Management estimates that over the next 12 months approximately \$630 million of the annuity segment and life segment combined investment portfolio and related investable cash flows will be reinvested at current market rates. As interest rates remain at low levels, borrowers may prepay or redeem the securities with greater frequency in order to borrow at lower market rates, which could increase investable cash flows and exacerbate the reinvestment risk. As a general guideline, for a 100 basis point decline in the average reinvestment rate and based on the Company's existing policies and investment portfolio, the impact from investing in that lower interest rate environment could further reduce annuity segment net investment income by

approximately \$2.4 million in year one and \$7.2 million in year two, further reducing the net interest spread by approximately 5 basis points and 16 basis points in the respective periods, compared to the current period annualized net interest spread. The Company could also consider potential changes in rates credited to policyholders, tempered by any restrictions on the ability to adjust policyholder rates due to minimum guaranteed crediting rates.



The expectation for future net interest spreads is also an important component in the amortization of annuity deferred policy acquisition costs. In terms of the sensitivity of this amortization to the net interest spread, based on capitalized annuity policy acquisition costs as of June 30, 2015 and assuming all other assumptions are met, a 10 basis point deviation in the current year targeted interest rate spread assumption would impact amortization between \$0.25 million and \$0.35 million. This result may change depending on the magnitude and direction of any actual deviations but represents a range of reasonably likely experience for the noted assumption.

Additional information regarding the interest crediting rates and balances equal to the minimum guaranteed rate for deferred annuity account values is shown below.

|                                    | <b>June 30, 2015</b>                |                                     | <b>Deferred Annuities at<br/>Minimum Guaranteed Rate</b>          |                             |                              |  |
|------------------------------------|-------------------------------------|-------------------------------------|---|-----------------------------|------------------------------|--|
|                                    | <b>Total Deferred<br/>Annuities</b> |                                     | <b>Percent<br/>of<br/>Total<br/>Deferred<br/>Annuities<br/>AV</b> |                             |                              |  |
|                                    | <b>Percent<br/>of<br/>Total</b>     | <b>Accumulated<br/>Value (“AV”)</b> | <b>Percent<br/>of<br/>Total<br/>AV</b>                            | <b>Percent<br/>of Total</b> | <b>Accumulated<br/>Value</b> |  |
| Minimum guaranteed interest rates: |                                     |                                     |   |                             |                              |  |
| Less than 2%                       | 20.5 %                              | \$ 779.9                            | 40.6 %  | 9.7 %                       | \$ 316.6                     |  |
| Equal to 2% but less than 3%       | 8.1                                 | 308.2                               | 81.4 %  | 7.7                         | 250.8                        |  |
| Equal to 3% but less than 4%       | 15.0                                | 569.4                               | 99.1 %  | 17.2                        | 564.5                        |  |
| Equal to 4% but less than 5%       | 54.9                                | 2,086.7                             | 100.0 %   | 63.7                        | 2,086.6                      |  |
| 5% or higher                       | 1.5                                 | 56.6                                | 100.0 %   | 1.7                         | 56.6                         |  |
| Total                              | 100.0 %                             | \$ 3,800.8                          | 86.2 %  | 100.0 %                     | \$ 3,275.1                   |  |

The Company will continue to be disciplined in executing strategies to mitigate the negative impact on profitability of a sustained low interest rate environment. However, the success of these strategies may be affected by the factors discussed in “Item 1A. Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014, and other factors discussed herein.

#### *Policy Acquisition Expenses Amortized*

Amortized policy acquisition expenses were \$24.0 million for the three months ended June 30, 2015 compared to \$22.5 million for the same period in 2014. At both June 30, 2015 and 2014, the unlocking of annuity and life deferred policy acquisition costs resulted in an immaterial impact on amortization for the three months.

Amortized policy acquisition expenses were \$47.7 million for the first six months of 2015 compared to \$45.5 million for the same period in 2014 with the increase nearly equally attributable to the annuity and property and casualty segments reflecting the growth in premiums and related commissions for each segment. At both June 30, 2015 and 2014, the unlocking of annuity and life deferred policy acquisition costs resulted in an immaterial impact on the year-to-date amortization.

### *Operating Expenses*

For the three months ended June 30, 2015, operating expenses of \$40.0 million increased \$0.7 million, or 1.8%, compared to the second quarter of 2014.

For the first six months of 2015, operating expenses of \$75.9 million decreased \$3.3 million, or 4.2%, compared to the same period in the prior year. In 2015, the year-to-date expenses reflected a reduction in incentive compensation expense (recorded in the first quarter) with the majority of the cost reduction benefitting the property and casualty segment. See also “Note 1 — Basis of Presentation”. Excluding this item, the current period expense level was consistent with management’s expectations as the Company makes expenditures related to customer service and infrastructure improvements, which are intended to enhance the overall customer experience and support favorable policy retention and business cross-sale ratios.

The property and casualty expense ratio of 26.1% for the six months ended June 30, 2015 decreased 1.1 percentage points compared to the prior year expense ratio of 27.2%, consistent with management’s expectations for the current year excluding the 0.7 percentage point impact of the current period incentive compensation expense reduction.

### *Income Tax Expense*

The effective income tax rate on the Company’s pretax income, including net realized investment gains and losses, was 29.0% and 28.4% for the six months ended June 30, 2015 and 2014, respectively. Income from investments in tax-advantaged securities reduced the effective income tax rate 6.8 and 7.0 percentage points for the six months ended June 30, 2015 and 2014, respectively.

The Company records liabilities for uncertain tax filing positions where it is more likely than not that the position will not be sustainable upon audit by taxing authorities. These liabilities are reevaluated routinely and are adjusted appropriately based on changes in facts or law. The Company has no unrecorded liabilities from uncertain tax filing positions.

At June 30, 2015, the Company’s federal income tax returns for years prior to 2011 are no longer subject to examination by the IRS. Management does not anticipate any assessments for tax years that remain subject to examination to have a material effect on the Company’s financial position or results of operations.



*Net Income*

For the three months ended June 30, 2015, the Company's net income of \$16.2 million represented a decrease of \$4.2 million compared to the prior year. For the six months ended June 30, 2015, the Company's net income of \$50.5 million represented an increase of \$1.7 million compared to the prior year. Additional detail is included in the "Executive Summary" at the beginning of this MD&A.

Net income (loss) by segment and net income per share were as follows:

|   | Six Months Ended<br>June 30, |            | Change From<br>Prior Year |           |
|---|------------------------------|------------|---------------------------|-----------|
|   | 2015                         | 2014       | Percent                   | Amount    |
| Analysis of net income (loss) by segment:                             |                              |            |                           |           |
| Property and casualty   | \$ 20.9                      | \$ 18.9    | 10.6 %                    | \$ 2.0    |
| Annuity   | 24.3                         | 23.8       | 2.1 %                     | 0.5       |
| Life  | 7.0                          | 8.9        | -21.3 %                   | (1.9 )    |
| Corporate and other (1)   | (1.7 )                       | (2.8 )     | -39.3 %                   | 1.1       |
| Net income  | \$ 50.5                      | \$ 48.8    | 3.5 %                     | \$ 1.7    |
| Effect of catastrophe costs, after tax, included above                | \$ (20.6 )                   | \$ (19.4 ) | 6.2 %                     | \$ (1.2 ) |
| Effect of realized investment gains, after tax, included above        | \$ 4.8                       | \$ 3.3     | 45.5 %                    | \$ 1.5    |
| Diluted:  |                              |            |                           |           |
| Net income per share  | \$ 1.19                      | \$ 1.16    | 2.6 %                     | \$ 0.03   |
| Weighted average number of shares and equivalent shares (in millions) | 42.4                         | 42.2       | 0.5 %                     | 0.2       |
| Property and casualty combined ratio:                                 |                              |            |                           |           |
| Total   | 97.0 %                       | 98.2 %     | N.M.                      | -1.2 %    |
| Effect of catastrophe costs, included above                           | 10.7 %                       | 10.3 %     | N.M.                      | 0.4 %     |
| Effect of prior years' reserve development, included above            | -2.4 %                       | -2.4 %     | N.M.                      | -         |

N.M. – Not meaningful.

(1) The corporate and other segment includes interest expense on debt, realized investment gains and losses, certain public company expenses and other corporate-level items. The Company does not allocate the impact of corporate-level transactions to the insurance segments, consistent with the basis for management's evaluation of the results of those segments.

As described in footnote (1) to the table above, the corporate and other segment reflects corporate-level transactions. Of those transactions, realized investment gains and losses may vary notably between reporting periods and are often the driver of fluctuations in the level of this segment's net income or loss, as was the case for the periods shown above.

Return on average shareholders' equity based on net income was 8.0% and 9.2% for the trailing 12 months ended June 30, 2015 and 2014, respectively.

### *Outlook for 2015*

At the time of this Quarterly Report on Form 10-Q, management estimates that 2015 full year net income before realized investment gains and losses will be within a range of \$2.15 to \$2.35 per diluted share. This projection incorporates the Company's results for 2014 and anticipates continued modest improvement in the underlying property and casualty combined ratio, somewhat offset by a lower amount of favorable prior years' reserve development, investment interest rate pressure and continued strategic investments in the Company's operations through infrastructure and technology initiatives. Management anticipates interest rates to remain low in 2015 and, compared to 2014, expects the Company's overall portfolio yield to decline by approximately 20 basis points over the course of 2015, impacting each of the three business segments. Property and casualty segment written premium is anticipated to increase, primarily as a result of planned rate actions but also reflecting continued growth in automobile new business. In addition to automobile and property rate actions and an assumption of a more modest level of favorable prior years' reserve development, the 2015 projection reflects continued underwriting actions, reinsurance cost savings, an assumption that non-catastrophe weather-related losses will be lower than in 2014 and an anticipated expense ratio that is comparable to 2014, despite continued infrastructure and technology initiatives. Excluding the impact of the unlocking of deferred policy acquisition costs, 2015 annuity segment net income is anticipated to be slightly lower than full year 2014, as growth in assets under management and the anticipated positive spread contribution of new business are expected to nearly offset the anticipated decline in the overall net interest spread. For the life segment, net income is anticipated to be modestly lower than 2014 with the assumptions that mortality will be consistent with modeled levels, net investment income will experience pressure as a result of reinvestment rate assumptions and expenses will increase \$1 million to \$2 million related to the Company's multi-year infrastructure and technology investments.

As described in "Critical Accounting Policies", certain of the Company's significant accounting measurements require the use of estimates and assumptions. As additional information becomes available, adjustments may be required. Those adjustments are charged or credited to income for the period in which the adjustments are made and may impact actual results compared to management's estimate above. Additionally, see "Forward-looking Information" in this Quarterly Report on Form 10-Q and "Item 1A. Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2014 concerning other important factors that could impact actual results. Management believes that a projection of net income including realized investment gains and losses is not appropriate on a forward-looking basis because it is not possible to provide a valid forecast of realized investment gains and losses, which can vary substantially from one period to another and may have a significant impact on net income.

### **Liquidity and Financial Resources**

#### *Off-Balance Sheet Arrangements*

At June 30, 2015 and 2014, the Company did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or for other contractually narrow or limited purposes. As such, the Company is not exposed to any financing, liquidity, market or credit risk that could arise if the Company had engaged in such relationships.



### *Investments*

Information regarding the Company's investment portfolio, which is comprised primarily of investment grade, fixed income securities, is located in "Results of Operations — Net Realized Investment Gains and Losses" and in the "Notes to Consolidated Financial Statements — Note 2 — Investments".

### *Cash Flow*

The short-term liquidity requirements of the Company, within a 12 month operating cycle, are for the timely payment of claims and benefits to policyholders, operating expenses, interest payments and federal income taxes. Cash flow generated from operations has been, and is expected to be, adequate to meet the Company's operating cash needs in the next 12 months. Cash flow in excess of operational needs has been used to fund business growth, retire short-term debt, pay dividends to shareholders and repurchase shares of HMEC's common stock. Long-term liquidity requirements, beyond one year, are principally for the payment of future insurance and annuity policy claims and benefits, as well as retirement of long-term debt.

### *Operating Activities*

As a holding company, HMEC conducts its principal operations in the personal lines segment of the property and casualty and life insurance industries through its subsidiaries. HMEC's insurance subsidiaries generate cash flow from premium and investment income, generally well in excess of their immediate needs for policy obligations, operating expenses and other cash requirements. Cash provided by operating activities primarily reflects net cash generated by the insurance subsidiaries. For the first six months of 2015, net cash provided by operating activities decreased compared to the same period in 2014, largely due to an increase in claims and policyholder benefits paid in the current period, partially offset by an increase in investment income collected in 2015.

Payment of principal and interest on debt, dividends to shareholders and parent company operating expenses is largely dependent on the ability of the insurance subsidiaries to pay cash dividends or make other cash payments to HMEC, including tax payments pursuant to tax sharing agreements. Payments for share repurchase programs also have this dependency. If necessary, HMEC also has other potential sources of liquidity that could provide for additional funding to meet corporate obligations or pay shareholder dividends, which include a revolving line of credit, as well as issuances of various securities. The insurance subsidiaries are subject to various regulatory restrictions which limit the amount of annual dividends or other distributions, including loans or cash advances, available to HMEC without prior approval of the insurance regulatory authorities. The aggregate amount of dividends that may be paid in 2015 from all of HMEC's insurance subsidiaries without prior regulatory approval is approximately \$90 million, of which \$26 million was paid during the six months ended June 30, 2015. Although regulatory restrictions exist, dividend

availability from subsidiaries has been, and is expected to be, adequate for HMEC's capital needs. Additional information is contained in "Notes to Consolidated Financial Statements — Note 8 — Statutory Information and Restrictions" of the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

## Investing Activities

HMEC's insurance subsidiaries maintain significant investments in fixed maturity securities to meet future contractual obligations to policyholders. In conjunction with its management of liquidity and other asset/liability management objectives, the Company, from time to time, will sell fixed maturity securities prior to maturity, as well as equity securities, and reinvest the proceeds in other investments with different interest rates, maturities or credit characteristics. Accordingly, the Company has classified the entire fixed maturity securities and equity securities portfolios as "available for sale".

## Financing Activities

Financing activities include primarily payment of dividends, the receipt and withdrawal of funds by annuity contractholders, issuances and repurchases of HMEC's common stock, fluctuations in bank overdraft balances, and borrowings, repayments and repurchases related to its debt facilities.

The Company's annuity business produced net positive cash flows in the first six months of 2015. For the six months ended June 30, 2015, receipts from annuity contracts increased \$64.6 million, or 29.6%, compared to the same period in the prior year, as described in "Results of Operations — Insurance Premiums and Contract Charges". In total, annuity contract benefits, withdrawals and net of transfers from variable annuity accumulated cash values increased \$18.9 million, or 11.8%, compared to the prior year. The Company's Senior Notes due 2015 matured on June 15, 2015 and the Company repaid the \$75.0 million utilizing funds borrowed under its existing Bank Credit Facility. Repayment of the Senior Notes due 2015 resulted in no debt retirement costs impacting the Company's net income for the six months ended June 30, 2015.

## *Contractual Obligations*

The Company's 6.05% Senior Notes matured on June 15, 2015. As noted above, the Company repaid these securities utilizing \$75.0 million obtained under the Bank Credit Facility. The Bank Credit Facility expires on July 30, 2019.

There were no other material changes to the Company's Contractual Obligations as disclosed in its Annual Report on Form 10-K for the year ended December 31, 2014.

*Capital Resources*

The Company has determined the amount of capital which is needed to adequately fund and support business growth, primarily based on risk-based capital formulas including those developed by the National Association of Insurance Commissioners (the “NAIC”). Historically, the Company’s insurance subsidiaries have generated capital in excess of such needed capital. These excess amounts have been paid to HMEC through dividends. HMEC has then utilized these dividends and its access to the capital markets to service and retire long-term debt, pay dividends to its shareholders, fund growth initiatives, repurchase shares of its common stock and for other corporate purposes. Management anticipates that the Company’s sources of capital will continue to generate sufficient capital to meet the needs for business growth, debt interest payments, shareholder dividends and its share repurchase program. Additional information is contained in “Notes to Consolidated Financial Statements — Note 8 — Statutory Information and Restrictions” of the Company’s Annual Report on Form 10-K for the year ended December 31, 2014.

The total capital of the Company was \$1,544.7 million at June 30, 2015, including \$125.0 million of long-term debt, current and non-current, and \$113.0 million of short-term debt outstanding. Total debt represented 18.0% of total capital excluding unrealized investment gains and losses (15.4% including unrealized investment gains and losses) at June 30, 2015, which was below the Company's long-term target of 25%.

Shareholders' equity was \$1,306.7 million at June 30, 2015, including a net unrealized gain in the Company's investment portfolio of \$223.8 million after taxes and the related impact of deferred policy acquisition costs associated with annuity and interest-sensitive life policies. The market value of the Company's common stock and the market value per share were \$1,498.1 million and \$36.38, respectively, at June 30, 2015. Book value per share was \$31.73 at June 30, 2015 (\$26.30 excluding investment fair value adjustments).

Additional information regarding the net unrealized gain in the Company's investment portfolio at June 30, 2015 is included in "Results of Operations — Net Realized Investment Gains and Losses".

Total shareholder dividends were \$21.4 million for the six months ended June 30, 2015. In March and May 2015, the Board of Directors announced regular quarterly dividends of \$0.25 per share.

During the first six months of 2015, the Company repurchased 23,500 shares of its common stock, or less than 0.1 percent of the outstanding shares on December 31, 2014, at an aggregate cost of \$0.7 million, or an average price per share of \$30.44 under its \$50.0 million share repurchase program, which is further described in "Notes to Consolidated Financial Statements — Note 6 — Shareholders' Equity and Common Stock Equivalents" of the Company's Annual Report on Form 10-K for the year ended December 31, 2014. The repurchase of shares was financed through use of cash. As of June 30, 2015, \$22.2 million remained authorized for future share repurchases.

As of June 30, 2015, the Company had outstanding \$125.0 million aggregate principal amount of 6.85% Senior Notes ("Senior Notes due 2016"), which will mature on April 15, 2016, issued at a discount resulting in an effective yield of 6.893%. Interest on the Senior Notes due 2016 is payable semi-annually at a rate of 6.85%. In addition to its access to the capital markets to refinance this indebtedness, as disclosed below, the Company's Bank Credit Facility had unused capacity at June 30, 2015. Detailed information regarding the redemption terms of the Senior Notes due 2016 is contained in the "Notes to Consolidated Financial Statements — Note 5 — Debt" of the Company's Annual Report on Form 10-K for the year ended December 31, 2014. The Senior Notes due 2016 are traded in the open market (HMN 6.85).

As of June 30, 2015, the Company had \$113.0 million outstanding under its Bank Credit Facility. The Bank Credit Facility provides for unsecured borrowings of up to \$150.0 million and expires on July 30, 2019. Interest accrues at varying spreads relative to prime or Eurodollar base rates and is payable monthly or quarterly depending on the applicable base rate (Eurodollar base rate plus 1.15%, which totaled 1.34%, as of June 30, 2015). The unused portion

of the Bank Credit Facility is subject to a variable commitment fee, which was 0.15% on an annual basis at June 30, 2015. During the six months ended June 30, 2015, the amount outstanding under the Company's Bank Credit Facility increased by \$75.0 million in June, as described above, with no other changes occurring during the period.

To provide additional capital management flexibility, the Company filed a “universal shelf” registration on Form S-3 with the SEC on March 12, 2015. The registration statement, which registers the offer and sale by the Company from time to time of an indeterminate amount of various securities, which may include debt securities, common stock, preferred stock, depositary shares, warrants, delayed delivery contracts and/or units that include any of these securities, was declared effective on March 12, 2015. Unless withdrawn by the Company earlier, this registration statement will remain effective through March 12, 2018. No securities associated with the registration statement have been issued as of the date of this Quarterly Report on Form 10-Q. In addition to this Form S-3 entry to the capital markets, HMEC met the requirements of a “well-known seasoned issuer”, as defined by the SEC, as of December 31, 2014.

### Financial Ratings

HMEC’s principal insurance subsidiaries are rated by S&P, Moody’s, A.M. Best Company, Inc. (“A.M. Best”) and Fitch Ratings, Inc. (“Fitch”). These rating agencies have also assigned ratings to the Company’s long-term debt securities. The ratings that are assigned by these agencies, which are subject to change, can impact, among other things, the Company’s access to sources of capital, cost of capital, and competitive position.

Assigned ratings as of July 31, 2015 were unchanged from the disclosure in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014. In June 2015, Moody’s revised the ratings outlooks for the Company’s long-term debt securities and life/annuity subsidiary to “positive” from “stable” and affirmed the remaining ratings and ratings outlooks as shown below. In February 2015, A.M. Best affirmed the ratings and ratings outlooks as shown below, after having revised the ratings outlook for the Company’s property and casualty insurance subsidiaries to “positive” from “stable” in February 2014. Assigned ratings were as follows (unless otherwise indicated, the insurance financial strength ratings for the Company’s property and casualty insurance subsidiaries and the Company’s principal life insurance subsidiary are the same):

|   | Insurance Financial<br>Strength Ratings |            | Debt Ratings |            |
|---|---|------------|--------------|------------|
|   | (Outlook)                               |            | (Outlook)    |            |
| As of July 31, 2015                       |   |            |              |            |
| S&P                                       | A                                       | (stable)   | BBB          | (stable)   |
| Moody’s                                   |   |            |              |            |
| Horace Mann Life Insurance Company        | A3                                      | (positive) | N.A.         |            |
| HMEC’s property and casualty subsidiaries | A3                                      | (stable)   | N.A.         |            |
| HMEC                                      | N.A.                                    |            | Baa(3)       | (positive) |
| A.M. Best                                 |   |            |              |            |
| Horace Mann Life Insurance Company        | A                                       | (stable)   | N.A.         |            |
| HMEC’s property and casualty subsidiaries | A-                                      | (positive) | N.A.         |            |

|       |            |              |
|-------|------------|--------------|
| HMEC  | N.A.       | bbb (stable) |
| Fitch | A (stable) | BBB (stable) |

N.A. – Not applicable.



## Reinsurance Programs

Information regarding the reinsurance program for the Company's property and casualty segment is located in "Business — Property and Casualty Segment — Property and Casualty Reinsurance" of the Company's Annual Report on Form 10-K for the year ended December 31, 2014. All components of the Company's property and casualty reinsurance program remain consistent with the Form 10-K disclosure, with the exception of the Florida Hurricane and Catastrophe Fund ("FHCF") coverage. Subsequent to the March 2, 2015 SEC filing of the Company's recent Form 10-K, information received from the FHCF indicated that the Company's maximum for the 2014-2015 contract period had been revised to \$15.0 million from \$15.1 million, based on the FHCF's financial resources, with no change in the retention, for the Company's predominant insurance subsidiary for property and casualty business written in Florida. The FHCF contract is a one-year contract. Effective June 1, 2015, the new contract with the FHCF, for the Company's predominant insurance subsidiary for property and casualty business written in Florida, reinsures 90% of hurricane losses in Florida above an estimated retention of \$0.1 million up to \$0.3 million based on the FHCF's financial resources. Compared to the 2014-2015 contract period, the reduced maximum coverage is largely due to the Company's reduction in Florida policies in force and resulting lower risk exposure.

Information regarding the reinsurance program for the Company's life segment is located in "Business — Life Segment" of the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

## Market Value Risk

Market value risk, the Company's primary market risk exposure, is the risk that the Company's invested assets will decrease in value. This decrease in value may be due to (1) a change in the yields realized on the Company's assets and prevailing market yields for similar assets, (2) an unfavorable change in the liquidity of the investment, (3) an unfavorable change in the financial prospects of the issuer of the investment, or (4) a downgrade in the credit rating of the issuer of the investment. See also "Results of Operations — Net Realized Investment Gains and Losses".

Significant changes in interest rates expose the Company to the risk of experiencing losses or earning a reduced level of income based on the difference between the interest rates earned on the Company's investments and the credited interest rates on the Company's insurance liabilities. See also "Results of Operations — Interest Credited to Policyholders".

The Company seeks to manage its market value risk by coordinating the projected cash inflows of assets with the projected cash outflows of liabilities. For all its assets and liabilities, the Company seeks to maintain reasonable durations, consistent with the maximization of income without sacrificing investment quality, while providing for liquidity and diversification. The investment risk associated with variable annuity deposits and the underlying mutual funds is assumed by those contractholders, and not by the Company. Certain fees that the Company earns from

variable annuity deposits are based on the market value of the funds deposited.

More detailed descriptions of the Company's exposure to market value risks and the management of those risks is presented in "Management's Discussion and Analysis of Financial Condition and Results of Operations — Market Value Risk" of the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

## **Recent Accounting Changes**

### *Disclosures About Short-Duration Insurance Contracts*

In May 2015, the Financial Accounting Standards Board (“FASB”) issued accounting guidance which will require expanded disclosure regarding claims on short-duration insurance contracts, which will apply to the contracts in the Company’s property and casualty segment. Disclosures are to include additional information about an entity’s initial claim estimates and subsequent adjustments to those estimates, methodologies and judgments in estimating claims, and the timing, frequency and severity of claims. The guidance requiring these additional disclosures is effective for annual periods beginning after December 15, 2015, and for interim periods for periods within annual periods beginning after December 31, 2016. The adoption of this accounting guidance will not have an effect on the results of operations or financial position of the Company.

### *Accounting for Fees Paid in a Cloud Computing Arrangement*

In April 2015, the FASB issued accounting guidance to clarify when fees paid in a cloud computing arrangement pertain to the acquisition of a software license, services, or both by providing criteria to use in the determination. The guidance is effective for annual periods beginning after December 31, 2015, including interim periods within those years. Adoption of this guidance can be either prospectively, for all arrangements entered into or materially modified after the effective date, or retrospectively. Management believes the adoption of this accounting guidance will not have a material effect on the results of operations or financial position of the Company.

### *Presentation of Debt Issuance Costs*

In April 2015, the FASB issued accounting guidance which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the carrying value of the associated debt liability, consistent with the presentation of a debt discount. The guidance does not affect the recognition and measurement of debt issuance costs and it is intended to reduce complexity for financial statement preparers. The guidance is effective for annual reporting periods beginning after December 15, 2015, including interim periods within those years, and requires retrospective application. Early application is permitted. Management believes the adoption of this accounting guidance will not have a material effect on the results of operations or financial position of the Company.

### *Revenue Recognition*

In May 2014, the FASB issued accounting guidance to provide a single comprehensive model in accounting for revenue arising from contracts with customers. The guidance applies to all contracts with customers; however, insurance contracts are specifically excluded. The guidance is effective for annual reporting periods beginning after December 15, 2016, including interim periods within those years. Early application is not permitted. While issuance of the related guidance is pending at the time of this Quarterly Report on Form 10-Q, on July 9, 2015 the FASB voted on and approved a one-year deferral of the effective date for this guidance. Management believes the adoption of this accounting guidance will not have a material effect on the results of operations or financial position of the Company.

### **Item 3: Quantitative and Qualitative Disclosures About Market Risk**

The information required by Item 305 of Regulation S-K is contained in “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Market Value Risk” contained in this Quarterly Report on Form 10-Q.

### **Item 4: Controls and Procedures**

#### **Management’s Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures**

Under the supervision and with the participation of the Company’s management, including the Company’s Chief Executive Officer and Chief Financial Officer, the Company conducted an evaluation of the effectiveness of the design and operation of the Company’s disclosure controls and procedures, as such term is defined in Rule 13a-15(e) of the Securities Exchange Act of 1934 as amended (the “Exchange Act”), as of June 30, 2015 pursuant to Rule 13a-15(b) of the Exchange Act. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures are effective in timely alerting them to material information relating to the Company (including its consolidated subsidiaries) that is required to be included in the Company’s periodic Securities and Exchange Commission filings. No material weaknesses in the Company’s disclosure controls and procedures were identified in the evaluation and therefore, no corrective actions were taken. There were no significant changes in the Company’s internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation.

#### **Changes in Internal Control Over Financial Reporting**

There were no changes in the Company’s internal control over financial reporting that occurred during the Company’s last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

## **PART II: OTHER INFORMATION**

### **Item 1A: Risk Factors**

At the time of this Quarterly Report on Form 10-Q, management believes there are no material changes from the risk factors as previously disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

## **Item 2: Unregistered Sales of Equity Securities and Use of Proceeds**

### **Issuer Purchases of Equity Securities**

On December 7, 2011 the Company's Board of Directors authorized a share repurchase program allowing repurchases of up to \$50.0 million of Horace Mann Educators Corporation's Common Stock, par value \$0.001. The share repurchase program authorizes the opportunistic repurchase of common shares in open market or privately negotiated transactions, from time to time, depending on market conditions. The share repurchase program does not have an expiration date and may be limited or terminated at any time without notice. During the three months ended June 30, 2015, the Company did not repurchase shares of HMEC common stock. As of June 30, 2015, \$22.9 million remained authorized for future share repurchases.

## Item 5: Other Information

The Company is not aware of any information required to be disclosed in a report on Form 8-K during the three months ended June 30, 2015 which has not been filed with the SEC.

## Item 6: Exhibits

The following items are filed as Exhibits. Management contracts and compensatory plans are indicated by an asterisk (\*).

### Exhibit

| <u>No.</u> | <u>Description</u> |
|------------|--------------------|
|------------|--------------------|

(3) Articles of incorporation and bylaws:

3.1 Restated Certificate of Incorporation of HMEC, filed with the Delaware Secretary of State on June 24, 2003, incorporated by reference to Exhibit 3.1 to HMEC's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003, filed with the Securities and Exchange Commission (the "SEC") on August 14, 2003.

3.2 Form of Certificate for shares of Common Stock, \$0.001 par value per share, of HMEC, incorporated by reference to Exhibit 4.5 to HMEC's Registration Statement on Form S-3 (Registration No. 33-53118) filed with the SEC on October 9, 1992.

3.3 Bylaws of HMEC, incorporated by reference to Exhibit 3.2 to HMEC's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003, filed with the SEC on August 14, 2003.

(4) Instruments defining the rights of security holders, including indentures:

4.1 Indenture, dated as of June 9, 2005, between HMEC and The Bank of New York Mellon Trust Company, N.A., as trustee (formerly JPMorgan Chase Bank, N.A. was trustee), incorporated by reference to Exhibit 4.1 to HMEC's Current Report on Form 8-K dated June 6, 2005, filed with the SEC on June 9, 2005.

4.1(a) Second Supplemental Indenture, dated as of April 21, 2006, between HMEC and The Bank of New York Mellon Trust Company, N.A., as trustee (formerly JPMorgan Chase Bank, N.A. was trustee), incorporated by reference to Exhibit 4.3 to HMEC's Current Report on Form 8-K dated April 18, 2006, filed with the SEC on April 21, 2006.

4.1(b) Form of HMEC 6.85% Senior Notes due April 15, 2016 (included in Exhibit 4.1(a)).

**Exhibit**

**No.      Description**

4.2            Certificate of Designations for HMEC Series A Cumulative Convertible Preferred Stock, incorporated by reference to Exhibit 4.3 to HMEC's Annual Report on Form 10-K for the year ended December 31, 2005, filed with the SEC on March 16, 2006.

(10) Material contracts:

10.1            Amended and Restated Credit Agreement dated as of July 30, 2014 among HMEC, certain financial institutions named therein and JPMorgan Chase Bank, N.A., as administrative agent, incorporated by reference to Exhibit 10.1 to HMEC's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, filed with the SEC on August 8, 2014.

10.2\*            Horace Mann Educators Corporation Amended and Restated 2002 Incentive Compensation Plan ("2002 Incentive Compensation Plan"), incorporated by reference to Exhibit 10.2 to HMEC's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005, filed with the SEC on August 9, 2005.

10.2(a)\*        Revised Specimen Employee Stock Option Agreement under the 2002 Incentive Compensation Plan, incorporated by reference to Exhibit 10.6(b) to HMEC's Annual Report on Form 10-K for the year ended December 31, 2008, filed with the SEC on March 2, 2009.

10.2(b)\*        Specimen Employee Restricted Stock Unit Agreement under the 2002 Incentive Compensation Plan, incorporated by reference to Exhibit 10.6(d) to HMEC's Annual Report on Form 10-K for the year ended December 31, 2005, filed with the SEC on March 16, 2006.

10.2(c)\*        Revised Specimen Employee Restricted Stock Unit Agreement under the 2002 Incentive Compensation Plan, incorporated by reference to Exhibit 10.6(f) to HMEC's Annual Report on Form 10-K for the year ended December 31, 2008, filed with the SEC on March 2, 2009.

10.2(d)\*        Specimen Non-employee Director Restricted Stock Unit Agreement under the 2002 Incentive Compensation Plan, incorporated by reference to Exhibit 10.6(e) to HMEC's Annual Report on Form 10-K for the year ended December 31, 2005, filed with the SEC on March 16, 2006.

10.2(e)\*        Revised Specimen Non-employee Director Restricted Stock Unit Agreement under the 2002 Incentive Compensation Plan, incorporated by reference to Exhibit 10.6(h) to HMEC's Annual Report on Form 10-K for the year ended December 31, 2008, filed with the SEC on March 2, 2009.

10.3\*            HMEC 2010 Comprehensive Executive Compensation Plan As Amended and Restated, incorporated by reference to Exhibit 1 (beginning on page E-1) to HMEC's Proxy Statement, filed with the SEC on April 8, 2015.



**Exhibit**

| <b><u>No.</u></b> | <b><u>Description</u></b>  |
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| 10.3(a)*          | Specimen Incentive Stock Option Agreement for Section 16 Officers under the HMEC 2010 Comprehensive Executive Compensation Plan, incorporated by reference to Exhibit 10.7(a) to HMEC's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, filed with the SEC on August 9, 2011.     |
| 10.3(b)*          | Specimen Incentive Stock Option Agreement for Non-Section 16 Officers under the HMEC 2010 Comprehensive Executive Compensation Plan, incorporated by reference to Exhibit 10.7(b) to HMEC's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, filed with the SEC on August 9, 2011. |
| 10.3(c)*          | Specimen Employee Service-Vested Restricted Stock Units Agreement under the HMEC 2010 Comprehensive Executive Compensation Plan, incorporated by reference to Exhibit 10.7(c) to HMEC's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, filed with the SEC on August 9, 2011.     |
| 10.3(d)*          | Specimen Employee Performance-Based Restricted Stock Units Agreement under the HMEC 2010 Comprehensive Executive Compensation Plan, incorporated by reference to Exhibit 10.7(d) to HMEC's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, filed with the SEC on August 9, 2011.  |
| 10.3(e)*          | Specimen Non-Employee Director Restricted Stock Unit Agreement under the HMEC 2010 Comprehensive Executive Compensation Plan, incorporated by reference to Exhibit 10.17(a) to HMEC's Current Report on Form 8-K dated May 27, 2010, filed with the SEC on June 2, 2010.                             |
| 10.4*             | Horace Mann Supplemental Employee Retirement Plan, 2002 Restatement, incorporated by reference to Exhibit 10.1 to HMEC's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002, filed with the SEC on May 15, 2002.   |
| 10.5*             | Horace Mann Executive Supplemental Employee Retirement Plan, 2002 Restatement, incorporated by reference to Exhibit 10.2 to HMEC's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002, filed with the SEC on May 15, 2002.   |
| 10.6*             | Amended and Restated Horace Mann Nonqualified Supplemental Money Purchase Pension Plan, incorporated by reference to Exhibit 10.9 to HMEC's Annual Report on Form 10-K for the year ended December 31, 2008, filed with the SEC on March 2, 2009.  |
| 10.7*             | Summary of HMEC Non-Employee Director Compensation, incorporated by reference to Exhibit 10.11 to HMEC's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, filed with the SEC on August 8, 2014.  |

**Exhibit**

| <b><u>No.</u></b> | <b><u>Description</u></b>   |
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| 10.8*             | Summary of HMEC Named Executive Officer Annualized Salaries, incorporated by reference to Exhibit 10.8 to HMEC's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, filed with the SEC on May 8, 2015.   |
| 10.9*             | Form of Severance Agreement between HMEC, Horace Mann Service Corporation ("HMSC") and certain officers of HMEC and/or HMSC, incorporated by reference to Exhibit 10.13 to HMEC's Annual Report on Form 10-K for the year ended December 31, 2012, filed with the SEC on February 28, 2013. |
| 10.9(a)*          | Revised Schedule to Severance Agreements between HMEC, HMSC and certain officers of HMEC and/or HMSC, incorporated by reference to Exhibit 10.13(a) to HMEC's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, filed with the SEC on August 8, 2014.                      |
| 10.10*            | HMSC Executive Change in Control Plan, incorporated by reference to Exhibit 10.15 to HMEC's Current Report on Form 8-K dated February 15, 2012, filed with the SEC on February 22, 2012.  |
| 10.10(a)*         | HMSC Executive Change in Control Plan Schedule A Plan Participants, incorporated by reference to Exhibit 10.10(a) to HMEC's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, filed with the SEC on May 8, 2015.  |
| 10.11*            | HMSC Executive Severance Plan, incorporated by reference to Exhibit 10.16 to HMEC's Current Report on Form 8-K dated March 7, 2012, filed with the SEC on March 13, 2012.   |
| 10.11(a)*         | First Amendment to the HMSC Executive Severance Plan, incorporated by reference to Exhibit 10.16(a) to HMEC's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, filed with the SEC on August 9, 2012.  |
| 10.11(b)*         | HMSC Executive Severance Plan Schedule A Participants, incorporated by reference to Exhibit 10.11(b) to HMEC's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, filed with the SEC on May 8, 2015.   |
| 10.12*            | Letter of Employment between HMSC and Marita Zuraitis effective May 13, 2013, incorporated by reference to Exhibit 10.18 to HMEC's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, filed with the SEC on August 8, 2013.   |

(11) Statement regarding computation of per share earnings.

(15) KPMG LLP letter regarding unaudited interim financial information.

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(31) Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.1 Certification by Marita Zuraitis, Chief Executive Officer of HMEC.

31.2 Certification by Dwayne D. Hallman, Chief Financial Officer of HMEC.

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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.

HORACE MANN EDUCATORS CORPORATION  
(Registrant)

Date August 7, 2015 /s/ Marita Zuraitis

Marita Zuraitis  
President and Chief Executive Officer

Date August 7, 2015 /s/ Dwayne D. Hallman

Dwayne D. Hallman  
Executive Vice President  
and Chief Financial Officer

Date August 7, 2015 /s/ Bret A. Conklin

Bret A. Conklin  
Senior Vice President  
and Controller

HORACE MANN EDUCATORS CORPORATION

EXHIBITS

To

FORM 10-Q

For the Quarter Ended June 30, 2015

VOLUME 1 OF 1

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