

CPP ANNUAL USE OF CAPITAL SURVEY - 2010



NAME OF INSTITUTION

(Include Holding Company Where Applicable)

Lincoln National Corporation (LNC)

Person to be contacted regarding this report:	Frederick J. Crawford, EVP, Head of Corp. Dev. & Invsmt.	RSSD: (For Bank Holding Companies)	
UST Sequence Number:	828	Holding Company Docket Number: (For Thrift Holding Companies)	H-4566
CPP/CDCI Funds Received:	950,000,000	FDIC Certificate Number: (For Depository Institutions)	27840-8
CPP/CDCI Funds Repaid to Date:	950,000,000	Credit Union Charter Number: (For Credit Unions)	
Date Funded (first funding):	Jul 10, 2009	City:	Radnor
Date Repaid ¹ :	Jun 30, 2010	State:	Pennsylvania

¹If repayment was incremental, please enter the most recent repayment date.

American taxpayers are quite interested in knowing how banks have used the money that Treasury has invested under the Capital Purchase Program (CPP) and Community Development Capital Initiative (CDCI). To answer that question, Treasury is seeking responses that describe generally how the CPP/CDCI investment has affected the operation of your business. We understand that once received, the cash associated with TARP funding is indistinguishable from other cash sources, unless the funds were segregated, and therefore it may not be feasible to identify precisely how the CPP/CDCI investment was deployed or how many CPP/CDCI dollars were allocated to each use. Nevertheless, we ask you to provide as much information as you can about how you have used the capital Treasury has provided, and how your uses of that capital have changed over time. Treasury will be pairing this survey with a summary of certain balance sheet and other financial data from your institution's regulatory filings, so to the extent you find it helpful to do so, please feel free to refer to your institution's quarterly call reports to illustrate your answers. This is your opportunity to speak to the taxpayers in your own words, which will be posted on our website.

What specific ways did your institution utilize CPP/CDCI capital? Check all that apply and elaborate as appropriate, especially if the uses have shifted over time. Your responses should reflect actions taken over the past year (or for the portion of the year in which CPP/CDCI funds were outstanding).

<input checked="" type="checkbox"/>	Increase lending or reduce lending less than otherwise would have occurred.	As a life insurance company, we invest our capital in fixed income securities. These investments represent loans to businesses, real estate developers, municipalities and consumers. LNC maintained the increased lending by approximately \$2 billion from 1/1/2010 through 6/30/2010.
<input checked="" type="checkbox"/>	To the extent the funds supported increased lending, please describe the major type of loans, if possible (residential mortgage loans, commercial mortgage loans, small business loans, etc.).	Investments/loans included public corporate bonds, municipal bonds (including Build America Bonds), commercial mortgages, commercial mortgage-backed securities, residential mortgage-backed securities, investments in the TALF program, and other private placement loans.
<input checked="" type="checkbox"/>	Increase securities purchased (ABS, MBS, etc.).	Proceeds were contributed as capital to our primary life subsidiary (The Lincoln National Life Insurance Company) and invested according to our insurance company investment policies and in diversified asset classes detailed above.

<input type="checkbox"/>	Make other investments	
<input type="checkbox"/>	Increase reserves for non-performing assets	
<input type="checkbox"/>	Reduce borrowings	
<input type="checkbox"/>	Increase charge-offs	
<input type="checkbox"/>	Purchase another financial institution or purchase assets from another financial institution	
<input checked="" type="checkbox"/>	Held as non-leveraged increase to total capital	The \$950 million of CPP proceeds was contributed by LNC (the holding company) to The Lincoln National Life Insurance Company increasing capitalization and strengthening regulatory capital ratios.

What actions were you able to avoid because of the capital infusion of CPP/CDCI funds?

The \$950 million of CPP funding represented contingent capital to LNC recognizing the significant economic uncertainty that existed during the depths of the financial market crisis in late 2008 and throughout 2009. In addition, the capital markets were "frozen," with financial services companies, including life insurance companies, having limited access to capital.

LNC took several steps during 2009 to improve our capital position by approximately \$3 billion. Actions included expense initiatives, reduction of our common stock dividend, the sale of non-core subsidiaries, and the issuance of public equity and debt along with our participation in CPP. As a result of these capital actions, LNC was able to reduce the amount of CPP funding ultimately accepted and viewed the \$950 million in CPP funding as important contingent capital should market conditions further deteriorate (LNC was approved for \$2.5 billion in CPP funding in May 2009).

The CPP capital infusion allowed Lincoln to avoid the following:

1. Additional cost reduction measures (including job eliminations) in the face of uncertain economic conditions.
2. Retaining excess insurance company liquidity and therefore not fully investing/lending our life insurance capital and reserves into the long-term capital markets through the purchase of corporate bonds, municipal bonds, commercial mortgages, and residential mortgage-backed securities.
3. Reducing investment in our core business model, pulling back on providing important life and retirement products to our clients in order to preserve regulatory capital.
4. Contributing the CPP funding to our primary insurance subsidiary benefited our overall financial flexibility supporting our insurance company ratings and assisted in avoiding further ratings downgrades.

What actions were you able to take that you may not have taken without the capital infusion of CPP/CDCI funds?

The CPP funding provided LNC with important contingent capital in the event that economic conditions had deteriorated further. The CPP capital infusion allowed us to take the following actions:

1. The CPP funding provided a level of contingent capital without execution risk, therefore we were afforded time to execute on a broad capital plan as the markets for our securities (common stock and debt) improved and we negotiated and executed on the sale of two non-core subsidiaries for \$750 million during 2009.
2. The CPP funds (\$950 million) were contributed as capital to our primary life insurance subsidiary (The Lincoln National Life Insurance Company) and were invested according to our insurance company investment policy. Through the date of our repayment on June 30, 2010, the CPP funds were invested in domestic corporate bonds (63%), residential mortgage backed bonds (18%), municipal bonds (17%), and cash (2%).
3. In the early months of the market crisis during 2008, LNC began building short-term liquidity should the capital markets remain frozen. The CPP funding allowed our insurance companies to return to a fully-invested position, releasing approximately \$1 billion of emergency liquidity (exclusive of the CPP funding) to invest back into the U.S. economy. These investments helped to provide greater liquidity to previously frozen US capital markets, namely long-term corporate bonds, commercial real estate, Build America municipal bonds, residential mortgage-backed securities, the TALF asset-back program, and assorted private placement securities.

Please describe any other actions that you were able to undertake with the capital infusion of CPP/CDCI funds.

No further actions were identified outside of those noted in the above answer.