LOEWS CORP
Form 10-Q
August 04, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 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 1-6541

LOEWS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**13-2646102**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

667 Madison Avenue, New York, N.Y. 10065-8087

(Address of principal executive offices) (Zip Code)

(212) 521-2000

(Registrant s telephone number, including area code)

NOT APPLICABLE

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No _____

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes X No _____ Not Applicable _____

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

Large accelerated filer X 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 Exchange Act).

Yes _____ No X

Class	Outstanding at July 24, 2015
Common stock, $0.01 par value	363,081,509 shares

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

Loews Corporation and Subsidiaries

CONSOLIDATED CONDENSED BALANCE SHEETS

(Unaudited)

(Dollar amounts in millions, except per share data)

	June 30, 2015	December 31, 2014
Assets:		
Investments:		
Fixed maturities, amortized cost of $37,321 and $37,469	**$ 39,954**	$ 40,885
Equity securities, cost of $783 and $733	**756**	728
Limited partnership investments	**3,714**	3,674
Other invested assets, primarily mortgage loans	**768**	731
Short term investments	**5,856**	6,014
Total investments	**51,048**	52,032
Cash	**249**	364
Receivables	**8,097**	7,770
Property, plant and equipment	**15,917**	15,611
Goodwill	**373**	374
Other assets	**1,710**	1,616
Deferred acquisition costs of insurance subsidiaries	**621**	600
Total assets	**$ 78,015**	$ 78,367
Liabilities and Equity:		
Insurance reserves:		
Claim and claim adjustment expense	**$ 23,193**	$ 23,271
Future policy benefits	**9,360**	9,490
Unearned premiums	**3,815**	3,592
Policyholders funds		27
Total insurance reserves	**36,368**	36,380
Payable to brokers	**741**	673
Short term debt	**1,061**	335
Long term debt	**9,791**	10,333

Deferred income taxes	**773**	893
Other liabilities	**4,949**	5,103
Total liabilities	**53,683**	53,717
Commitments and contingent liabilities		
Preferred stock, $0.10 par value:		
Authorized 100,000,000 shares		
Common stock, $0.01 par value:		
Authorized 1,800,000,000 shares		
Issued 373,203,709 and 372,934,540 shares	**4**	4
Additional paid-in capital	**3,483**	3,481
Retained earnings	**15,747**	15,515
Accumulated other comprehensive income	**53**	280
	19,287	19,280
Less treasury stock, at cost (7,572,200 shares)	**(305)**	
Total shareholders equity	**18,982**	19,280
Noncontrolling interests	**5,350**	5,370
Total equity	**24,332**	24,650
Total liabilities and equity	**$ 78,015**	$ 78,367

See accompanying Notes to Consolidated Condensed Financial Statements.

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Loews Corporation and Subsidiaries

CONSOLIDATED CONDENSED STATEMENTS OF INCOME

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014
(In millions, except per share data)				
Revenues:				
Insurance premiums	**$ 1,735**	$ 1,811	**$ 3,422**	$ 3,617
Net investment income	**510**	597	**1,098**	1,174
Investment gains (losses):				
Other-than-temporary impairment losses	**(31)**	(5)	**(43)**	(7)
Portion of other-than-temporary impairment losses recognized in Other comprehensive income (loss)				
Net impairment losses recognized in earnings	**(31)**	(5)	**(43)**	(7)
Other net investment gains (losses)	**29**	(9)	**51**	35
Total investment gains (losses)	**(2)**	(14)	**8**	28
Contract drilling revenues	**617**	650	**1,217**	1,335
Other revenues	**575**	549	**1,168**	1,127
Total	**3,435**	3,593	**6,913**	7,281
Expenses:				
Insurance claims and policyholders benefits	**1,469**	1,441	**2,808**	2,887
Amortization of deferred acquisition costs	**314**	335	**617**	664
Contract drilling expenses	**344**	395	**695**	765
Other operating expenses (Note 4)	**879**	750	**2,128**	1,657
Interest	**134**	126	**265**	248
Total	**3,140**	3,047	**6,513**	6,221
Income before income tax	**295**	546	**400**	1,060
Income tax expense	**(48)**	(145)	**(104)**	(248)
Income from continuing operations	**247**	401	**296**	812
Discontinued operations, net		(186)		(413)

Net income	**247**	215	**296**	399
Amounts attributable to noncontrolling interests	**(77)**	(99)	**(17)**	(224)
Net income attributable to Loews Corporation	**$ 170**	$ 116	**$ 279**	$ 175
Net income attributable to Loews Corporation:				
Income from continuing operations	**$ 170**	$ 303	**$ 279**	$ 568
Discontinued operations, net		(187)		(393)
Net income	**$ 170**	$ 116	**$ 279**	$ 175
Basic and diluted net income per share:				
Income from continuing operations	**$ 0.46**	$ 0.79	**$ 0.75**	$ 1.47
Discontinued operations, net		(0.49)		(1.02)
Net income	**$ 0.46**	$ 0.30	**$ 0.75**	$ 0.45
Dividends per share	**$ 0.0625**	$ 0.0625	**$ 0.125**	$ 0.125
Weighted average shares outstanding:				
Shares of common stock	**369.61**	385.72	**371.21**	386.53
Dilutive potential shares of common stock	**0.36**	0.65	**0.36**	0.68
Total weighted average shares outstanding assuming dilution	**369.97**	386.37	**371.57**	387.21

See accompanying Notes to Consolidated Condensed Financial Statements.

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Loews Corporation and Subsidiaries

CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014
(In millions)				
Net income	**$ 247**	$ 215	**$ 296**	$ 399
Other comprehensive income (loss), after tax				
Changes in:				
Net unrealized gains (losses) on investments with other-than-temporary impairments	**(4)**	2	**(5)**	14
Net other unrealized gains (losses) on investments	**(363)**	270	**(253)**	507
Total unrealized gains (losses) on available-for-sale investments	**(367)**	272	**(258)**	521
Discontinued operations		10		15
Unrealized gains on cash flow hedges	**1**		**4**	3
Pension liability	**43**	(53)	**47**	(54)
Foreign currency	**49**	42	**(47)**	36
Other comprehensive income (loss)	**(274)**	271	**(254)**	521
Comprehensive income (loss)	**(27)**	486	**42**	920
Amounts attributable to noncontrolling interests	**(48)**	(126)	**9**	(277)
Total comprehensive income (loss) attributable to Loews Corporation	**$ (75)**	$ 360	**$ 51**	$ 643

See accompanying Notes to Consolidated Condensed Financial Statements.

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Loews Corporation and Subsidiaries

CONSOLIDATED CONDENSED STATEMENTS OF EQUITY

(Unaudited)

		Loews Corporation Shareholders					
(In millions)	**Total**	**Common Stock**	**Additional Paid-in Capital**	**Retained Earnings**	**Accumulated Other Comprehensive Income**	**Common Stock Held in Treasury**	**Noncontrolling Interests**
Balance, January 1, 2014	$ 24,906	$ 4	$ 3,607	$ 15,508	$ 339	$ -	$ 5,448
Net income	399			175			224
Other comprehensive income	521				468		53
Dividends paid	(232)			(48)			(184)
Purchases of subsidiary stock from noncontrolling interests	(83)		(8)				(75)
Purchases of Loews treasury stock	(195)					(195)	
Issuance of Loews common stock	5		5				
Stock-based compensation	14		4				10
Other	20			(2)			22
Balance, June 30, 2014	$ 25,355	$ 4	$ 3,608	$ 15,633	$ 807	$ (195)	$ 5,498
Balance, January 1, 2015	**$ 24,650**	**$ 4**	**$ 3,481**	**$ 15,515**	**$ 280**	**$ -**	**$ 5,370**
Net income	**296**			**279**			**17**
	(254)				**(228)**		**(26)**

Other comprehensive income							
Dividends paid	**(156)**			**(46)**			**(110)**
Issuance of equity securities by subsidiary	**115**		**(2)**		**1**		**116**
Purchases of subsidiary stock from noncontrolling interests	**(26)**		**3**				**(29)**
Purchases of Loews treasury stock	**(305)**					**(305)**	
Issuance of Loews common stock	**7**		**7**				
Stock-based compensation	**12**		**12**				
Other	**(7)**		**(18)**	**(1)**			**12**
Balance, June 30, 2015	**$ 24,332**	**$ 4**	**$ 3,483**	**$ 15,747**	**$ 53**	**$ (305)**	**$ 5,350**

See accompanying Notes to Consolidated Condensed Financial Statements.

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Loews Corporation and Subsidiaries

CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

(Unaudited)

Six Months Ended June 30	**2015**	2014
(In millions)		
Operating Activities:		
Net income	**$ 296**	$ 399
Adjustments to reconcile net income to net cash provided (used) by operating activities, net	**803**	1,112
Changes in operating assets and liabilities, net:		
Receivables	**(243)**	(142)
Deferred acquisition costs	**(8)**	(10)
Insurance reserves	**451**	234
Other assets	**(102)**	(178)
Other liabilities	**(120)**	(106)
Trading securities	**10**	(117)
Net cash flow operating activities	**1,087**	1,192
Investing Activities:		
Purchases of fixed maturities	**(5,029)**	(4,921)
Proceeds from sales of fixed maturities	**2,859**	2,919
Proceeds from maturities of fixed maturities	**2,304**	1,954
Purchases of equity securities	**(30)**	(11)
Proceeds from sales of equity securities	**33**	14
Purchases of limited partnership investments	**(78)**	(109)
Proceeds from sales of limited partnership investments	**85**	118
Purchases of property, plant and equipment	**(1,227)**	(1,152)
Dispositions	**20**	30
Change in short term investments	**119**	3
Other, net	**(90)**	(4)
Net cash flow investing activities	**(1,034)**	(1,159)
Financing Activities:		
Dividends paid	**(46)**	(48)
Dividends paid to noncontrolling interests	**(110)**	(184)
Purchases of subsidiary stock from noncontrolling interests	**(24)**	(88)

Purchases of Loews treasury stock	**(287)**	(182)
Issuance of Loews common stock	**7**	5
Proceeds from sale of subsidiary stock	**114**	4
Principal payments on debt	**(1,329)**	(331)
Issuance of debt	**1,503**	766
Other, net	**6**	17
Net cash flow financing activities	**(166)**	(41)
Effect of foreign exchange rate on cash	**(2)**	2
Transfer of cash to assets of discontinued operations		(11)
Net change in cash	**(115)**	(17)
Cash, beginning of period	**364**	294
Cash, end of period	**$ 249**	$ 277

See accompanying Notes to Consolidated Condensed Financial Statements.

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Loews Corporation and Subsidiaries

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Unaudited)

1. Basis of Presentation

Loews Corporation is a holding company. Its subsidiaries are engaged in the following lines of business: commercial property and casualty insurance (CNA Financial Corporation (CNA), a 90% owned subsidiary); the operation of offshore oil and gas drilling rigs (Diamond Offshore Drilling, Inc. (Diamond Offshore), a 53% owned subsidiary); transportation and storage of natural gas and natural gas liquids and gathering and processing of natural gas (Boardwalk Pipeline Partners, LP (Boardwalk Pipeline), a 51% owned subsidiary); and the operation of a chain of hotels (Loews Hotels Holding Corporation (Loews Hotels), a wholly owned subsidiary). Unless the context otherwise requires, the terms Company, Loews and Registrant as used herein mean Loews Corporation excluding its subsidiaries and the term Net income (loss) attributable to Loews Corporation as used herein means Net income (loss) attributable to Loews Corporation shareholders.

Loews segments are CNA Financial, including Specialty, Commercial, International and Other Non-Core; Diamond Offshore; Boardwalk Pipeline; Loews Hotels; and Corporate and other. See Note 9 for additional information on segments.

In the opinion of management, the accompanying unaudited Consolidated Condensed Financial Statements reflect all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position as of June 30, 2015 and December 31, 2014, the results of operations and comprehensive income for the three and six months ended June 30, 2015 and 2014 and changes in shareholders equity and cash flows for the six months ended June 30, 2015 and 2014.

Net income for the second quarter and first half of each of the years is not necessarily indicative of net income for that entire year.

Reference is made to the Notes to Consolidated Financial Statements in the 2014 Annual Report on Form 10-K which should be read in conjunction with these Consolidated Condensed Financial Statements.

The Company presents basic and diluted net income per share on the Consolidated Condensed Statements of Income. Basic net income per share excludes dilution and is computed by dividing net income attributable to common stock by the weighted average number of common shares outstanding for the period. Diluted net income per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. Stock appreciation rights (SARs) of 3.7 million, 2.2 million, 3.6 million and 2.1 million shares were not included in the diluted weighted average shares amounts for the three and six months ended June 30, 2015 and 2014 due to the exercise price being greater than the average stock price.

As of June 30, 2015, the Company had $20 million of goodwill related to its investment in Diamond Offshore. As a result of the continued deterioration of the market fundamentals in the oil and gas industry, the Company performed the first step of a goodwill impairment test as of June 30, 2015 comparing the fair market value of the Company s investment in Diamond Offshore to book value. No impairment charge was required based on passing the first step of the impairment test. Due to the continued market decline subsequent to June 30, 2015, the Company may be required to record an impairment charge in the near future.

On August 1, 2014, CNA completed the sale of Continental Assurance Company (CAC), its former life insurance subsidiary and on September 30, 2014, the Company sold HighMount Exploration & Production LLC (HighMount), its natural gas and oil exploration and production subsidiary. The results of these sold businesses are reflected as discontinued operations in the Consolidated Condensed Statements of Income as further discussed in Note 12.

Updated accounting guidance not yet adopted In May of 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-09, Financial Services-Insurance (Topic 944): Disclosures about Short-Duration Contracts. The updated accounting guidance requires enhanced disclosures to provide additional information about insurance liabilities for short-duration contracts. The updated guidance is effective for annual reporting periods beginning after December 15, 2015 and for interim periods beginning after December 15, 2016. The Company is currently evaluating the effect the updated guidance will have on its financial statement disclosures.

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In May of 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606). The core principle of the new accounting guidance is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The new accounting guidance provides a five-step analysis of transactions to determine when and how revenue is recognized and requires enhanced disclosures about revenue. This update was effective for annual reporting periods beginning after December 15, 2016, including interim periods, and can be adopted either retrospectively or as a cumulative effect adjustment at the date of adoption. The Company is currently evaluating the effect that adopting this new accounting guidance will have on its consolidated financial statements. In July of 2015, the FASB voted to approve a one year deferral of the effective date of ASU 2014-09. The FASB expects to issue a final ASU formally amending the effective date by the end of the third quarter of 2015.

2. Investments

Net investment income is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014
(In millions)				
Fixed maturity securities	**$ 452**	$ 451	**$ 895**	$ 903
Short term investments	**1**	1	**3**	2
Limited partnership investments	**50**	116	**210**	203
Equity securities	**3**	3	**6**	5
Income (loss) from trading portfolio (a)	**11**	30	**(4)**	70
Other	**9**	10	**17**	18
Total investment income	**525**	611	**1,127**	1,201
Investment expenses	**(15)**	(14)	**(29)**	(27)
Net investment income	**$ 510**	$ 597	**$ 1,098**	$ 1,174

(a) Includes net unrealized gains (losses) related to changes in fair value on trading securities still held of $(10), $40, $(17) and $60 for the three and six months ended June 30, 2015 and 2014.

Investment gains (losses) are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014

(In millions)

Fixed maturity securities	**$ (12)**	$ (19)		$ 19
Equity securities	**(1)**		**$ (1)**	5
Derivative instruments	**11**	1	**10**	1
Short term investments and other		4	**(1)**	3
Investment gains (losses) (a)	**$ (2)**	$ (14)	**$ 8**	$ 28

(a) Includes gross realized gains of $36, $20, $70 and $78 and gross realized losses of $49, $39, $71 and $54 on available-for-sale securities for the three and six months ended June 30, 2015 and 2014.

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The components of net other-than-temporary impairment (OTTI) losses recognized in earnings by asset type are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014
(In millions)				
Fixed maturity securities available-for-sale:				
Corporate and other bonds	**$ 11**	$ 2	**$ 16**	$ 3
States, municipalities and political subdivisions	**13**		**18**	
Asset-backed:				
Residential mortgage-backed	**5**	1	**6**	2
Other asset-backed	**1**	1	**1**	1
Total asset-backed	**6**	2	**7**	3
Total fixed maturities available-for-sale	**30**	4	**41**	6
Equity securities available-for-sale:				
Common stock		1	**1**	1
Short term investments	**1**		**1**	
Net OTTI losses recognized in earnings	**$ 31**	$ 5	**$ 43**	$ 7

The amortized cost and fair values of securities are as follows:

June 30, 2015	**Cost or Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Estimated Fair Value**	**Unrealized OTTI Losses (Gains)**
(In millions)					
Fixed maturity securities:					
Corporate and other bonds	**$ 16,879**	**$1,337**	**$ 88**	**$ 18,128**	
States, municipalities and political subdivisions	**11,707**	**1,186**	**40**	**12,853**	
Asset-backed:					
Residential mortgage-backed	**4,940**	**175**	**15**	**5,100**	**$ (46)**
Commercial mortgage-backed	**2,186**	**77**	**12**	**2,251**	**(2)**
Other asset-backed	**1,044**	**12**	**1**	**1,055**	

Total asset-backed	**8,170**	**264**	**28**	**8,406**	**(48)**
U.S. Treasury and obligations of government-sponsored enterprises	**24**	**5**		**29**	
Foreign government	**387**	**13**	**1**	**399**	
Redeemable preferred stock	**33**	**2**		**35**	
Fixed maturities available-for-sale	**37,200**	**2,807**	**157**	**39,850**	**(48)**
Fixed maturities trading	**121**		**17**	**104**	
Total fixed maturities	**37,321**	**2,807**	**174**	**39,954**	**(48)**
Equity securities:					
Common stock	**54**	**8**	**2**	**60**	
Preferred stock	**154**	**4**	**2**	**156**	
Equity securities available-for-sale	**208**	**12**	**4**	**216**	**-**
Equity securities trading	**575**	**74**	**109**	**540**	
Total equity securities	**783**	**86**	**113**	**756**	**-**
Total	**$ 38,104**	**$2,893**	**$ 287**	**$ 40,710**	**$ (48)**

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December 31, 2014	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Unrealized OTTI Losses (Gains)
(In millions)					
Fixed maturity securities:					
Corporate and other bonds	$ 17,226	$1,721	$ 61	$ 18,886	
States, municipalities and political subdivisions	11,285	1,463	8	12,740	
Asset-backed:					
Residential mortgage-backed	5,028	218	13	5,233	$ (53)
Commercial mortgage-backed	2,056	93	5	2,144	(2)
Other asset-backed	1,234	11	10	1,235	
Total asset-backed	8,318	322	28	8,612	(55)
U.S. Treasury and obligations of government-sponsored enterprises	26	5		31	
Foreign government	438	16		454	
Redeemable preferred stock	39	3		42	
Fixed maturities available-for-sale	37,332	3,530	97	40,765	(55)
Fixed maturities trading	137		17	120	
Total fixed maturities	37,469	3,530	114	40,885	(55)
Equity securities:					
Common stock	38	9		47	
Preferred stock	172	5	2	175	
Equity securities available-for-sale	210	14	2	222	-
Equity securities trading	523	96	113	506	
Total equity securities	733	110	115	728	-
Total	$ 38,202	$3,640	$ 229	$ 41,613	$ (55)

The net unrealized gains on investments included in the tables above are recorded as a component of Accumulated other comprehensive income (AOCI). When presented in AOCI, these amounts are net of tax and noncontrolling interests and any required Shadow Adjustments. As of June 30, 2015 and December 31, 2014, the net unrealized gains on investments included in AOCI were net of Shadow Adjustments of $917 million and $1.2 billion. To the extent that unrealized gains on fixed income securities supporting certain products within CNA s Life & Group Non-Core business would result in a premium deficiency if realized, a related decrease in Deferred acquisition costs, and/or increase in Insurance reserves are recorded, net of tax and noncontrolling interests, as a reduction of net unrealized gains through Other comprehensive income (Shadow Adjustments).

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The available-for-sale securities in a gross unrealized loss position are as follows:

	Less than 12 Months		12 Months or Longer		Total	
June 30, 2015	**Estimated Fair Value**	**Gross Unrealized Losses**	**Estimated Fair Value**	**Gross Unrealized Losses**	**Estimated Fair Value**	**Gross Unrealized Losses**
(In millions)						
Fixed maturity securities:						
Corporate and other bonds	**$ 3,217**	**$ 73**	**$ 152**	**$ 15**	**$ 3,369**	**$ 88**
States, municipalities and political subdivisions	**1,523**	**34**	**143**	**6**	**1,666**	**40**
Asset-backed:						
Residential mortgage-backed	**451**	**6**	**167**	**9**	**618**	**15**
Commercial mortgage-backed	**557**	**9**	**61**	**3**	**618**	**12**
Other asset-backed	**135**	**1**	**18**		**153**	**1**
Total asset-backed	**1,143**	**16**	**246**	**12**	**1,389**	**28**
U.S. Treasury and obligations of government-sponsored enterprises	**3**				**3**	
Foreign government	**20**	**1**	**1**		**21**	**1**
Total fixed maturity securities	**5,906**	**124**	**542**	**33**	**6,448**	**157**
Common stock	**21**	**2**			**21**	**2**
Preferred stock	**17**	**2**			**17**	**2**
Total	**$ 5,944**	**$ 128**	**$ 542**	**$ 33**	**$ 6,486**	**$ 161**
December 31, 2014						
(In millions)						
Fixed maturity securities:						
Corporate and other bonds	$ 1,330	$ 46	$ 277	$ 15	$ 1,607	$ 61
States, municipalities and political subdivisions	335	5	127	3	462	8
Asset-backed:						
Residential mortgage-backed	293	5	189	8	482	13
Commercial mortgage-backed	264	2	99	3	363	5
Other asset-backed	607	10	7		614	10

Total asset-backed	1,164	17	295	11	1,459	28
U.S. Treasury and obligations of government-sponsored enterprises	3		4		7	
Foreign government	3		3		6	
Redeemable preferred stock	3				3	
Total fixed maturity securities	2,838	68	706	29	3,544	97
Preferred stock	17	2	1		18	2
Total	$ 2,855	$ 70	$ 707	$ 29	$ 3,562	$ 99

Based on current facts and circumstances, the Company believes the unrealized losses presented in the table above are not indicative of the ultimate collectibility of the current amortized cost of the securities, but rather are primarily attributable to changes in interest rates and credit spreads and other factors. The Company has no current intent to sell securities with unrealized losses, nor is it more likely than not that it will be required to sell prior to recovery of amortized cost; accordingly, the Company has determined that there are no additional OTTI losses to be recorded as of June 30, 2015.

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The following table presents the activity related to the pretax credit loss component reflected in Retained earnings on fixed maturity securities still held as of June 30, 2015 and 2014 for which a portion of an OTTI loss was recognized in Other comprehensive income.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014
(In millions)				
Beginning balance of credit losses on fixed maturity securities	**$ 61**	$ 69	**$ 62**	$ 74
Reductions for securities sold during the period	**(2)**	(3)	**(3)**	(5)
Reductions for securities the Company intends to sell or more likely than not will be required to sell				(3)
Ending balance of credit losses on fixed maturity securities	**$ 59**	$ 66	**$ 59**	$ 66

Contractual Maturity

The following table presents available-for-sale fixed maturity securities by contractual maturity. Actual maturities may differ from contractual maturities because certain securities may be called or prepaid with or without call or prepayment penalties. Securities not due at a single date are allocated based on weighted average life.

	June 30, 2015		December 31, 2014	
	Cost or Amortized Cost	**Estimated Fair Value**	Cost or Amortized Cost	Estimated Fair Value
(In millions)				
Due in one year or less	**$ 1,539**	**$ 1,559**	$ 2,479	$ 2,511
Due after one year through five years	**7,523**	**7,972**	9,070	9,621
Due after five years through ten years	**14,099**	**14,549**	12,055	12,584
Due after ten years	**14,039**	**15,770**	13,728	16,049
Total	**$ 37,200**	**$ 39,850**	$ 37,332	$ 40,765

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Derivative Financial Instruments

A summary of the aggregate contractual or notional amounts and gross estimated fair values related to derivative financial instruments follows. The contractual or notional amounts for derivatives are used to calculate the exchange of contractual payments under the agreements and may not be representative of the potential for gain or loss on these instruments. Gross estimated fair values of derivative positions are currently presented in Equity securities, Receivables and Payable to brokers on the Consolidated Condensed Balance Sheets.

	June 30, 2015			December 31, 2014		
	Contractual/ Notional Amount	**Estimated Fair Value**		Contractual/ Notional Amount	Estimated Fair Value	
		Asset	**(Liability)**		Asset	(Liability)
(In millions)						
With hedge designation:						
Foreign exchange:						
Currency forwards short	**$ 3**			$ 70		$ (5)
Without hedge designation:						
Equity markets:						
Options purchased	**163**	**$ 9**		544	$ 24	
written	**397**		**$ (11)**	292		(21)
Equity swaps and warrants long	**10**	**2**		10	2	
Futures long	**74**		**(1)**			
Futures short	**208**			130	2	
Foreign exchange:						
Currency forwards long	**110**		**(1)**	109		(3)
short	**78**			88	2	
Currency options long	**446**	**11**		151	7	
short	**279**		**(2)**			
Embedded derivative on funds withheld liability	**183**	**6**		184		(3)

Investment Commitments

As of June 30, 2015, the Company had committed approximately $295 million to future capital calls from various third party limited partnership investments in exchange for an ownership interest in the related partnerships.

The Company invests in various privately placed debt securities, including bank loans, as part of its overall investment strategy and has committed to additional future purchases, sales and funding. As of June 30, 2015, the Company had commitments to purchase or fund additional amounts of $134 million and sell $79 million under the terms of such securities.

3. Fair Value

Fair value is the price that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following fair value hierarchy is used in selecting inputs, with the highest priority given to Level 1, as these are the most transparent or reliable:

Level 1 Quoted prices for identical instruments in active markets.

Level 2 Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable in active markets.

Level 3 Valuations derived from valuation techniques in which one or more significant inputs are not observable.

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Prices may fall within Level 1, 2 or 3 depending upon the methodology and inputs used to estimate fair value for each specific security. In general, the Company seeks to price securities using third party pricing services. Securities not priced by pricing services are submitted to independent brokers for valuation and, if those are not available, internally developed pricing models are used to value assets using a methodology and inputs the Company believes market participants would use to value the assets. Prices obtained from third-party pricing services or brokers are not adjusted by the Company.

The Company performs control procedures over information obtained from pricing services and brokers to ensure prices received represent a reasonable estimate of fair value and to confirm representations regarding whether inputs are observable or unobservable. Procedures include: (i) the review of pricing service or broker pricing methodologies, (ii) back-testing, where past fair value estimates are compared to actual transactions executed in the market on similar dates, (iii) exception reporting, where period-over-period changes in price are reviewed and challenged with the pricing service or broker based on exception criteria, (iv) detailed analysis, where the Company performs an independent analysis of the inputs and assumptions used to price individual securities and (v) pricing validation, where prices received are compared to prices independently estimated by the Company.

The fair values of CNA s life settlement contracts are included in Other assets on the Consolidated Condensed Balance Sheets. Equity options purchased are included in Equity securities, and all other derivative assets are included in Receivables. Derivative liabilities are included in Payable to brokers. Assets and liabilities measured at fair value on a recurring basis are presented in the following tables:

June 30, 2015	Level 1	Level 2	Level 3	Total
(In millions)				
Fixed maturity securities:				
Corporate and other bonds	$ 28	$ 17,959	$ 141	$ 18,128
States, municipalities and political subdivisions		12,768	85	12,853
Asset-backed:				
Residential mortgage-backed		4,893	207	5,100
Commercial mortgage-backed		2,164	87	2,251
Other asset-backed		565	490	1,055
Total asset-backed		7,622	784	8,406
U.S. Treasury and obligations of government-sponsored enterprises	28	1		29
Foreign government	32	367		399
Redeemable preferred stock	24	11		35
Fixed maturities available-for-sale	112	38,728	1,010	39,850
Fixed maturities trading		15	89	104
Total fixed maturities	$ 112	$ 38,743	$ 1,099	$ 39,954
Equity securities available-for-sale	$ 139	$ 61	$ 16	$ 216

Equity securities trading	**539**		**1**	**540**
Total equity securities	**$ 678**	**$ 61**	**$ 17**	**$ 756**
Short term investments	**$ 4,876**	**$ 900**		**$ 5,776**
Other invested assets	**103**	**43**		**146**
Receivables		**11**		**11**
Life settlement contracts			**$ 75**	**75**
Payable to brokers	**(521)**	**(5)**		**(526)**

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December 31, 2014	Level 1	Level 2	Level 3	Total
(In millions)				
Fixed maturity securities:				
Corporate and other bonds	$ 32	$ 18,692	$ 162	$ 18,886
States, municipalities and political subdivisions		12,646	94	12,740
Asset-backed:				
Residential mortgage-backed		5,044	189	5,233
Commercial mortgage-backed		2,061	83	2,144
Other asset-backed		580	655	1,235
Total asset-backed		7,685	927	8,612
U.S. Treasury and obligations of government-sponsored enterprises	28	3		31
Foreign government	41	413		454
Redeemable preferred stock	30	12		42
Fixed maturities available-for-sale	131	39,451	1,183	40,765
Fixed maturities trading		30	90	120
Total fixed maturities	$ 131	$ 39,481	$ 1,273	$ 40,885
Equity securities available-for-sale	$ 145	$ 61	$ 16	$ 222
Equity securities trading	505		1	506
Total equity securities	$ 650	$ 61	$ 17	$ 728
Short term investments	$ 4,989	$ 963		$ 5,952
Other invested assets	102	41		143
Receivables	2	7		9
Life settlement contracts			$ 82	82
Payable to brokers	(546)	(6)		(552)

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The following tables present reconciliations for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three and six months ended June 30, 2015 and 2014:

2015	Balance, April 1	Net Realized Gains (Losses) and Net Change in Unrealized Gains (Losses) Included in Net Income	Net Change in Unrealized Gains (Losses) Included in OCI	Purchases	Sales	Settlements	Transfers into Level 3	Transfers out of Level 3	Balance, June 30	Unrealized Gains (Losses) Recognized in Net Income on Level 3 Assets and Liabilities Held at June 30
(In millions)										
Fixed maturity securities:										
Corporate and other bonds	$ 186	$ (2)	$ (1)			$ (7)		$ (35)	$ 141	$ (3)
States, municipalities and political subdivisions	86					(1)			85	
Asset-backed:										
Residential mortgage-backed	232	1	(2)			(11)		(13)	207	
Commercial mortgage-backed	64	1	(1)	$ 9		(1)	$ 17	(2)	87	
Other asset-backed	553	2	1	47	$ (90)	(17)		(6)	490	
Total asset-backed	849	4	(2)	56	(90)	(29)	17	(21)	784	-
Fixed maturities available-for-sale	1,121	2	(3)	56	(90)	(37)	17	(56)	1,010	(3)
Fixed maturities trading	89								89	
Total fixed maturities	$ 1,210	$ 2	$ (3)	$ 56	$ (90)	$ (37)	$ 17	$ (56)	$ 1,099	$ (3)
Equity securities available-for-sale	$ 13		$ 3						$ 16	
Equity securities trading	1								1	

Total equity securities	**$ 14**	**$ -**	**$ 3**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ 17**	**$ -**
Life settlement contracts	**$ 79**	**$ 4**				**$ (8)**			**$ 75**	**$ (2)**

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	Balance, April 1	Net Realized Gains (Losses) and Net Change in Unrealized Gains (Losses) Included in Net Income	Included in OCI	Purchases	Sales	Settlements	Transfers into Level 3	Transfers out of Level 3	Balance, June 30	R
	$ 189	$ 1		$ 21	$ (6)	$ (5)	$ 5	$ (11)	$ 194	
	86	1	$ 1	1	(10)				79	
ed	359	(24)	47	22	(174)	(19)		(26)	185	
ed	126	1	1		(60)	(1)	12	(20)	59	
	439		4	229	(28)	(18)			626	$
	924	(23)	52	251	(262)	(38)	12	(46)	870	
s le	1,199	(21)	53	273	(278)	(43)	17	(57)	1,143	
s	85	6							91	
	$ 1,284	$ (15)	$ 53	$ 273	$ (278)	$ (43)	$ 17	$ (57)	$ 1,234	$
es le	$ 2								$ 2	
es	2	$ 1		$ 1					4	$
	$ 4	$ 1	$ -	$ 1	$ -	$ -	$ -	$ -	$ 6	$

	$	87	$	12			$ (13)			$	86	$
t		(4)		1	$	1		$	2		-	

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2015	Balance, January	Net Realized Gains (Losses) and Net Change in Unrealized Gains (Losses) Included in Net Income	Included in OCI	Purchases	Sales	Settlements	Transfers into Level 3	Transfers out of Level 3	Balance, June 30	Unrealized Gains (Losses) Recognized in Net Income on Level 3 Assets and Liabilities Held at June 30
(In millions)										
Fixed maturity securities:										
Corporate and other bonds	$ 162	$ (1)	$ (1)	$ 12	$ (12)	$ (21)	$ 37	$ (35)	$ 141	$ (3)
States, municipalities and political subdivisions	94	1				(10)			85	
Asset-backed:										
Residential mortgage-backed	189	2	(2)	72		(21)		(33)	207	
Commercial mortgage-backed	83	2		15		(2)	17	(28)	87	
Other asset-backed	655	3	10	82	(234)	(20)		(6)	490	
Total asset-backed	927	7	8	169	(234)	(43)	17	(67)	784	-
Fixed maturities available-for-sale	1,183	7	7	181	(246)	(74)	54	(102)	1,010	(3)
Fixed maturities trading	90				(1)				89	
Total fixed maturities	$ 1,273	$ 7	$ 7	$ 181	$ (247)	$ (74)	$ 54	$ (102)	$ 1,099	$ (3)
Equity securities available-for-sale	$ 16								$ 16	
	1								1	

Equity securities trading										
Total equity securities	**$ 17**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ 17**	**$ -**
Life settlement contracts	**$ 82**	**$ 17**			**$ (24)**				**$ 75**	**$ (1)**

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	Balance, January 1	Net Realized Gains (Losses) and Net Change in Unrealized Gains (Losses) Included in Net Income	Included in OCI	Purchases	Sales	Settlements	Transfers into Level 3	Transfers out of Level 3	Balance, June 30	Ur
ons)										(I Rec I on As Li F J
aturity s:										
e and nds	$ 204	$ 2	$ 1	$ 26	$ (10)	$ (10)	$ 8	$ (27)	$ 194	
alities ical ions	71	1	2	1	(10)		14		79	
cked: ial e-backed	331	(23)	62	47	(174)	(40)	21	(39)	185	
cial e-backed	151	2			(60)	(2)	12	(44)	59	
cked	446	1	4	377	(111)	(90)		(1)	626	$
cked	928	(20)	66	424	(345)	(132)	33	(84)	870	
aturities e-for-sale	1,203	(17)	69	451	(365)	(142)	55	(111)	1,143	
aturities	80	11							91	
ed es	$ 1,283	$ (6)	$ 69	$ 451	$ (365)	$ (142)	$ 55	$ (111)	$ 1,234	$
ecurities e-for-sale	$ 11	$ 3	$ (4)		$ (8)				$ 2	
	8			$ 2	(6)				4	

ecurities											
uity s	$ 19	$ 3	$ (4)	$ 2	$ (14)	$ -	$ -	$ -	$ 6	$	
ement s	$ 88	$ 22				$ (24)			$ 86	$	
account	1							$ (1)	-		
ve nts, net	(3)	1		$ (2)	$ 2			2	-		

Net realized and unrealized gains and losses are reported in Net income as follows:

Major Category of Assets and Liabilities	Consolidated Condensed Statements of Income Line Items
Fixed maturity securities available-for-sale	Investment gains (losses)
Fixed maturity securities, trading	Net investment income
Equity securities available-for-sale	Investment gains (losses)
Equity securities, trading	Net investment income
Other invested assets	Investment gains (losses) and Net investment income
Derivative financial instruments held in a trading portfolio	Net investment income
Derivative financial instruments, other	Investment gains (losses) and Other revenues
Life settlement contracts	Other revenues

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Securities may be transferred in or out of levels within the fair value hierarchy based on the availability of observable market information and quoted prices used to determine the fair value of the security. The availability of observable market information and quoted prices varies based on market conditions and trading volume. During the three and six months ended June 30, 2015 there were no transfers between Level 1 and Level 2. During the three months ended June 30, 2014 there were $1 million of transfers from Level 2 to Level 1 and no transfers from Level 1 to Level 2. During the six months ended June 30, 2014 there were $24 million of transfers from Level 2 to Level 1 and $1 million of transfers from Level 1 to Level 2. The Company s policy is to recognize transfers between levels at the beginning of quarterly reporting periods.

Valuation Methodologies and Inputs

The following section describes the valuation methodologies and relevant inputs used to measure different financial instruments at fair value, including an indication of the level in the fair value hierarchy in which the instruments are generally classified.

Fixed Maturity Securities

Level 1 securities include exchange traded bonds, highly liquid U.S. and foreign government bonds and redeemable preferred stock, valued using quoted market prices. Level 2 securities include most other fixed maturity securities as the significant inputs are observable in the marketplace. All classes of Level 2 fixed maturity securities are valued using a methodology based on information generated by market transactions involving identical or comparable assets, a discounted cash flow methodology or a combination of both when necessary. Common inputs for all classes of fixed maturity securities include prices from recently executed transactions of similar securities, marketplace quotes, benchmark yields, spreads off benchmark yields, interest rates and U.S. Treasury or swap curves. Specifically for asset-backed securities, key inputs include prepayment and default projections based on past performance of the underlying collateral and current market data. Fixed maturity securities are generally assigned to Level 3 in cases where broker/dealer quotes are significant inputs to the valuation and there is a lack of transparency as to whether these quotes are based on information that is observable in the marketplace. Level 3 securities also include private placement debt securities whose fair value is determined using internal models with inputs that are not market observable.

Equity Securities

Level 1 equity securities include publicly traded securities valued using quoted market prices. Level 2 securities are primarily non-redeemable preferred stocks and common stocks valued using pricing for similar securities, recently executed transactions, broker/dealer quotes and other pricing models utilizing market observable inputs. Level 3 securities are priced using internal models with inputs that are not market observable.

Derivative Financial Instruments

Exchange traded derivatives are valued using quoted market prices and are classified within Level 1 of the fair value hierarchy. Level 2 derivatives primarily include currency forwards valued using observable market forward rates. Over-the-counter derivatives, principally interest rate swaps, total return swaps, commodity swaps, equity warrants and options, are valued using inputs including broker/dealer quotes and are classified within Level 2 or Level 3 of the valuation hierarchy, depending on the amount of transparency as to whether these quotes are based on information that is observable in the marketplace.

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Short Term Investments

Securities that are actively traded or have quoted prices are classified as Level 1. These securities include money market funds and treasury bills. Level 2 primarily includes commercial paper, for which all inputs are market observable. Fixed maturity securities purchased within one year of maturity are classified consistent with fixed maturity securities discussed above. Short term investments as presented in the tables above differ from the amounts presented in the Consolidated Condensed Balance Sheets because certain short term investments, such as time deposits, are not measured at fair value.

Other Invested Assets

Level 1 securities include exchange traded open-end funds valued using quoted market prices. Level 2 securities include overseas deposits which can be redeemed at net asset value in 90 days or less.

Life Settlement Contracts

The fair values of life settlement contracts are determined as the present value of the anticipated death benefits less anticipated premium payments based on contract terms that are distinct for each insured, as well as CNA s own assumptions for mortality, premium expense, and the rate of return that a buyer would require on the contracts, as no comparable market pricing data is available.

Significant Unobservable Inputs

The following tables present quantitative information about the significant unobservable inputs utilized by the Company in the fair value measurements of Level 3 assets. Valuations for assets and liabilities not presented in the table below are primarily based on broker/dealer quotes for which there is a lack of transparency as to inputs used to develop the valuations. The quantitative detail of unobservable inputs from these broker quotes is neither provided nor reasonably available to the Company.

June 30, 2015	Estimated Fair Value	Valuation Techniques	Unobservable Inputs	Range (Weighted Average)		
	(In millions)					
Fixed maturity securities	**$ 97**	**Discounted cash flow**	**Credit spread**	**2%**	**13%**	**(3%)**
Life settlement contracts	**75**	**Discounted cash flow**	**Discount rate risk premium Mortality assumption**	**55%**	**1,676%**	**9% (165%)**

December 31, 2014

Fixed maturity securities	$ 101	Discounted cash flow	Credit spread		2%	13% (3%)
Equity securities	16	Market approach	Private offering price	$12	$4,391 per share ($600 per share)	
Life settlement contracts	82	Discounted cash flow	Discount rate risk premium Mortality assumption	55%	9% 1,676% (163%)	

For fixed maturity securities, an increase to the credit spread assumptions would result in a lower fair value measurement. For equity securities, an increase in the private offering price would result in a higher fair value measurement. For life settlement contracts, an increase in the discount rate risk premium or decrease in the mortality assumption would result in a lower fair value measurement.

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Financial Assets and Liabilities Not Measured at Fair Value

The carrying amount, estimated fair value and the level of the fair value hierarchy of the Company s financial assets and liabilities which are not measured at fair value on the Consolidated Condensed Balance Sheets are presented in the following tables. The carrying amounts and estimated fair values of short term debt and long term debt exclude capital lease obligations. The carrying amounts reported on the Consolidated Condensed Balance Sheets for cash and short term investments not carried at fair value and certain other assets and liabilities approximate fair value due to the short term nature of these items.

	Carrying	Estimated Fair Value		
June 30, 2015	**Amount**	**Level 1**	**Level 2**	**Level 3**	**Total**
(In millions)					
Assets:					
Other invested assets, primarily mortgage loans	**$ 622**			**$ 640**	**$ 640**
Liabilities:					
Short term debt	**1,060**		**$ 1,037**	**36**	**1,073**
Long term debt	**9,776**		**9,492**	**470**	**9,962**
December 31, 2014					
Assets:					
Other invested assets, primarily mortgage loans	$ 588			$ 608	$ 608
Liabilities:					
Short term debt	334		$ 255	84	339
Long term debt	10,320		10,299	420	10,719

The following methods and assumptions were used in estimating the fair value of these financial assets and liabilities.

The fair values of mortgage loans, included in Other invested assets, were based on the present value of the expected future cash flows discounted at the current interest rate for similar financial instruments, adjusted for specific loan risk.

Fair value of debt was based on observable market prices when available. When observable market prices were not available, the fair value of debt was based on observable market prices of comparable instruments adjusted for differences between the observed instruments and the instruments being valued or is estimated using discounted cash flow analyses, based on current incremental borrowing rates for similar types of borrowing arrangements.

4. Property, Plant and Equipment

Diamond Offshore

Asset Impairment

In response to recently announced regulatory requirements in the U.S. Gulf of Mexico, as well as the continued deterioration of the market fundamentals in the oil and gas industry, including the dramatic decline in oil prices, significant cutbacks in customer capital spending plans and contract cancellations by customers, Diamond Offshore evaluated most of its mid-water semisubmersible rigs, one drillship and five jack-up rigs for impairment during the first quarter of 2015.

Diamond Offshore utilizes an undiscounted probability-weighted cash flow analysis in testing an asset for potential impairment. A matrix of assumptions is developed for each rig under evaluation using multiple utilization/dayrate scenarios, to each of which Diamond Offshore assigns a probability of occurrence. Diamond Offshore arrives at a projected probability weighted cash flow for each rig based on the respective matrix and compares such amount to the carrying value of the asset to assess recoverability.

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The underlying assumptions and assigned probabilities of occurrence for utilization and dayrate scenarios are developed using a methodology that examines historical data for each rig, which considers the rig s age, rated water depth and other attributes and then assesses its future marketability in light of the current and projected market environment at the time of assessment. Other assumptions, such as operating, maintenance and inspection costs, are estimated using historical data adjusted for known developments and future events that are anticipated by management at the time of the assessment.

Based on this evaluation, Diamond Offshore determined that seven mid-water semisubmersibles and one drillship were impaired and an impairment loss was recognized aggregating $359 million ($158 million after tax and noncontrolling interests) for the six months ended June 30, 2015. The fair value of five of the impaired rigs was determined utilizing a market approach, which utilized the most recent contracted sales price for another of Diamond Offshore s previously impaired mid-water semisubmersible rigs. The fair value of Diamond Offshore s three remaining rigs (which were under contract with a customer at that time) was determined using an income approach, which utilized significant unobservable inputs, including assumptions related to estimated dayrate revenue, rig utilization and anticipated costs for the remainder of the current contract, as well as estimated proceeds that may be received on disposition of each rig, representative of a Level 3 fair value measurement.

Of the impaired rigs, three semisubmersible rigs were sold for scrap in the second quarter of 2015 and another three rigs are currently cold stacked or are expected to be cold stacked in the near term. Two of the remaining impaired rigs are currently under contract and are expected to be cold stacked or sold for scrap at the end of their respective contracts. During the second quarter of 2015, Diamond Offshore reviewed most of their mid-water semisubmersibles, which were not previously impaired, two ultra-deepwater semisubmersibles, one deepwater semisubmersible and five jack-up rigs for impairment. As of June 30, 2015, Diamond Offshore determined that further impairment had not occurred. The aggregate fair value of the impaired rigs was $4 million as of June 30, 2015 and is included in Property, plant and equipment on the Consolidated Condensed Balance Sheets.

Loews Hotels

In 2015, Loews Hotels has paid a total of approximately $330 million to acquire two hotels, funded with capital contributions from the Company.

5. Claim and Claim Adjustment Expense Reserves

CNA s property and casualty insurance claim and claim adjustment expense reserves represent the estimated amounts necessary to resolve all outstanding claims, including claims that are incurred but not reported (IBNR) as of the reporting date. CNA s reserve projections are based primarily on detailed analysis of the facts in each case, CNA s experience with similar cases and various historical development patterns. Consideration is given to such historical patterns as field reserving trends and claims settlement practices, loss payments, pending levels of unpaid claims and product mix, as well as court decisions, economic conditions including inflation and public attitudes. All of these factors can affect the estimation of claim and claim adjustment expense reserves.

Establishing claim and claim adjustment expense reserves, including claim and claim adjustment expense reserves for catastrophic events that have occurred, is an estimation process. Many factors can ultimately affect the final settlement of a claim and, therefore, the necessary reserve. Changes in the law, results of litigation, medical costs, the cost of repair materials and labor rates can all affect ultimate claim costs. In addition, time can be a critical part of reserving determinations since the longer the span between the incidence of a loss and the payment or settlement of the claim, the more variable the ultimate settlement amount can be. Accordingly, short-tail claims, such as property damage claims, tend to be more reasonably estimable than long-tail claims, such as workers compensation, general liability

and professional liability claims. Adjustments to prior year reserve estimates, if necessary, are reflected in the results of operations in the period that the need for such adjustments is determined. There can be no assurance that CNA s ultimate cost for insurance losses will not exceed current estimates.

Catastrophes are an inherent risk of the property and casualty insurance business and can contribute to material period-to-period fluctuations in CNA s results of operations and/or equity. CNA reported catastrophe losses, net of reinsurance, of $60 million and $56 million for the three months ended June 30, 2015 and 2014 and $89 million and $130 million for the six months ended June 30, 2015 and 2014. Catastrophe losses in 2015 related primarily to U.S. weather-related events.

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Net Prior Year Development

The following tables and discussion present net prior year development recorded for Specialty, Commercial and International segments.

Three Months Ended June 30, 2015	**Specialty**	**Commercial**	**International**	**Total**
(In millions)				
Pretax (favorable) unfavorable net prior year claim and allocated claim adjustment expense reserve development	**$ (13)**	**$ 16**	**$ (8)**	**$ (5)**
Pretax (favorable) unfavorable premium development	**(2)**	**(11)**	**(2)**	**(15)**
Total pretax (favorable) unfavorable net prior year development	**$ (15)**	**$ 5**	**$ (10)**	**$ (20)**
Three Months Ended June 30, 2014				
Pretax (favorable) unfavorable net prior year claim and allocated claim adjustment expense reserve development	$ (41)	$ 90	$ (25)	$ 24
Pretax (favorable) unfavorable premium development	(2)	(6)	6	(2)
Total pretax (favorable) unfavorable net prior year development	$ (43)	$ 84	$ (19)	$ 22
Six Months Ended June 30, 2015				
Pretax (favorable) unfavorable net prior year claim and allocated claim adjustment expense reserve development	**$ (11)**	**$ 11**	**$ (12)**	**$ (12)**
Pretax (favorable) unfavorable premium development	**(8)**	**(12)**	**14**	**(6)**
Total pretax (favorable) unfavorable net prior year development	**$ (19)**	**$ (1)**	**$ 2**	**$ (18)**
Six Months Ended June 30, 2014				
Pretax (favorable) unfavorable net prior year claim and allocated claim adjustment expense reserve development	$ (44)	$ 108	$ (15)	$ 49
Pretax (favorable) unfavorable premium development	(8)	(24)	(1)	(33)

Total pretax (favorable) unfavorable net prior year development	$ (52)	$ 84	$ (16)	$ 16

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Specialty

The following table and discussion provide further detail of the net prior year claim and allocated claim adjustment expense reserve development (development) recorded for the Specialty segment:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	**2015**	2014	**2015**	2014
Medical professional liability	**$ (6)**	$ 1	**$ 8**	$ 1
Other professional liability and management liability	**(1)**	(44)	**(4)**	(50)
Surety			**1**	1
Warranty	**1**		**1**	
Other	**(7)**	2	**(17)**	4
Total pretax (favorable) unfavorable net prior year claim and allocated claim adjustment expense reserve development	**$ (13)**	$ (41)	**$ (11)**	$ (44)

Three Months

2015

Overall, favorable development in medical professional liability was primarily due to lower than expected severity for individual healthcare professionals and allied facilities in accident years 2009 through 2012. Unfavorable development was recorded related to increased claim frequency in the aging services business in accident years 2009 and 2010.

Favorable development of $38 million was recorded in other professional liability and management liability related to lower than expected severity for professional services primarily in accident years 2010 and prior. Unfavorable development of $37 million was recorded primarily related to increased claim frequency on public company management liability in accident years 2012 through 2014.

Favorable development for other coverages was primarily due to better than expected claim frequency in property coverages provided to Specialty customers in accident year 2014.

2014

Favorable development for other professional liability and management liability was primarily related to favorable outcomes on individual large claims in accident years 2009 and prior, which contributed to a lower estimate of ultimate severity. Additionally, there was lower than expected severity in accident years 2008 through 2011.

Six Months

2015

Overall, unfavorable development for medical professional liability was primarily related to increased claim frequency in the aging services business for accident years 2009 through 2014, partially offset by lower than expected severity in accident years 2010 and prior. Additional favorable development was due to lower than expected severity for individual healthcare professionals and allied facilities in accident years 2009 through 2012.

Favorable development of $41 million was recorded in other professional liability and management liability primarily related to lower than expected severity in accident years 2010 and prior for professional services. Unfavorable development of $37 million was recorded primarily related to increased claim frequency on public company management liability in accident years 2012 through 2014.

Favorable development for other coverages was primarily due to better than expected claim frequency in property coverages provided to Specialty customers in accident year 2014.

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2014

Favorable development for other professional liability and management liability was primarily related to favorable outcomes on individual large claims in accident years 2009 and prior, which contributed to a lower estimate of ultimate severity. Additionally, there was lower than expected severity in accident years 2008 through 2011.

Commercial

The following table and discussion provide further detail of the development recorded for the Commercial segment. The majority of the 2014 unfavorable development relates to business classes which CNA has exited, but also includes Small Business where CNA has taken underwriting actions in an effort to improve profitability.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014
(In millions)				
Commercial auto	**$ 7**	$ 19	**$ 7**	$ 39
General liability	**1**	32	**5**	32
Workers compensation	**24**	39	**23**	50
Property and other	**(16)**		**(24)**	(13)
Total pretax (favorable) unfavorable net prior year claim and allocated claim adjustment expense reserve development	**$ 16**	$ 90	**$ 11**	$ 108

Three Months

2015

In the aggregate, the unfavorable loss development of $16 million was driven by an extra contractual obligation loss and losses associated with premium development. The reserve development discussed below was largely offsetting.

Unfavorable development for workers compensation was primarily due to higher than expected severity related to Defense Base Act contractors in accident years 2008 through 2013.

Favorable development for property and other was primarily due to better than expected loss emergence from 2012 catastrophe events and better than expected claim frequency of large claims in accident year 2014.

2014

Unfavorable development for commercial auto was primarily related to increased claim frequency of large losses in accident years 2010 through 2013.

Unfavorable development for general liability was primarily related to higher than expected severity in accident years 2009 through 2011. In addition, there was higher than expected severity in accident year 2013 related to Small Business.

Unfavorable development for workers compensation was primarily due to higher than expected severity related to Defense Base Act contractors in accident years 2012 and 2013.

Six Months

2015

In addition to the favorable property development noted in the three month discussion, there was additional favorable development for property related to better than expected loss emergence from 2014 catastrophe events.

2014

Unfavorable development for commercial auto was primarily related to increased claim frequency of large losses in accident years 2010 through 2013. Additionally, unfavorable development was recorded for increased claim frequency in accident years 2012 and 2013 and higher than expected severity in accident years 2010 and 2011.

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Unfavorable development for general liability was primarily related to higher than expected severity in accident years 2009 through 2011. In addition, there was higher than expected severity in accident year 2013 related to Small Business.

Unfavorable development for workers compensation was primarily due to higher than expected severity related to Defense Base Act contractors in accident years 2012 and 2013 and the recognition of losses related to favorable premium development in accident year 2013.

Overall, favorable development for property and other coverages in accident years 2011 and prior primarily related to fewer claims than expected and favorable individual claim settlements. Additionally, there was favorable development due to better than expected loss emergence in catastrophe losses in accident year 2013. Unfavorable development was recorded in accident year 2012 primarily related to higher than expected loss emergence in catastrophe losses.

International

The following table and discussion provide further detail of the development recorded for the International segment:

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2015	2014	**2015**	2014
(In millions)				
Medical professional liability				$ 1
Other professional liability	**$ (5)**	$ (14)	**$ (5)**	(15)
Liability	**(2)**	(4)	**(7)**	(6)
Property & marine	**(8)**	(7)	**(14)**	1
Other	**7**		**14**	(6)
Commutations				10
Total pretax (favorable) unfavorable net prior year claim and allocated claim adjustment expense reserve development	**$ (8)**	$ (25)	**$ (12)**	$ (15)

Three Months

2015

Favorable development in property and marine was due to better than expected emergence in accident years 2012 through 2014.

Unfavorable development in other is due to large losses in financial institutions and political risk primarily in accident year 2014.

2014

Favorable development for other professional liability was primarily related to lower than expected severity in accident years 2011 and prior.

Six Months

2015

Favorable development in property and marine was due to better than expected emergence in accident years 2012 through 2014.

Unfavorable development in other is due to large losses in financial institutions and political risk primarily in accident year 2014.

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2014

Favorable development for other professional liability was primarily related to lower than expected severity in accident years 2011 and prior.

Reinsurance commutations in the first quarter of 2014 reduced ceded losses from prior years. Overall the commutations increased net operating income because of the release of the related allowance for doubtful accounts on reinsurance receivables.

Asbestos and Environmental Pollution Reserves

In 2010, Continental Casualty Company (CCC) together with several of CNA s insurance subsidiaries completed a transaction with National Indemnity Company (NICO), a subsidiary of Berkshire Hathaway Inc., under which substantially all of CNA s legacy asbestos and environmental pollution (A&EP) liabilities were ceded to NICO (loss portfolio transfer or LPT). At the transaction effective date, CNA ceded approximately $1.6 billion of net A&EP claim and allocated claim adjustment expense reserves to NICO under a retroactive reinsurance agreement with an aggregate limit of $4.0 billion. The $1.6 billion of claim and allocated claim adjustment expense reserves ceded to NICO was net of $1.2 billion of ceded claim and allocated claim adjustment expense reserves under existing third party reinsurance contracts. The NICO aggregate reinsurance limit also covers credit risk on the existing third party reinsurance related to these liabilities. CNA paid NICO a reinsurance premium of $2.0 billion and transferred to NICO billed third party reinsurance receivables related to A&EP claims with a net book value of $215 million, resulting in total consideration of $2.2 billion.

Through December 31, 2013, CNA recorded $0.9 billion of additional amounts ceded under the LPT. As a result, the cumulative amounts ceded under the loss portfolio transfer exceeded the $2.2 billion consideration paid, resulting in a deferred retroactive reinsurance gain. This deferred gain is recognized in earnings in proportion to actual recoveries under the loss portfolio transfer. Over the life of the contract, there is no economic impact as long as any additional losses are within the limit under the contract. In a period in which the estimate of ceded losses is changed, the required change to the deferred gain is cumulatively recognized in earnings as if the revised estimate was available at the inception of the LPT.

The following table displays the impact of the loss portfolio transfer on the Consolidated Condensed Statements of Income.

	Three Months Ended June 30		**Six Months Ended June 30**	
	2015	2014	**2015**	2014
(In millions)				
Net A&EP adverse development before consideration of LPT	**$ 150**		**$ 150**	

Provision for uncollectible third party reinsurance on A&EP							
Additional amounts ceded under LPT		**150**				**150**	
Retroactive reinsurance benefit recognized		**(66)**	$	(1)		**(71)**	$ (5)
Pretax impact of unrecognized deferred retroactive reinsurance benefit	**$**	**84**	$	(1)	**$**	**79**	$ (5)

The fourth quarter of 2014 A&EP reserve review was not completed in 2014 because additional information and analysis on inuring third party reinsurance recoveries were needed to finalize the review. The review was finalized in the second quarter of 2015. Unfavorable development was due to a decrease in anticipated future reinsurance recoveries related to asbestos claims and higher than expected severity on pollution claims. The effect of the unrecognized deferred retroactive reinsurance benefit is recorded in Insurance claims and policyholders benefits in the Consolidated Condensed Statements of Income.

As of June 30, 2015 and December 31, 2014, the cumulative amounts ceded under the LPT were $2.6 billion and $2.5 billion. The unrecognized deferred retroactive reinsurance benefit was $255 million and $176 million as of June 30, 2015 and December 31, 2014.

NICO established a collateral trust account as security for its obligations to CNA. The fair value of the collateral trust account was $3.1 billion and $3.4 billion at June 30, 2015 and December 31, 2014. In addition, Berkshire Hathaway Inc. guaranteed the payment obligations of NICO up to the full aggregate reinsurance limit as well as certain of NICO s performance obligations under the trust agreement. NICO is responsible for claims handling and billing and collection from third party reinsurers related to CNA s A&EP claims.

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6. Debt

Diamond Offshore

In the second quarter of 2015, Diamond Offshore issued $375 million in commercial paper supported by its existing $1.5 billion revolving credit facility. As of June 30, 2015, the commercial paper notes had a weighted average interest rate of 0.5% and a weighted average remaining term of eight days.

Diamond Offshore repaid $250 million aggregate principal amount of its 4.9% senior notes due July 1, 2015, primarily with funds obtained through the issuance of additional commercial paper.

Boardwalk Pipeline

In the first quarter of 2015, Boardwalk Pipeline completed a public offering of an additional $250 million aggregate principal amount of its 5.0% senior notes due December 15, 2024. Boardwalk Pipeline originally issued $350 million aggregate principal amount of its 5.0% senior notes due December 15, 2024 in November of 2014. During 2015, Boardwalk Pipeline used the net proceeds from this offering to retire all of the outstanding $250 million aggregate principal amount of 4.6% notes that matured on June 1, 2015 and repaid at maturity the entire $275 million aggregate principal amount of its 5.1% senior notes.

During 2015, Boardwalk Pipeline repaid the $200 million of outstanding borrowings and terminated all related commitments of their variable-rate term loan.

In May of 2015, Boardwalk Pipeline entered into an amended revolving credit agreement having aggregate lending commitments of $1.5 billion and a maturity date of May 2020. As of June 30, 2015, Boardwalk Pipeline had $400 million of loans outstanding under its revolving credit facility with a weighted-average interest rate on the borrowings of 1.4%.

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7. Shareholders Equity

Accumulated other comprehensive income

The tables below display the changes in Accumulated other comprehensive income (AOCI) by component for the three and six months ended June 30, 2014 and 2015:

(In millions)	OTTI Gains (Losses)	Unrealized Gains (Losses) on Investments	Discontinued Operations	Cash Flow Hedges	Pension Liability	Foreign Currency Translation	Total Accumulated Other Comprehensive Income (Loss)
Balance, April 1, 2014	$ 29	$ 820	$ 21	$ (2)	$ (432)	$ 127	$ 563
Other comprehensive income before reclassifications, after tax of $(1), $(140), $(4), $(2), $0 and $0	2	257	3	3		42	307
Reclassification of (gains) losses from accumulated other comprehensive income, after tax of $0, $(6), $(2), $1, $27 and $0		13	7	(3)	(53)		(36)
Other comprehensive income (loss)	2	270	10	-	(53)	42	271
Amounts attributable to noncontrolling interests	(1)	(28)	(1)	(1)	7	(3)	(27)
Balance, June 30, 2014	$ 30	$ 1,062	$ 30	$ (3)	$ (478)	$ 166	$ 807
Balance, April 1, 2015	**$ 31**	**$ 944**	**$ -**	**$ (3)**	**$ (636)**	**$ (38)**	**$ 298**
Other comprehensive income (loss) before reclassifications, after tax of $2, $186, $0, $0, $(18) and $0	**(4)**	**(370)**			**37**	**49**	**(288)**
Reclassification of (gains) losses from accumulated other		**7**		**1**	**6**		**14**

comprehensive income, after tax of $0, $(5), $0, $0, $(4) and $0							
Other comprehensive income (loss)	**(4)**	**(363)**	**-**	**1**	**43**	**49**	**(274)**
Amounts attributable to noncontrolling interests	**1**	**38**		**(1)**	**(5)**	**(4)**	**29**
Balance, June 30, 2015	**$ 28**	**$ 619**	**$ -**	**$ (3)**	**$ (598)**	**$ 7**	**$ 53**

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(In millions)	OTTI Gains (Losses)	Unrealized Gains (Losses) on Investments	Discontinued Operations	Cash Flow Hedges	Pension Liability	Foreign Currency Translation	Total Accumulated Other Comprehensive Income (Loss)
Balance, January 1, 2014	$ 23	$ 622	$ (3)	$ (4)	$ (432)	$ 133	$ 339
Transfer to net assets of discontinued operations	(5)	(15)	20				-
Other comprehensive income before reclassifications, after tax of $(7), $(281), $(5), $(3), $0 and $0	14	521	5	5		36	581
Reclassification of (gains) losses from accumulated other comprehensive income, after tax of $0, $8, $(5), $1, $26 and $0		(14)	10	(2)	(54)		(60)
Other comprehensive income (loss)	14	507	15	3	(54)	36	521
Amounts attributable to noncontrolling interests	(2)	(52)	(2)	(2)	8	(3)	(53)
Balance, June 30, 2014	$ 30	$ 1,062	$ 30	$ (3)	$ (478)	$ 166	$ 807
Balance, January 1, 2015	**$ 32**	**$ 846**	**$ -**	**$ (6)**	**$ (641)**	**$ 49**	**$ 280**
Other comprehensive income (loss) before reclassifications, after tax of $2, $124, $0, $1, $(18) and $0	**(5)**	**(251)**		**(2)**	**37**	**(47)**	**(268)**
Reclassification of (gains) losses from accumulated other comprehensive income, after tax of $0, $(5), $0, $(2), $(7) and $0		**(2)**		**6**	**10**		**14**
Other comprehensive income (loss)	**(5)**	**(253)**	**-**	**4**	**47**	**(47)**	**(254)**
					1		**1**

Issuance of equity securities by subsidiary							
Amounts attributable to noncontrolling interests	**1**	**26**		**(1)**	**(5)**	**5**	**26**
Balance, June 30, 2015	**$ 28**	**$ 619**	**$ -**	**$ (3)**	**$ (598)**	**$ 7**	**$ 53**

Amounts reclassified from AOCI shown above are reported in Net income as follows:

Major Category of AOCI	Affected Line Item
OTTI gains (losses)	Investment gains (losses)
Unrealized gains (losses) on investments	Investment gains (losses)
Unrealized gains (losses) and cash flow hedges related to discontinued operations	Discontinued operations, net
Cash flow hedges	Other revenues and Contract drilling expenses
Pension liability	Other operating expenses

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Subsidiary Equity Transactions

Loews purchased 0.9 million shares of Diamond Offshore common stock at an aggregate cost of $24 million during the six months ended June 30, 2015. The Company s percentage ownership interest in Diamond Offshore increased as a result of these transactions, from 52% to 53%. The Company s carrying value exceeded the purchase price of the shares, resulting in an increase to Additional paid-in capital (APIC) of $3 million.

During the six months ended June 30, 2015, Boardwalk Pipeline sold 7.1 million common units under an equity distribution agreement with certain broker-dealers and received net proceeds of $115 million, including a $2 million contribution from the Company to maintain its 2% general partner interest. The Company s percentage ownership interest in Boardwalk Pipeline declined as a result of this transaction, from 53% to 51%. The Company s carrying value exceeded the issuance price of the common units, resulting in a decrease to APIC of $2 million and an increase to AOCI of $1 million.

Treasury Stock

The Company repurchased 7.6 million and 4.5 million shares of Loews common stock at aggregate costs of $305 million and $195 million during the six months ended June 30, 2015 and 2014.

8. Benefit Plans

Pension Plans - The Company has several non-contributory defined benefit plans for eligible employees. Benefits for certain plans are determined annually based on a specified percentage of annual earnings (based on the participant s age or years of service) and a specified interest rate (which is established annually for all participants) applied to accrued balances. The benefits for another plan which covers salaried employees are based on formulas which include, among others, years of service and average pay. The Company s funding policy is to make contributions in accordance with applicable governmental regulatory requirements.

Other Postretirement Benefit Plans - The Company has several postretirement benefit plans covering eligible employees and retirees. Participants generally become eligible after reaching age 55 with required years of service. Actual requirements for coverage vary by plan. Benefits for retirees who were covered by bargaining units vary by each unit and contract. Benefits for certain retirees are in the form of a Company health care account.

Benefits for retirees reaching age 65 are generally integrated with Medicare. Other retirees, based on plan provisions, must use Medicare as their primary coverage, with the Company reimbursing a portion of the unpaid amount; or are reimbursed for the Medicare Part B premium or have no Company coverage. The benefits provided by the Company are basically health and, for certain retirees, life insurance type benefits.

The Company funds certain of these benefit plans, and accrues postretirement benefits during the active service of those employees who would become eligible for such benefits when they retire.

The components of net periodic benefit cost are as follows:

Pension Benefits

(In millions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014
Service cost	**$ 4**	$ 3	**$ 8**	$ 8
Interest cost	**32**	37	**64**	74
Expected return on plan assets	**(49)**	(52)	**(97)**	(105)
Amortization of unrecognized net loss	**12**	8	**23**	15
Regulatory asset decrease		1		1
Net periodic benefit cost	**$ (1)**	$ (3)	**$ (2)**	$ (7)

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	Other Postretirement Benefits			
	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014
(In millions)				
Interest cost		$ 1	**$ 1**	$ 2
Expected return on plan assets	**$ (1)**	(1)	**(2)**	(2)
Amortization of unrecognized prior service benefit	**(3)**	(7)	**(5)**	(13)
Amortization of unrecognized net loss	**1**		**1**	
Curtailment gain		(86)		(86)
Net periodic benefit cost	**$ (3)**	$ (93)	**$ (5)**	$ (99)

In the second quarter of 2015, CNA eliminated future benefit accruals associated with the CNA Retirement Plan effective June 30, 2015. This amendment resulted in a $55 million curtailment which is a decrease in the plan benefit obligation liability and a reduction of the unrecognized actuarial losses included in AOCI. In connection with the curtailment, CNA remeasured the plan benefit obligation which resulted in an increase in the discount rate used to determine the benefit obligation from 3.9% to 4.0%.

In the second quarter of 2014, CNA eliminated certain postretirement medical benefits associated with the CNA Health and Group Benefits Program. This change is a negative plan amendment that resulted in an $86 million curtailment gain which is included in Other operating expenses in the Consolidated Condensed Statements of Income. In connection with the plan amendment, CNA remeasured the plan benefit obligation which resulted in a decrease to the discount rate used to determine the benefit obligation from 3.6% to 3.1%.

9. Business Segments

The Company s reportable segments are primarily based on its individual operating subsidiaries. Each of the principal operating subsidiaries is headed by a chief executive officer who is responsible for the operation of its business and has the duties and authority commensurate with that position. Investment gains (losses) and the related income taxes, excluding those of CNA, are included in the Corporate and other segment.

CNA s results are reported in four business segments: Specialty, Commercial, International and Other Non-Core. Specialty provides a broad array of professional, financial and specialty property and casualty products and services, through a network of independent agents, brokers and managing general underwriters. Commercial includes property and casualty coverages sold to small businesses and middle market entities and organizations primarily through an independent agency distribution system. Commercial also includes commercial insurance and risk management products sold to large corporations primarily through insurance brokers. International provides management and professional liability coverages as well as a broad range of other property and casualty insurance products and services abroad through a network of brokers, independent agencies and managing general underwriters, as well as the Lloyd s marketplace. Other Non-Core primarily includes the results of CNA s individual and group long term care businesses that are in run-off and also includes corporate expenses, including interest on corporate debt, and the results of certain

property and casualty business in run-off, including CNA Re and A&EP.

Diamond Offshore owns and operates offshore drilling rigs that are chartered on a contract basis for fixed terms by companies engaged in exploration and production of hydrocarbons. Offshore rigs are mobile units that can be relocated based on market demand. Diamond Offshore s fleet consists of 35 drilling rigs, including one newbuild rig which is under construction. On June 30, 2015, Diamond Offshore s drilling rigs were located offshore seven countries in addition to the United States.

Boardwalk Pipeline is engaged in the interstate transportation and storage of natural gas and NGLs and gathering and processing of natural gas. This segment consists of interstate natural gas pipeline systems originating in the Gulf Coast region, Oklahoma and Arkansas, and extending north and east through the midwestern states of Tennessee, Kentucky, Illinois, Indiana and Ohio, natural gas storage facilities in four states and NGL pipelines and storage facilities in Louisiana, with approximately 14,625 miles of pipeline.

Loews Hotels operates a chain of 23 hotels, 22 of which are in the United States and one of which is in Canada.

The Corporate and other segment consists primarily of corporate investment income, corporate interest expense and other unallocated expenses.

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The accounting policies of the segments are the same as those described in the summary of significant accounting policies in Note 1 of the Notes to Consolidated Financial Statements in the Company s Annual Report on Form 10-K for the year ended December 31, 2014. In addition, CNA does not maintain a distinct investment portfolio for every insurance segment, and accordingly, allocation of assets to each segment is not performed. Therefore, a significant portion of net investment income and investment gains (losses) are allocated based on each segment s carried insurance reserves, as adjusted.

The following tables set forth the Company s consolidated revenues and income (loss) by business segment:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014
(In millions)				
Revenues (a):				
CNA Financial:				
Property and Casualty:				
Specialty	**$ 904**	$ 931	**$ 1,821**	$ 1,846
Commercial	**883**	936	**1,778**	1,882
International	**220**	244	**426**	503
Other Non-Core	**320**	329	**654**	672
Total CNA Financial	**2,327**	2,440	**4,679**	4,903
Diamond Offshore	**632**	701	**1,259**	1,411
Boardwalk Pipeline	**299**	295	**629**	652
Loews Hotels	**167**	112	**306**	217
Corporate and other	**10**	45	**40**	98
Total	**$ 3,435**	$ 3,593	**$ 6,913**	$ 7,281
Income (loss) before income tax and noncontrolling interests (a):				
CNA Financial:				
Property and Casualty:				
Specialty	**$ 206**	$ 246	**$ 413**	$ 449
Commercial	**122**	65	**308**	184
International	**35**	31	**48**	58
Other Non-Core	**(198)**	23	**(290)**	(25)
Total CNA Financial	**165**	365	**479**	666
Diamond Offshore	**106**	112	**(181)**	280

Boardwalk Pipeline (b)	**38**	54	**115**	77
Loews Hotels	**14**	9	**24**	14
Corporate and other	**(28)**	6	**(37)**	23
Total	**$ 295**	$ 546	**$ 400**	$ 1,060
Net income (loss) (a):				
CNA Financial:				
Property and Casualty:				
Specialty	**$ 124**	$ 146	**$ 247**	$ 269
Commercial	**72**	39	**182**	112
International	**19**	18	**28**	33
Other Non-Core	**(91)**	32	**(123)**	21
Total CNA Financial	**124**	235	**334**	435
Diamond Offshore	**45**	42	**(81)**	111
Boardwalk Pipeline (b)	**12**	17	**37**	(1)
Loews Hotels	**8**	5	**13**	8
Corporate and other	**(19)**	4	**(24)**	15
Income from continuing operations	**170**	303	**279**	568
Discontinued operations, net		(187)		(393)
Total	**$ 170**	$ 116	**$ 279**	$ 175

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(a) Investment gains (losses) included in Revenues, Income (loss) before income tax and noncontrolling interests and Net income (loss) are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014
Revenues and Income (loss) before income tax and noncontrolling interests:				
CNA Financial:				
Property and Casualty:				
Specialty		$ (5)	**$ 4**	$ 6
Commercial	**$ 2**	(5)	**6**	5
International	**1**	(3)	**2**	
Other Non-Core	**(5)**	(1)	**(4)**	17
Total	**$ (2)**	$ (14)	**$ 8**	$ 28
Net income (loss):				
CNA Financial:				
Property and Casualty:				
Specialty	**$ 1**	$ (4)	**$ 3**	$ 3
Commercial		(6)	**3**	1
International		1	**1**	1
Other Non-Core	**2**		**4**	10
Total	**$ 3**	$ (9)	**$ 11**	$ 15

(b) As discussed in Note 2 of the Notes to Consolidated Financial Statements in the Company s Annual Report on Form 10-K for the year ended December 31, 2014, a charge of $94 million ($55 million after tax and noncontrolling interests) was recorded in the first quarter of 2014 related to the Bluegrass Project.

10. Legal Proceedings

The Company and its subsidiaries are parties to litigation arising in the ordinary course of business. The outcome of this litigation will not, in the opinion of management, materially affect the Company s results of operations or equity.

11. Commitments and Contingencies

CNA Financial

In the course of selling business entities and assets to third parties, CNA agreed to guarantee the performance of certain obligations of a previously owned subsidiary and to indemnify purchasers for losses arising out of breaches of representation and warranties with respect to the business entities or assets being sold, including, in certain cases, losses arising from undisclosed liabilities or certain named litigation. Such guarantee and indemnification agreements in effect for sales of business entities, assets and third party loans may include provisions that survive indefinitely. As of June 30, 2015, the aggregate amount related to quantifiable guarantees was $375 million and the aggregate amount related to indemnification agreements was $260 million. Should CNA be required to make payments under the guarantee, it would have the right to seek reimbursement in certain cases from an affiliate of a previously owned subsidiary.

In addition, CNA has agreed to provide indemnification to third party purchasers for certain losses associated with sold business entities or assets that are not limited by a contractual monetary amount. As of June 30, 2015, CNA had outstanding unlimited indemnifications in connection with the sales of certain of its business entities or assets that included tax liabilities arising prior to a purchaser s ownership of an entity or asset, defects in title at the time of sale, employee claims arising prior to closing and in some cases losses arising from certain litigation and undisclosed liabilities. Certain provisions of the indemnification agreements survive indefinitely while others survive until the applicable statutes of limitation expire, or until the agreed upon contract terms expire.

In the normal course of business, CNA also provided guarantees, if the primary obligor fails to perform, to holders of structured settlement annuities provided by a previously owned subsidiary, which are estimated to mature through 2120. The potential amount of future payments CNA could be required to pay under these guarantees was

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approximately $2.0 billion as of June 30, 2015. CNA does not believe a payable is likely under these guarantees, as CNA is the beneficiary of a trust that must be maintained at a level that approximates the discounted reserves for these annuities.

Diamond Offshore

Diamond Offshore is financially obligated under a contract with Hyundai Heavy Industries, Co. Ltd. for the construction of a dynamically positioned, harsh environment semisubmersible drilling rig, with expected delivery in the second quarter of 2016. The total cost of the rig including shipyard costs, capital spares, commissioning, project management and shipyard supervision is estimated to be $764 million. The remaining contractual payment of $440 million is due upon delivery of the rig.

In July of 2014, Diamond Offshore was notified by Petróleo Brasileiro S.A., (Petrobras) that it is challenging assessments by Brazilian tax authorities of withholding taxes associated with the provision of drilling rigs for its operations in Brazil during the years 2008 and 2009. If Petrobras is ultimately assessed such withholding taxes, it will seek reimbursement from Diamond Offshore for the portion allocable to its drilling rigs. Diamond Offshore disputes any basis for Petrobras to obtain such reimbursement and has notified Petrobras of its position and intends to pursue all legal remedies available to defend any reimbursement claims against it vigorously. Diamond Offshore is currently unable to estimate the range of loss, if any, that it would incur if Petrobras is ultimately assessed such taxes and if it is determined that Petrobras is entitled to obtain reimbursement from Diamond Offshore. However, if Diamond Offshore s position is not sustained, the amount of such reimbursement could have a material adverse effect on its financial condition and the Company s results of operations and cash flows.

12. Discontinued Operations

The Consolidated Condensed Statements of Income include discontinued operations of HighMount as follows:

(In millions)	Three Months Ended June 30, 2014	Six Months Ended June 30, 2014
Revenues:		
Other revenue, primarily operating	$ 46	$ 101
Total	46	101
Expenses:		
Other operating expenses		
Impairment of natural gas and oil properties		29
Operating	56	111
Interest	3	5
Total	59	145
Loss before income tax	(13)	(44)

Income tax expense	(12)	(1)
Results of discontinued operations, net of income tax	(25)	(45)
Impairment loss, net of tax benefit of $92	(167)	(167)
Loss from discontinued operations	$ (192)	$ (212)

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The Consolidated Condensed Statements of Income include discontinued operations of the CAC business as follows:

(In millions)	Three Months Ended June 30, 2014	Six Months Ended June 30, 2014
Revenues:		
Net investment income	$ 39	$ 80
Investment gains	1	2
Total	40	82
Expenses:		
Insurance claims and policyholders benefits	32	63
Other operating expenses	1	2
Total	33	65
Income before income tax	7	17
Income tax expense	(1)	(4)
Results of discontinued operations, net of income tax	6	13
Impairment loss, net of tax benefit of $41		(214)
Amounts attributable to noncontrolling interests	(1)	20
Income (loss) from discontinued operations	$ 5	$ (181)

13. Consolidating Financial Information

The following schedules present the Company s consolidating balance sheet information at June 30, 2015 and December 31, 2014, and consolidating statements of income information for the six months ended June 30, 2015 and 2014. These schedules present the individual subsidiaries of the Company and their contribution to the Consolidated Condensed Financial Statements. Amounts presented will not necessarily be the same as those in the individual financial statements of the Company s subsidiaries due to adjustments for purchase accounting, income taxes and noncontrolling interests. In addition, many of the Company s subsidiaries use a classified balance sheet which also leads to differences in amounts reported for certain line items.

The Corporate and other column primarily reflects the parent company s investment in its subsidiaries, invested cash portfolio and corporate long term debt. The elimination adjustments are for intercompany assets and liabilities, interest and dividends, the parent company s investment in capital stocks of subsidiaries, and various reclasses of debit or credit balances to the amounts in consolidation. Purchase accounting adjustments have been pushed down to the appropriate subsidiary.

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Loews Corporation

Consolidating Balance Sheet Information

June 30, 2015	CNA Financial	Diamond Offshore	Boardwalk Pipeline	Loews Hotels	Corporate and Other	Eliminations	Total
(In millions)							
Assets:							
Investments	$ 45,332	$ 102		$ 100	$ 5,514		$ 51,048
Cash	145	10	$ 20	11	63		249
Receivables	7,365	537	123	45	121	$ (94)	8,097
Property, plant and equipment	304	6,934	7,633	997	49		15,917
Deferred income taxes	283			2	146	(431)	-
Goodwill	116	20	237				373
Investments in capital stocks of subsidiaries					15,756	(15,756)	-
Other assets	835	268	324	261	10	12	1,710
Deferred acquisition costs of insurance subsidiaries	621						621
Total assets	$ 55,001	$ 7,871	$ 8,337	$ 1,416	$ 21,659	$ (16,269)	$ 78,015
Liabilities and Equity:							
Insurance reserves	$ 36,368						$ 36,368
Payable to brokers	196				$ 545		741
Short term debt	1	$ 625		$ 35	400		1,061
Long term debt	2,564	1,982	$ 3,493	471	1,281		9,791
Deferred income taxes	8	393	755	36		$ (419)	773
Other liabilities	3,660	591	425	66	301	(94)	4,949
Total liabilities	42,797	3,591	4,673	608	2,527	(513)	53,683
Total shareholders equity	10,944	2,285	1,571	806	19,132	(15,756)	18,982

Noncontrolling interests	**1,260**	**1,995**	**2,093**	**2**			**5,350**
Total equity	**12,204**	**4,280**	**3,664**	**808**	**19,132**	**(15,756)**	**24,332**
Total liabilities and equity	**$ 55,001**	**$ 7,871**	**$ 8,337**	**$ 1,416**	**$ 21,659**	**$ (16,269)**	**$ 78,015**

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Loews Corporation

Consolidating Balance Sheet Information

December 31, 2014	CNA Financial	Diamond Offshore	Boardwalk Pipeline	Loews Hotels	Corporate and Other	Eliminations	Total
(In millions)							
Assets:							
Investments	$ 46,262	$ 234		$ 75	$ 5,461		$ 52,032
Cash	190	16	$ 8	9	141		364
Receivables	7,097	490	128	29	82	$ (56)	7,770
Property, plant and equipment	280	6,949	7,649	671	62		15,611
Deferred income taxes	222			2	374	(598)	-
Goodwill	117	20	237				374
Investments in capital stocks of subsidiaries					15,974	(15,974)	-
Other assets	778	307	304	206	7	14	1,616
Deferred acquisition costs of insurance subsidiaries	600						600
Total assets	$ 55,546	$ 8,016	$ 8,326	$ 992	$ 22,101	$ (16,614)	$ 78,367
Liabilities and Equity:							
Insurance reserves	$ 36,380						$ 36,380
Payable to brokers	117	$ 5			$ 551		673
Short term debt		250		$ 85			335
Long term debt	2,561	1,981	$ 3,690	421	1,680		10,333
Deferred income taxes	11	514	732	36		$ (400)	893
Other liabilities	3,713	792	400	17	421	(240)	5,103
Total liabilities	42,782	3,542	4,822	559	2,652	(640)	53,717

Total shareholders equity	11,457	2,359	1,558	431	19,449	(15,974)	19,280
Noncontrolling interests	1,307	2,115	1,946	2			5,370
Total equity	12,764	4,474	3,504	433	19,449	(15,974)	24,650
Total liabilities and equity	$ 55,546	$ 8,016	$ 8,326	$ 992	$ 22,101	$ (16,614)	$ 78,367

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Loews Corporation

Consolidating Statement of Income Information

Six Months Ended June 30, 2015	CNA Financial	Diamond Offshore	Boardwalk Pipeline	Loews Hotels	Corporate and Other	Eliminations	Total
(In millions)							
Revenues:							
Insurance premiums	$ 3,422						$ 3,422
Net investment income	1,058	$ 1			$ 39		1,098
Intercompany interest and dividends					650	$ (650)	-
Investment gains	8						8
Contract drilling revenues		1,217					1,217
Other revenues	191	41	$ 629	$ 306	1		1,168
Total	4,679	1,259	629	306	690	(650)	6,913
Expenses:							
Insurance claims and policyholders benefits	2,808						2,808
Amortization of deferred acquisition costs	617						617
Contract drilling expenses		695					695
Other operating expenses	697	696	423	272	40		2,128
Interest	78	49	91	10	37		265

Total	**4,200**	**1,440**	**514**	**282**	**77**	**-**	**6,513**
Income (loss) before income tax	**479**	**(181)**	**115**	**24**	**613**	**(650)**	**400**
Income tax (expense) benefit	**(107)**	**22**	**(21)**	**(11)**	**13**		**(104)**
Net income (loss)	**372**	**(159)**	**94**	**13**	**626**	**(650)**	**296**
Amounts attributable to noncontrolling interests	**(38)**	**78**	**(57)**				**(17)**
Net income (loss) attributable to Loews Corporation	**$ 334**	**$ (81)**	**$ 37**	**$ 13**	**$ 626**	**$ (650)**	**$ 279**

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Loews Corporation

Consolidating Statement of Income Information

Six Months Ended June 30, 2014	CNA Financial	Diamond Offshore	Boardwalk Pipeline	Loews Hotels	Corporate and Other	Eliminations	Total
(In millions)							
Revenues:							
Insurance premiums	$ 3,617						$ 3,617
Net investment income	1,076	$ 1			$ 97		1,174
Intercompany interest and dividends					512	$ (512)	-
Investment gains	28						28
Contract drilling revenues		1,335					1,335
Other revenues	182	75	$ 652	$ 217	1		1,127
Total	4,903	1,411	652	217	610	(512)	7,281
Expenses:							
Insurance claims and policyholders benefits	2,887						2,887
Amortization of deferred acquisition costs	664						664
Contract drilling expenses		765					765
Other operating expenses	596	329	494	200	38		1,657
Interest	90	37	81	3	37		248

Total	4,237	1,131	575	203	75	-	6,221
Income before income tax	666	280	77	14	535	(512)	1,060
Income tax (expense) benefit	(182)	(53)	1	(6)	(8)		(248)
Income from continuing operations	484	227	78	8	527	(512)	812
Discontinued operations, net	(201)				(212)		(413)
Net income	283	227	78	8	315	(512)	399
Amounts attributable to noncontrolling interests	(29)	(116)	(79)				(224)
Net income (loss) attributable to Loews Corporation	$ 254	$ 111	$ (1)	$ 8	$ 315	$ (512)	$ 175

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.

Management s discussion and analysis of financial condition and results of operations (MD&A) should be read in conjunction with our Consolidated Condensed Financial Statements included in Item 1 of this Report, Risk Factors included in Part II, Item 1A of this Report, and the Consolidated Financial Statements, Risk Factors, and MD&A included in our Annual Report on Form 10-K for the year ended December 31, 2014. This MD&A is comprised of the following sections:

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OVERVIEW

We are a holding company. Our subsidiaries are engaged in the following lines of business:

commercial property and casualty insurance (CNA Financial Corporation (CNA), a 90% owned subsidiary);

operation of offshore oil and gas drilling rigs (Diamond Offshore Drilling, Inc. (Diamond Offshore), a 53% owned subsidiary);

transportation and storage of natural gas and natural gas liquids and gathering and processing of natural gas (Boardwalk Pipeline Partners, LP (Boardwalk Pipeline), a 51% owned subsidiary); and

operation of a chain of hotels (Loews Hotels Holding Corporation (Loews Hotels), a wholly owned subsidiary).

See below for a discussion of discontinued operations.

Unless the context otherwise requires, references in this Report to Loews Corporation, the Company, Parent Company, we, our, us or like terms refer to the business of Loews Corporation excluding its subsidiaries.

Consolidated Financial Results

Net income for the three months ended June 30, 2015 was $170 million, or $0.46 per share, compared to $116 million, or $0.30 per share, in the prior year period. Net income for the six months ended June 30, 2015 was $279 million, or $0.75 per share, compared to $175 million, or $0.45 per share, in the prior year period. Net income for the three and six month periods in 2014 included losses from discontinued operations of $187 million and $393 million reflecting the disposition by Loews of HighMount Exploration & Production, LLC (HighMount) and by CNA of its annuity and pension deposit business.

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Income from continuing operations for the three months ended June 30, 2015 was $170 million, or $0.46 per share, compared to $303 million, or $0.79 per share, in the 2014 second quarter. Income from continuing operations decreased primarily due to lower earnings at CNA and less favorable performance of the parent company trading portfolio as a result of lower returns on equities and limited partnership investments.

CNA s earnings decreased primarily due to an $84 million ($49 million after tax and noncontrolling interests) charge related to a retroactive reinsurance agreement to cede its legacy asbestos and environmental pollution liabilities (LPT). Under retroactive reinsurance accounting, amounts ceded through the LPT in excess of the consideration paid result in a deferred benefit that is recognized in income in proportion to paid recoveries over future periods. The year-over-year earnings comparison was also impacted by a gain of $86 million ($50 million after tax and noncontrolling interests) in 2014 from a postretirement plan curtailment. The decline in the second quarter of 2015 as compared to the prior year was partially offset by an improvement in net prior year development in CNA s commercial business segment.

Diamond Offshore s earnings were relatively flat as lower rig utilization and increased depreciation and interest expense were offset by significantly reduced contract drilling expenses.

Boardwalk Pipeline s earnings decreased primarily as a result of lower parking and lending revenue and increased depreciation and interest costs. Boardwalk Pipeline recorded $12 million of higher transportation revenue due to business interruption insurance proceeds received and new rates taking effect as a result of the Gulf South rate case.

Loews Hotels earnings increased primarily due to higher income from joint venture properties.

Discontinued operations in 2014 included an impairment charge related to the divested HighMount business.

Income from continuing operations for the six months ended June 30, 2015 was $279 million, or $0.75 per share, compared to $568 million, or $1.47 per share, in the prior year period. Income from continuing operations decreased primarily due to lower earnings at CNA and Diamond Offshore.

CNA s earnings decreased primarily due to the reasons discussed above.

Diamond Offshore s earnings decreased primarily due to a $158 million (after tax and noncontrolling interests) asset impairment charge taken in the first quarter of 2015 related to the carrying value of eight drilling rigs as well as lower rig utilization and increased depreciation and interest expense.

Boardwalk Pipeline s earnings increase stemmed from the impact in 2014 of a $55 million charge (after tax and noncontrolling interests) related to the write off of all capitalized costs associated with the terminated Bluegrass project. Absent this charge, earnings decreased primarily due to the unusually cold and sustained winter of 2014 as compared to the relatively normal 2015 winter season and lower natural gas storage revenues.

Loews Hotels earnings increased primarily due to higher income from joint venture properties partially offset by higher interest expense.

Discontinued operations in 2014 included impairment charges related to the sale of both CNA s annuity and pension deposit business and HighMount.

Book value per share increased to $51.91 at June 30, 2015 from $51.70 at December 31, 2014 and $51.85 at June 30, 2014. Book value per share excluding accumulated other comprehensive income (AOCI) increased to $51.77 at June 30, 2015 from $50.95 at December 31, 2014 and $49.74 at June 30, 2014.

Discontinued Operations

On August 1, 2014, CNA completed the sale of Continental Assurance Company (CAC), its former life insurance subsidiary and on September 30, 2014, the Company sold HighMount, its natural gas and oil exploration and production subsidiary. The results of these sold businesses are reported as discontinued operations in the Consolidated Condensed Statements of Income.

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Parent Company Structure

We are a holding company and derive substantially all of our cash flow from our subsidiaries. We rely upon our invested cash balances and distributions from our subsidiaries to generate the funds necessary to meet our obligations and to declare and pay any dividends to our shareholders. The ability of our subsidiaries to pay dividends is subject to, among other things, the availability of sufficient earnings and funds in such subsidiaries, applicable state laws, including in the case of the insurance subsidiaries of CNA, laws and rules governing the payment of dividends by regulated insurance companies and compliance with covenants in their respective loan agreements. Claims of creditors of our subsidiaries will generally have priority as to the assets of such subsidiaries over our claims and those of our creditors and shareholders.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the consolidated condensed financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires us to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and the related notes. Actual results could differ from those estimates.

The consolidated condensed financial statements and accompanying notes have been prepared in accordance with GAAP, applied on a consistent basis. We continually evaluate the accounting policies and estimates used to prepare the consolidated condensed financial statements. In general, our estimates are based on historical experience, evaluation of current trends, information from third party professionals and various other assumptions that we believe are reasonable under the known facts and circumstances.

We consider the accounting policies discussed below to be critical to an understanding of our consolidated condensed financial statements as their application places the most significant demands on our judgment. Due to the inherent uncertainties involved with these types of judgments, actual results could differ significantly from estimates, which may have a material adverse impact on our results of operations or equity.

Insurance Reserves
Reinsurance and Other Receivables
Valuation of Investments and Impairment of Securities
Long Term Care Policies
Pension and Postretirement Benefit Obligations
Impairment of Long-Lived Assets
Goodwill
Income Taxes

Due to the inherent uncertainties involved with these types of judgments, actual results could differ significantly from estimates, which may have a material adverse impact on our results of operations or equity. See the Critical Accounting Estimates section and the Results of Operations by Business Segment CNA Financial Reserves Estimates and Uncertainties section of our MD&A included under Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2014 for further information.

RESULTS OF OPERATIONS BY BUSINESS SEGMENT

Unless the context otherwise requires, references to net operating income (loss), net realized investment results and net income (loss) reflect amounts attributable to Loews Corporation shareholders.

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CNA Financial

The following table summarizes the results of operations for CNA for the three and six months ended June 30, 2015 and 2014 as presented in Note 13 of the Notes to Consolidated Condensed Financial Statements included in Item 1 of this Report:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014
(In millions)				
Revenues:				
Insurance premiums	**$ 1,735**	$ 1,811	**$ 3,422**	$ 3,617
Net investment income	**500**	550	**1,058**	1,076
Investment gains (losses)	**(2)**	(14)	**8**	28
Other revenues	**94**	93	**191**	182
Total	**2,327**	2,440	**4,679**	4,903
Expenses:				
Insurance claims and policyholders benefits	**1,469**	1,441	**2,808**	2,887
Amortization of deferred acquisition costs	**314**	335	**617**	664
Other operating expenses	**340**	253	**697**	596
Interest	**39**	46	**78**	90
Total	**2,162**	2,075	**4,200**	4,237
Income before income tax	**165**	365	**479**	666
Income tax expense	**(27)**	(103)	**(107)**	(182)
Income from continuing operations	**138**	262	**372**	484
Discontinued operations, net		6		(201)
Net income	**138**	268	**372**	283
Amounts attributable to noncontrolling interests	**(14)**	(28)	**(38)**	(29)
Net income attributable to Loews Corporation	**$ 124**	$ 240	**$ 334**	$ 254

Three Months Ended June 30, 2015 Compared to 2014

Income from continuing operations decreased $124 million for the three months ended June 30, 2015 as compared with the same period in 2014. Results in 2015 were negatively impacted by a $49 million (after tax and noncontrolling interests) charge related to the application of retroactive reinsurance accounting to adverse reserve development ceded under the 2010 asbestos and environmental pollution (A&EP) loss portfolio transfer, as further discussed in Note 5 of

the Notes to Consolidated Condensed Financial Statements included under Item 1. Results in 2014 benefited from a $50 million (after tax and noncontrolling interests) curtailment gain related to a change in postretirement benefits, as further discussed in Note 8 of the Notes to Consolidated Condensed Financial Statements included under Item 1. In addition, results in 2015 included lower net investment income and decreased results in the long term care business, partially offset by improved underwriting results. See the Investments section of this MD&A for further discussion of net realized investment results and net investment income. Further information on net prior year development is included in Note 5 of the Notes to Consolidated Condensed Financial Statements included under Item 1.

Six Months Ended June 30, 2015 Compared to 2014

Income from continuing operations decreased $112 million for the six months ended June 30, 2015 as compared with the same period in 2014, primarily due to the same reasons as discussed above in the three month comparison.

CNA Property and Casualty Insurance Operations

CNA s property and casualty insurance operations consist of professional, financial, specialty property and casualty products and services and commercial insurance and risk management products.

In the evaluation of the results of the property and casualty businesses, CNA utilizes the loss ratio, the expense ratio, the dividend ratio and the combined ratio. These ratios are calculated using GAAP financial results. The loss ratio is the percentage of net incurred claim and claim adjustment expenses to net earned premiums. The expense ratio is the percentage of insurance underwriting and acquisition expenses, including the amortization of deferred acquisition costs, to net earned premiums. The dividend ratio is the ratio of policyholders dividends incurred to net earned premiums. The combined ratio is the sum of the loss, expense and dividend ratios.

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The following tables summarize the results of CNA s property and casualty operations for the three and six months ended June 30, 2015 and 2014:

Three Months Ended June 30, 2015	**Specialty**	**Commercial**	**International**	**Total**
(In millions, except %)				
Net written premiums	**$ 672**	**$ 717**	**$ 249**	**$ 1,638**
Net earned premiums	**689**	**703**	**207**	**1,599**
Net investment income	**134**	**169**	**13**	**316**
Net operating income	**123**	**72**	**19**	**214**
Net realized investment gains	**1**			**1**
Net income	**124**	**72**	**19**	**215**
Ratios:				
Loss and loss adjustment expense	**60.3%**	**72.1%**	**55.0%**	**64.8%**
Expense	**30.7**	**34.9**	**37.2**	**33.4**
Dividend	**0.2**	**0.2**		**0.2**
Combined	**91.2%**	**107.2%**	**92.2%**	**98.4%**

Three Months Ended June 30, 2014				
Net written premiums	$ 701	$ 692	$ 261	$ 1,654
Net earned premiums	709	732	231	1,672
Net investment income	153	201	16	370
Net operating income	150	45	17	212
Net realized investment gains (losses)	(4)	(6)	1	(9)
Net income	146	39	18	203
Ratios:				
Loss and loss adjustment expense	57.0%	83.7%	50.8%	67.8%
Expense	30.3	34.1	39.1	33.3
Dividend	0.2	0.3		0.2
Combined	87.5%	118.1%	89.9%	101.3%

Six Months Ended June 30, 2015				
Net written premiums	**$ 1,370**	**$ 1,476**	**$ 461**	**$ 3,307**
Net earned premiums	**1,369**	**1,381**	**398**	**3,148**
Net investment income	**289**	**373**	**27**	**689**

Net operating income	**244**	**179**	**27**	**450**
Net realized investment gains	**3**	**3**	**1**	**7**
Net income	**247**	**182**	**28**	**457**
Ratios:				
Loss and loss adjustment expense	**61.7%**	**69.6%**	**57.7%**	**64.7%**
Expense	**31.0**	**35.4**	**37.4**	**33.7**
Dividend	**0.2**	**0.3**		**0.2**
Combined	**92.9%**	**105.3%**	**95.1%**	**98.6%**

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Six Months Ended June 30, 2014 (In millions, except %)	Specialty	Commercial	International	Total
Net written premiums	$ 1,414	$ 1,499	$ 508	$ 3,421
Net earned premiums	1,401	1,467	472	3,340
Net investment income	297	392	31	720
Net operating income	266	111	32	409
Net realized investment gains	3	1	1	5
Net income	269	112	33	414
Ratios:				
Loss and loss adjustment expense	60.4%	80.4%	52.5%	68.0%
Expense	30.2	34.0	39.2	33.2
Dividend	0.2	0.3		0.2
Combined	90.8%	114.7%	91.7%	101.4%

Three Months Ended June 30, 2015 Compared to 2014

Net written premiums decreased $16 million for the three months ended June 30, 2015 as compared with the same period in 2014. This decrease was primarily driven by lower retention and new business in Specialty, underwriting actions taken in certain business classes in Commercial and the unfavorable effect of foreign currency exchange rates for International, partially offset by higher retention and new business in Commercial. Net earned premiums decreased $73 million for the three months ended June 30, 2015 as compared with the same period in 2014, consistent with the trend in net written premiums.

Specialty s average rate increased 1% for the three months ended June 30, 2015 as compared with an increase of 3% for the three months ended June 30, 2014, for the policies that renewed in each period. Retention of 85% and 87% was achieved in each period. Commercial s average rate increased 2% for the three months ended June 30, 2015 as compared with an increase of 5% for the three months ended June 30, 2014, for the policies that renewed in each period. Retention of 79% and 69% was achieved in each period. International s average rate decreased 1% for the three months ended June 30, 2015 as compared with a decrease of 3% for the three months ended June 30, 2014, for the policies that renewed in each period. Retention of 71% and 74% was achieved in each period.

Net operating income increased $2 million for the three months ended June 30, 2015 as compared with the same period in 2014. The increase in net operating income was primarily due to improved underwriting results in Commercial, partially offset by less favorable net prior year development in Specialty and lower net investment income. Catastrophe losses were $35 million (after tax and noncontrolling interests) for the three months ended June 30, 2015 as compared to catastrophe losses of $33 million (after tax and noncontrolling interests) for the same period in 2014.

Favorable net prior year development of $20 million and unfavorable net prior year development of $22 million was recorded for the three months ended June 30, 2015 and 2014. The majority of the 2014 unfavorable development relates to business classes in Commercial which CNA has exited, but also includes Small Business where CNA has taken underwriting actions in an effort to improve profitability. Further information on net prior year development is included in Note 5 of the Notes to Consolidated Condensed Financial Statements included under Item 1.

Specialty s combined ratio increased 3.7 points for the three months ended June 30, 2015 as compared with the same period in 2014. The loss ratio increased 3.3 points due to less favorable net prior year development, which more than offset an improved current accident year loss ratio. The expense ratio increased 0.4 points for the three months ended June 30, 2015 as compared to the same period in 2014, due to the unfavorable effect of lower net earned premiums.

Commercial s combined ratio improved 10.9 points for the three months ended June 30, 2015 as compared with the same period in 2014. The loss ratio improved 11.6 points, due to less unfavorable net prior year development coupled with an improved current accident year loss ratio. The expense ratio increased 0.8 points for the three months ended June 30, 2015 as compared with the same period in 2014, driven by the unfavorable effect of lower net earned premiums.

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International s combined ratio increased 2.3 points for the three months ended June 30, 2015 as compared with the same period in 2014. The loss ratio increased 4.2 points, primarily due to less favorable net prior year development. The expense ratio improved 1.9 points due to decreased expenses, partially offset by the unfavorable effect of lower net earned premiums.

Six Months Ended June 30, 2015 Compared to 2014

Net written premiums decreased $114 million for the six months ended June 30, 2015 as compared with the same period in 2014. This decrease was driven by the unfavorable effect of foreign currency exchange rates, unfavorable premium development at Hardy and the 2014 termination of an underwriter in Canada, for International, lower retention and new business in Specialty and underwriting actions taken in certain business classes, partially offset by positive rate and higher retention in Commercial. Net earned premiums decreased $192 million for the six months ended June 30, 2015 as compared with the same period in 2014, consistent with the trend in net written premiums.

Specialty s average rate increased 1% for the six months ended June 30, 2015 as compared with an increase of 3% for the six months ended June 30, 2014, for the policies that renewed in each period. Retention of 86% and 87% was achieved in each period. Commercial s average rate increased 2% for the six months ended June 30, 2015 as compared with an increase of 5% for the six months ended June 30, 2014, for the policies that renewed in each period. Retention of 77% and 72% was achieved in each period. International s average rate decreased 1% for the six months ended June 30, 2015 and June 30, 2014, for the policies that renewed in each period. Retention of 74% and 78% was achieved in each period.

Net operating income increased $41 million for the six months ended June 30, 2015 as compared with the same period in 2014. The increase in net operating income was due to improved underwriting results in Commercial, partially offset by less favorable net prior year development in Specialty and lower net investment income. Catastrophe losses were $52 million (after tax and noncontrolling interests) for the six months ended June 30, 2015 as compared to catastrophe losses of $76 million (after tax and noncontrolling interests) for the same period in 2014.

Favorable net prior year development of $18 million and unfavorable net prior year development of $16 million was recorded for the six months ended June 30, 2015 and 2014. Further information on net prior year development is included in Note 5 of the Notes to Consolidated Condensed Financial Statements included under Item 1.

Specialty s combined ratio increased 2.1 points for the six months ended June 30, 2015 as compared with the same period in 2014. The loss ratio increased 1.3 points due to less favorable net prior year development, partially offset by an improved current accident year loss ratio. The expense ratio increased 0.8 points for the six months ended June 30, 2015 as compared with the same period in 2014, primarily driven by increased underwriting expenses and the unfavorable effect of lower net earned premiums.

Commercial s combined ratio improved 9.4 points for the six months ended June 30, 2015 as compared with the same period in 2014. The loss ratio improved 10.8 points, primarily due to the absence of unfavorable net prior year development and an improved current accident year loss ratio. The expense ratio increased 1.4 points for the six months ended June 30, 2015 as compared with the same period in 2014, primarily due to the unfavorable effect of lower net earned premiums.

International s combined ratio increased 3.4 points for the six months ended June 30, 2015 as compared with the same period in 2014. The loss ratio increased 5.2 points, due to the unfavorable effect of net prior year development. The expense ratio improved 1.8 points due to decreased expenses, partially offset by the unfavorable effect of lower net earned premiums.

Other Non-Core Operations

Other Non-Core primarily includes the results of CNA s individual and group long term care businesses, which are in run-off and also includes certain CNA corporate expenses, including interest on corporate debt and the results of certain property and casualty business in run-off, including CNA Re and A&EP. CNA s group long term care business, while considered non-core, currently continues to accept new employees in existing groups.

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The following tables summarize the results of CNA s Other Non-Core operations for the three and six months ended June 30, 2015 and 2014:

Three Months Ended June 30, 2015	**Life & Group Non-Core**	**Other**	**Other Non-Core**
(In millions)			
Net earned premiums	**$ 137**		**$ 137**
Net investment income	**179**	**$ 5**	**184**
Net operating loss	**(22)**	**(71)**	**(93)**
Net realized investment gains	**2**		**2**
Net loss from continuing operations	**(20)**	**(71)**	**(91)**

Three Months Ended June 30, 2014

Net earned premiums	$ 139		$ 139
Net investment income	173	$ 7	180
Net operating income	9	23	32
Net realized investment gains (losses)	(3)	3	-
Net income from continuing operations	6	26	32

Six Months Ended June 30, 2015

Net earned premiums	**$ 275**		**$ 275**
Net investment income	**358**	**$ 11**	**369**
Net operating loss	**(37)**	**(90)**	**(127)**
Net realized investment gains	**4**		**4**
Net loss from continuing operations	**(33)**	**(90)**	**(123)**

Six Months Ended June 30, 2014

Net earned premiums	$ 278		$ 278
Net investment income	344	$ 12	356
Net operating income	7	4	11
Net realized investment gains	6	4	10
Net income from continuing operations	13	8	21

Three Months Ended June 30, 2015 Compared to 2014

Net results from continuing operations decreased $123 million for the three months ended June 30, 2015 as compared with the same period in 2014. Results in 2015 were negatively impacted by the $49 million charge (after tax and noncontrolling interests) related to the application of retroactive reinsurance accounting to adverse reserve

development ceded under the 2010 A&EP loss portfolio transfer, as further discussed in Note 5 of the Notes to Consolidated Condensed Financial Statements included under Item 1. Results in 2014 benefited from a $50 million (after tax and noncontrolling interests) curtailment gain related to a change in postretirement benefits, as further discussed in Note 8 of the Notes to Consolidated Condensed Financial Statements included under Item 1. Results in 2014 also benefited from unusually favorable morbidity and persistency experience in the long term care business as compared to modestly unfavorable morbidity experience in the current year period. Results in 2015 benefited from lower interest expense due to the maturity of higher interest rate debt in the fourth quarter of 2014.

Six Months Ended June 30, 2015 Compared to 2014

Net results from continuing operations decreased $144 million for the six months ended June 30, 2015 as compared with the same period in 2014, primarily due to the same reasons discussed above in the three month comparison.

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Diamond Offshore

Market Overview

Diamond Offshore provides contract drilling services to the energy industry around the world with a fleet of 35 offshore drilling rigs. Diamond Offshore s current fleet consists of eight ultra-deepwater, seven deepwater and nine mid-water semisubmersibles, five dynamically-positioned ultra-deepwater drillships and six jack-ups. Construction of Diamond Offshore s fourth newbuild ultra-deepwater drillship, the *Ocean BlackLion,* was completed in the second quarter of 2015, and the rig is currently in the Canary Islands, where Diamond Offshore is preparing the rig for commencement of its engagement in the U.S. Gulf of Mexico (GOM) later this year. One of Diamond Offshore s eight ultra-deepwater semisubmersibles, the *Ocean GreatWhite*, is currently under construction and is expected to be delivered in the second quarter of 2016. The *Ocean GreatWhite* is expected to commence a three-year drilling contract offshore Australia in late 2016.

Of Diamond Offshore s current fleet, one deepwater and four mid-water semisubmersible rigs and four jack-up rigs are cold stacked. Diamond Offshore expects to cold stack an additional two floaters (one ultra-deepwater and one mid-water semisubmersible) in the near term. Since the beginning of 2015, seven of Diamond Offshore s older mid-water semisubmersible rigs have been sold for scrap.

Current crude oil prices have declined significantly since the summer of 2014, and oil markets remain volatile and unpredictable due to a number of geopolitical and economic factors, including the proposed Iranian accord, which would result in the lifting of international sanctions. In reaction to the depressed fundamentals in the oil and gas industry, independent and national oil companies and exploration and production companies have announced significant reductions to their 2016 capital spending plans, on top of their already-reduced 2015 capital spending plans. Thus far in 2015, rig tenders have been infrequent and have generally been limited to short term or well-to-well work. Competition for the limited number of drilling jobs continues to be intense, with numerous offshore drillers vying for the same opportunities, including some contractors bidding multiple rigs on the same bid, and in some cases bidding rigs of both high and lower specifications on the same bid. Operators are continuing to attempt to sublet previously contracted rigs for which capital spending programs have been delayed or canceled. In addition, newbuild floaters continue to enter the market, many of which are not contracted, adding to the oversupply of rigs. With the shortage of work and an oversupply of rigs available for work, price competition remains intense, and some industry analysts are predicting further weakening in dayrates across the floater markets.

In addition, as a result of the depressed market conditions and continued pessimistic outlook for the near term, certain of Diamond Offshore s customers, as well as competitors, have attempted to renegotiate or terminate existing drilling contracts. Such renegotiations could include requests to lower the contract dayrate, lowering of a dayrate in exchange for additional contract term, shortening the term on one contracted rig in exchange for additional term on another rig, early termination of a contract in exchange for a lump sum margin payout and many other possibilities. In addition to the potential for renegotiations, some of Diamond Offshore s drilling contracts permit the customer to terminate the contract early after specified notice periods or permit the customer to terminate the contract early in the event of excessive downtime, sometimes resulting in no payment to Diamond Offshore or sometimes resulting in a contractually specified termination amount, which often does not fully compensate Diamond Offshore for the loss of the contract. During depressed market conditions, certain customers have utilized such contract clauses to seek to renegotiate or terminate a drilling contract or claim that Diamond Offshore has breached provisions of its drilling contracts in order to avoid their obligations under circumstances where Diamond Offshore believes they are in compliance with the contracts. The early termination of a contract may result in a rig being idle for an extended period of time, which could adversely affect Diamond Offshore s business. When a customer terminates a contract prior to the contract s scheduled expiration, Diamond Offshore s contract backlog is also adversely impacted.

As previously disclosed, on February 20, 2015, a representative of PEMEX Exploración y Producción (PEMEX), verbally informed Diamond Offshore of PEMEX s intention to exercise its contractual right to terminate its drilling contracts on the *Ocean Ambassador*, the *Ocean Nugget* and the *Ocean Summit,* and to cancel its drilling contract on the *Ocean Lexington*, which contract was scheduled to commence in September of 2015. During the second quarter of 2015, PEMEX terminated the contract for the *Ocean Nugget,* and delivered to Diamond Offshore a notice of termination of the contract on the *Ocean Summit*. During the second quarter of 2015, PEMEX rescinded its termination of the *Ocean Summit* contract, and Diamond Offshore and PEMEX renegotiated the contracts for the *Ocean Ambassador,* the *Ocean Summit* and the *Ocean Scepter* at lower dayrates. In July of 2015, PEMEX delivered a notice to Diamond Offshore to initiate the rescission of the *Ocean Lexington* contract, which process is currently underway.

Also as previously disclosed during the first quarter of 2015, Petróleo Brasileiro S.A. (Petrobras) notified Diamond Offshore of its right to terminate the drilling contract on the *Ocean Baroness* and verbally informed Diamond Offshore that it did not intend to continue to use the rig. During the second quarter of 2015, Diamond Offshore received written

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notification from Petrobras to terminate the drilling contract on the *Ocean Baroness,* which became effective on May 31, 2015. The *Ocean Baroness* is currently demobilizing to the GOM, where the rig is expected to be cold stacked until market conditions improve.

Current depressed market conditions in the offshore drilling industry have materially impacted Diamond Offshore s results of operations and cash flows in the second quarter and first half of 2015. Diamond Offshore currently expects that these adverse market conditions will continue for the foreseeable future. The continuation of these conditions could result in more rigs being without contracts and/or cold stacked or scrapped and could further materially and adversely affect Diamond Offshore s business. When Diamond Offshore cold stacks a rig, they evaluate the rig for impairment. During the six months ended June 30, 2015, Diamond Offshore recorded an impairment loss of $359 million ($158 million after tax and noncontrolling interests) related to eight rigs for which the carrying values were determined to be impaired.

As of July 20, 2015, 14 of Diamond Offshore s rigs were not subject to a drilling contract with a customer, including 11 rigs that have been cold stacked or are in the process of being cold stacked.

Globally, the ultra-deepwater and deepwater floater markets continue to be depressed. The continuing oversupply of rigs and diminished demand has resulted in further declines in dayrates and the stacking, and in some cases scrapping, of rigs in all asset classes, and industry analysts expect offshore drillers to continue to scrap older, lower specification rigs.

Newbuild rig deliveries and established rigs coming off contract continue to fuel an oversupply of floaters in both the ultra-deepwater and deepwater markets. In an effort to manage the oversupply of rigs and potentially avoid the cost of cold stacking newly-built rigs, which, in the case of dynamically-positioned rigs, can be significant, certain drilling contractors have recently exercised options to delay the delivery of certain rigs by the shipyard. Based on industry data, there are approximately 52 competitive, or non-owner-operated, newbuild floaters on order. Based on industry reports, half of the 10 newbuilds scheduled for delivery in the second half of 2015, as well as 18 of the 27 newbuilds scheduled for delivery in 2016 and eight of the nine newbuilds scheduled for delivery in 2017 are not contracted for future work. There are currently six newbuilds on order for delivery between 2018 and 2020, only one of which has been contracted for future work. In addition, industry reports indicate that Petrobras, Diamond Offshore s largest single customer based on 2014 annual consolidated revenues, currently has 13-17 rigs under construction with two scheduled for delivery in 2015. The influx of newbuilds into the market, combined with established rigs coming off contract during 2015, is expected to contribute to further weakening of the ultra-deepwater and deepwater floater markets.

While conditions in the mid-water market vary slightly by region, mid-water rigs have generally been adversely impacted by (i) lower demand, (ii) declining dayrates, (iii) increased regulatory requirements, including more stringent design requirements for well control equipment, which could significantly increase the capital needed to comply with design requirements that would permit such rigs to work in U.S. waters, (iv) the challenges experienced by lower specification rigs in this segment as a result of more complex customer specifications and (v) the intensified competition resulting from the migration of some deepwater and ultra-deepwater rigs to compete against mid-water rigs. To date the mid-water market has seen the highest number of cold stacked and scrapped rigs. Additionally, as market conditions remain challenging, higher specification rigs may continue to take the place of lower specification rigs, leading to additional lower specification rigs being cold stacked or ultimately scrapped.

Impact of changes in tax laws or their interpretation

Diamond Offshore operates through various subsidiaries in a number of countries throughout the world. As a result, it is subject to highly complex tax laws, treaties and regulations in the jurisdictions in which it operates, which may

change and are subject to interpretation. Changes in laws, treaties and regulations and the interpretation of such laws, treaties and regulations may put Diamond Offshore at risk for future tax assessments and liabilities which could be substantial and could have a material adverse effect on its financial condition and our results of operations and cash flows. Refer to Note 11 of the Notes to Consolidated Condensed Financial Statements included under Item 1 for additional information.

Contract Drilling Backlog

The following table reflects Diamond Offshore s contract drilling backlog as of July 1, 2015 and February 9, 2015 (the date reported in our Annual Report on Form 10-K for the year ended December 31, 2014). Contract drilling backlog as presented below includes only firm commitments (typically represented by signed contracts, except as indicated in the footnotes to the tables below) and is calculated by multiplying the contracted operating dayrate by the firm contract period and adding one-half of any potential rig performance bonuses. Diamond Offshore s calculation also assumes full utilization of its drilling equipment for the contract period (excluding scheduled shipyard and survey

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days); however, the amount of actual revenue earned and the actual periods during which revenues are earned will be different than the amounts and periods shown in the tables below due to various factors. Utilization rates, which generally approach 92% - 98% during contracted periods, can be adversely impacted by downtime due to various operating factors including, but not limited to, weather conditions and unscheduled repairs and maintenance. Contract drilling backlog excludes revenues for mobilization, demobilization, contract preparation and customer reimbursables. No revenue is generally earned during periods of downtime for regulatory surveys. Changes in Diamond Offshore s contract drilling backlog between periods are generally a function of the performance of work on term contracts, as well as the extension or modification of existing term contracts and the execution of additional contracts.

	July 1, 2015	February 9, 2015
(In millions)		
Floaters:		
Ultra-Deepwater (a)	**$ 4,902**	$ 5,390
Deepwater (b)	**621**	748
Mid-Water	**378**	611
Total Floaters	**5,901**	6,749
Jack-ups	**33**	91
Total	**$ 5,934**	$ 6,840

(a) As of July 1, 2015, ultra-deepwater floaters includes (i) $1.1 billion attributable to contracted operations offshore Brazil for the years 2015 to 2018 and (ii) $641 million for the years 2016 to 2019 attributable to future work for the semisubmersible *Ocean GreatWhite,* which is under construction.

(b) As of July 1, 2015, deepwater floaters includes $120 million attributable to contracted operations offshore Brazil for the years 2015 to 2016.

The following table reflects the amount of Diamond Offshore s contract drilling backlog by year as of July 1, 2015:

Year Ended December 31	**Total**	**2015 (a)**	**2016**	**2017**	**2018 - 2020**
(In millions)					
Floaters:					
Ultra-Deepwater (b)	**$ 4,902**	**$ 740**	**$ 1,227**	**$ 1,202**	**$ 1,733**
Deepwater (c)	**621**	**212**	**273**	**136**	
Mid-Water	**378**	**104**	**153**	**121**	
Total Floaters	**5,901**	**1,056**	**1,653**	**1,459**	**1,733**

Jack-ups	**33**	**25**	**8**		
Total	**$ 5,934**	**$ 1,081**	**$ 1,661**	**$ 1,459**	**$ 1,733**

(a) Represents a six month period beginning July 1, 2015.
(b) As of July 1, 2015, ultra-deepwater floaters includes (i) $228 million, $333 million, $332 million and $158 million for the years 2015, 2016, 2017 and 2018, attributable to contracted operations offshore Brazil and (ii) $90 million for the year 2016, $214 million for the year 2017 and $337 million in the aggregate for the years 2018 to 2019 attributable to future work for the *Ocean GreatWhite*, which is under construction.
(c) As of July 1, 2015, deepwater floaters includes $62 million and $58 million for the years 2015 and 2016, attributable to contracted operations offshore Brazil.

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The following table reflects the percentage of rig days committed by year as of July 1, 2015. The percentage of rig days committed is calculated as the ratio of total days committed under contracts, as well as scheduled shipyard, survey and mobilization days for all rigs in Diamond Offshore s fleet, to total available days (number of rigs, including cold stacked rigs, multiplied by the number of days in a particular year). Total available days have been calculated based on the expected final commissioning date for the rig under construction.

Year Ended December 31	**2015 (a) (b)**	**2016 (b)**	**2017**	**2018**	**2020**
Floaters:					
Ultra-Deepwater	**85%**	**65%**	**54%**	**26%**	
Deepwater	**49%**	**31%**	**17%**		
Mid-Water	**30%**	**13%**	**9%**		
Total Floaters	**58%**	**40%**	**31%**	**12%**	
Jack-ups	**22%**	**3%**			

(a) Represents a six month period beginning July 1, 2015.
(b) As of July 1, 2015, includes approximately 290 and 314 currently known, scheduled shipyard days for rig commissioning, contract preparation, surveys and extended maintenance projects, as well as rig mobilization days for the remainder of 2015 and for the year 2016.

Dayrate and Utilization Statistics

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2015	2014	**2015**	2014
Revenue earning days (a)				
Floaters:				
Ultra-Deepwater	**654**	420	**1,160**	933
Deepwater	**402**	281	**687**	624
Mid-Water	**349**	1,107	**1,012**	2,136
Jack-ups	**287**	464	**645**	965
Utilization (b)				
Floaters:				
Ultra-Deepwater	**63%**	51%	**57%**	58%
Deepwater	**63%**	51%	**54%**	58%
Mid-Water	**32%**	68%	**42%**	66%
Jack-ups	**53%**	74%	**59%**	77%

Average daily revenue (c)				
Floaters:				
Ultra-Deepwater	**$ 483,000**	$ 435,000	**$ 489,000**	$ 416,500
Deepwater	**450,900**	429,300	**465,700**	428,000
Mid-Water	**278,000**	271,900	**270,000**	274,800
Jack-ups	**82,800**	98,000	**88,100**	95,800

(a) A revenue earning day is defined as a 24-hour period during which a rig earns a dayrate after commencement of operations and excludes mobilization, demobilization and contract preparation days.

(b) Utilization is calculated as the ratio of total revenue earning days divided by the total calendar days in the period for all rigs in Diamond Offshore s fleet (including cold stacked rigs, but excluding rigs under construction). As of June 30, 2015, Diamond Offshore s cold stacked rigs included one deepwater semisubmersible, four mid-water semisubmersibles and four jack-up rigs.

(c) Average daily revenue is defined as total contract drilling revenue per revenue earning day including mobilization, demobilization and contract preparation revenue.

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Results of Operations

The following table summarizes the results of operations for Diamond Offshore for the three and six months ended June 30, 2015 and 2014 as presented in Note 13 of the Notes to Consolidated Condensed Financial Statements included in Item 1 of this Report:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014
(In millions)				
Revenues:				
Contract drilling revenues	**$ 617**	$ 650	**$ 1,217**	$ 1,335
Net investment income		1	**1**	1
Other revenues	**15**	50	**41**	75
Total	**632**	701	**1,259**	1,411
Expenses:				
Contract drilling expenses	**344**	395	**695**	765
Other operating expenses				
Impairment of assets			**359**	
Other expenses	**157**	175	**337**	329
Interest	**25**	19	**49**	37
Total	**526**	589	**1,440**	1,131
Income (loss) before income tax	**106**	112	**(181)**	280
Income tax (expense) benefit	**(19)**	(26)	**22**	(53)
Amounts attributable to noncontrolling interests	**(42)**	(44)	**78**	(116)
Net income (loss) attributable to Loews Corporation	**$ 45**	$ 42	**$ (81)**	$ 111

Three Months Ended June 30, 2015 Compared to 2014

Contract drilling revenue decreased $33 million for the three months ended June 30, 2015 as compared with the 2014 period, and contract drilling expense decreased $51 million during the same period. Contract drilling revenue decreased primarily due to a decrease in revenue earning days for Diamond Offshore s mid-water and jack-up fleets, partially offset by higher average daily revenue earned by both ultra-deepwater and deepwater fleets, including the effect of higher amortized mobilization and contract preparation fees, combined with an increase in revenue earning days. The decrease in contract drilling expense is primarily due to lower costs for labor and personnel, repairs and

maintenance, inspections, agency fees, freight and a net decrease in other rig operating costs and overhead costs, partially offset by higher rig mobilization costs.

Revenue generated by ultra-deepwater floaters increased $133 million during the three months ended June 30, 2015 as compared with the 2014 period primarily as a result of an increase in utilization of $102 million and higher average daily revenue of $31 million. The increase in revenue earning days is primarily due to incremental revenue earning days for the three newbuild drillships and the *Ocean Endeavor*, which began drilling operations in Romania in the second half of 2014. These favorable contributions were partially offset by a decrease in revenue earning days due to downtime associated with a life-extension project for the *Ocean Confidence* and operational issues with the *Ocean Baroness* during the second quarter of 2015. The increase in average daily revenue is primarily due to a higher dayrate earned by the *Ocean Endeavor* offshore Romania, a dayrate adjustment for the *Ocean Courage* in the first quarter of 2015 and incremental amortization of $6 million in rig mobilization and contract preparation fees.

Revenue generated by deepwater floaters increased $60 million during the three months ended June 30, 2015 as compared with the 2014 period primarily due to an increase in utilization of $52 million and higher average daily revenue earned of $9 million. The increase in revenue earning days was the result of incremental revenue earning days for the *Ocean Alliance,* which had survey days in 2014, and the *Ocean Valiant* and the *Ocean Victory*, which were both warm stacked between contracts in the second quarter of 2014, partially offset by the cold stacking of the *Ocean Star* in the second quarter of 2015. The increase in average daily revenue is primarily due to the recognition of a $10 million demobilization fee for the *Ocean Apex* upon completion of its initial contract in the second quarter of 2015.

Revenue generated by mid-water floaters decreased $204 million during the three months ended June 30, 2015 as compared with the 2014 period primarily due to a decrease in utilization of $206 million as a result of incremental downtime associated with cold stacked and retired rigs and planned downtime associated with a survey of the *Ocean Guardian*, partially offset by additional revenue earning days for the *Ocean Patriot*, which resumed operations in the fourth quarter of 2014 after completion of an enhancement project.

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Revenue generated by jack-up rigs decreased $22 million during the three months ended June 30, 2015 as compared with the same period in 2014 primarily due decreased revenues from the *Ocean King* and the *Ocean Titan* and a dayrate reduction for the *Ocean Scepter* that was retroactive to the beginning of 2015.

Net income remained relatively flat during the three months ended June 30, 2015 as compared with the 2014 period primarily due to an increase in depreciation expense and the absence of a $9 million gain ($3 million after tax and noncontrolling interests) recognized on the sale of the previously held for sale jack-up rig the *Ocean Spartan* in the 2014 period that were offset by a reduction in contract drilling costs and other expenses.

Diamond Offshore s effective tax rate decreased for the three months ended June 30, 2015 as compared with the 2014 period primarily due to differences in the mix of Diamond Offshore s domestic and international pretax earnings and losses.

Six Months Ended June 30, 2015 Compared to 2014

Contract drilling revenue decreased $118 million for the six months ended June 30, 2015 as compared with the 2014 period, and contract drilling expense decreased $70 million during the same period. Contract drilling revenue decreased primarily due to a decrease in revenue earning days for Diamond Offshore s mid-water and jack-up fleets due to the cold stacking and sales of rigs in these fleets, partially offset by higher average daily revenue earned by both ultra-deepwater and deepwater fleets, including the effect of higher amortized mobilization and contract preparation fees and an increase in revenue earning days for these fleets. The decrease in contract drilling expense is primarily due to lower costs for labor and personnel, repairs and maintenance, inspections, freight and a net decrease in other rig operating, shorebase support and overhead costs, partially offset by higher rig mobilization costs.

Revenue generated by ultra-deepwater floaters increased $179 million during the six months ended June 30, 2015 as compared with the 2014 period primarily as a result of higher average daily revenue earned of $84 million and an increase in utilization of $95 million. Average daily revenue increased primarily due to revenue associated with incremental operations for the *Ocean Endeavor* in Romania, a contract extension for the *Ocean Rover* at a higher dayrate than previously earned and a dayrate adjustment for the *Ocean Courage*, combined with incremental amortization of $13 million in mobilization and contract preparation fees and the operation of two additional drillships in the 2015 period. Total revenue earning days increased primarily due to incremental revenue days earned by the three newbuild drillships and incremental days for the *Ocean Endeavor*. These increases were partially offset by fewer days for the *Ocean Confidence* due to downtime associated with a life-extension project and a decrease in days for the *Ocean Baroness* due to operational issues.

Revenue generated by deepwater floaters increased $53 million during the six months ended June 30, 2015 as compared with the 2014 period primarily due to an increase in utilization of $27 million and higher average daily revenue earned of $26 million. Revenue earning days increased primarily due to incremental revenue earning days for the *Ocean Apex*, the *Ocean Valiant* and the *Ocean Alliance*, partially offset by fewer revenue earning days for the *Ocean Star* and incremental days associated with the mobilization of other deepwater floaters. The higher average daily revenue earned during the first half of 2015 reflects revenue earned by the *Ocean Apex* and incremental amortization of $15 million in mobilization and contract preparation fees.

Revenue generated by mid-water floaters decreased $314 million during the six months ended June 30, 2015 as compared with the 2014 period primarily due to a decrease in utilization of $309 million and lower average daily revenue earned of $5 million. The decrease in revenue earning days is due to incremental downtime associated with ten cold stacked or retired rigs, partially offset by incremental revenue earning days for the *Ocean Patriot* after completion of an enhancement project and the *Ocean Quest,* which operated in Vietnam during the first half of 2015,

compared to the prior year when the rig was warm stacked between contracts. There were also fewer incremental downtime days in the current period for rig mobilization, surveys, and repairs.

Revenue generated by jack-up rigs decreased $36 million during the six months ended June 30, 2015 as compared with the same period in 2014 primarily due lower revenues from the *Ocean Titan* and the *Ocean King.*

Net results decreased $192 million during the six months ended June 30, 2015 as compared with the 2014 period primarily reflecting the impact of a $158 million (after tax and noncontrolling interests) asset impairment charge related to the carrying value of eight drilling rigs as well as lower rig utilization, $7 million in restructuring and severance costs recognized in 2015, the absence of a $9 million gain ($3 million after tax and noncontrolling interests) related to the sale of the *Ocean Spartan* in June of 2014 and an increase in depreciation expense in the current period.

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Diamond Offshore s effective tax rate decreased for the six months ended June 30, 2015 as compared with the 2014 period primarily due to differences in the mix of Diamond Offshore s domestic and international pretax earnings and losses, including asset impairments taken in various jurisdictions in 2015.

Boardwalk Pipeline

Market Overview

Boardwalk Pipeline derives revenues primarily from the transportation and storage of natural gas and natural gas liquids (NGLs) and gathering and processing of natural gas for third parties. Transportation services consist of firm natural gas transportation, where the customer pays a capacity reservation charge to reserve pipeline capacity at receipt and delivery points along pipeline systems, plus a commodity and fuel charge on the volume of natural gas actually transported, and interruptible natural gas transportation, where the customer pays to transport gas only when capacity is available and used. Boardwalk Pipeline offers firm natural gas storage services in which the customer reserves and pays for a specific amount of storage capacity, including injection and withdrawal rights, and interruptible storage and parking and lending (PAL) services where the customer receives and pays for capacity only when it is available and used. Boardwalk Pipeline also transports and stores NGLs. Boardwalk Pipeline s NGL contracts are generally fee-based and are dependent on actual volumes transported or stored, although in some cases minimum volume requirements apply. Boardwalk Pipeline s NGL storage rates are market-based and contracts are typically fixed price arrangements with escalation clauses. Boardwalk Pipeline is not in the business of buying and selling natural gas and NGLs other than for system management purposes, but changes in natural gas and NGLs prices may impact the volumes of natural gas or NGLs transported and stored by customers on its systems. Boardwalk Pipeline s operating costs and expenses typically do not vary significantly based upon the amount of products transported, with the exception of fuel consumed at its compressor stations.

Transportation rates that Boardwalk Pipeline is able to charge customers are heavily influenced by longer term trends in, for example, the amount and geographical location of natural gas production and demand for gas by end-users such as power plants, petrochemical facilities and liquefied natural gas (LNG) export facilities. Changes in certain longer term trends such as the development of gas production from the Marcellus and Utica production areas located in the northeastern U.S. and changes to related pipeline infrastructure have caused basis differentials corresponding to traditional flow patterns on Boardwalk Pipeline s natural gas pipeline systems (generally south to north and west to east) to narrow significantly, reducing the transportation rates and adversely impacting other contract terms that Boardwalk Pipeline can negotiate with its customers for available transportation capacity and for contracts due for renewal for Boardwalk Pipeline s transportation services. These conditions have had and Boardwalk Pipeline expects will continue to have a material adverse effect on Boardwalk Pipeline s revenues, earnings and distributable cash flows. Demand to transport gas from north to south has increased, driven primarily by increases in gas production from the Marcellus and Utica production areas and growing demand for natural gas in the Gulf Coast area from new and planned power plants, petrochemical facilities and LNG export facilities. This new flow pattern is resulting in growth opportunities for Boardwalk Pipeline that require significant capital expenditures, among other things, to make parts of Boardwalk Pipeline s system bi-directional, and in many instances, will utilize existing pipeline capacity that has been turned back to Boardwalk Pipeline by customers that have not renewed expiring contracts.

In response to changes in the natural gas industry, Boardwalk Pipeline is currently engaged in growth projects having an aggregate estimated cost of approximately $1.6 billion. These projects have lengthy planning and construction periods and as a result, will not contribute to Boardwalk Pipeline s earnings and cash flows until they are placed into service over the next several years. In some instances the projects remain subject to regulatory approval to commence construction, and these projects are subject to the risk that they may not be completed, may be impacted by significant cost overruns or may be materially changed prior to completion as a result of future developments or circumstances

that Boardwalk Pipeline cannot predict at this time. One of the more significant growth projects is the Coastal Bend Header project in which Boardwalk Pipeline will construct an approximately 65-mile pipeline supply header to serve a planned LNG terminal in Freeport, Texas, as well as expansion and modifications to existing Gulf South pipeline facilities that will provide access to additional supply sources. In 2014, Boardwalk Pipeline executed precedent agreements with foundation shippers to transport approximately 1.4 Bcf of natural gas per day. This project, which is subject to approval by the Federal Energy Regulatory Commission (FERC), is expected to be placed into service in 2018 at a total cost of $720 million, of which less than $10 million has been spent to date. In addition, Boardwalk Pipeline has customer agreements in place for a number of other growth projects.

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A substantial portion of Boardwalk Pipeline s transportation capacity is contracted for under firm transportation agreements. However, each year a portion of Boardwalk Pipeline s firm transportation agreements expire and need to be renewed or replaced. Boardwalk Pipeline has generally seen renewals of expiring transportation contracts at lower rates and for shorter terms than in the past which has materially adversely impacted transportation revenues. Capacity not renewed and available for sale on a short term basis has been and continues to be sold under short term firm or interruptible contracts at rates reflective of basis spreads, which generally have been lower than historical rates, or in some cases not sold at all. Rates for short term and interruptible transportation services are influenced by the factors discussed above but can be more heavily affected by shorter term conditions such as current and forecasted weather. For example, the unusually cold winter weather in the first six months of 2014 favorably impacted Boardwalk Pipeline s short term firm and interruptible transportation services. The weather in the first six months of 2015 was comparably warmer and the demand for short term firm and interruptible transportation services was not as strong.

The value of Boardwalk Pipeline s storage services and PAL services (parking gas for customers and/or lending gas to customers) is affected by natural gas price differentials between time periods, such as winter to summer (time period price spreads), price volatility of natural gas and other factors. Boardwalk Pipeline has seen the value of its storage and PAL services adversely impacted by some of the market factors discussed above which have contributed to a narrowing of time period price spreads, which in turn has reduced the rates Boardwalk Pipeline can charge and the capacity it can sell under storage and PAL services. Boardwalk Pipeline s storage and parking services have greater value when the natural gas futures market is in contango (a positive time period price spread meaning that current price quotes for delivery of natural gas further in the future are higher than in the nearer term), while Boardwalk Pipeline s lending service has greater value when the futures market is backwardated (a negative time period price spread, meaning that current price quotes for delivery of natural gas in the nearer term are higher than further in the future).

During the first half of 2014, the futures market was significantly backwardated, partly reflecting the harsh weather conditions in late 2013 and early 2014 and Boardwalk Pipeline earned revenues from lending gas to customers under PAL services. Since then, the futures market has reverted to a contango market, although time period price spreads remain relatively narrow. Storage market fundamentals can be volatile in a relatively short period of time. Based on the current narrowing of time period price spreads and fewer market participants due to a decrease in the number of marketers taking storage positions, Boardwalk Pipeline is continuing to experience weakened demand for its storage and PAL services.

Acquisition of the Evangeline Pipeline System

In October of 2014, Boardwalk Pipeline acquired Boardwalk Petrochemical, formerly known as Chevron Petrochemical Pipeline, LLC, which owns and operates the Evangeline ethylene pipeline system (Evangeline). Shortly after the acquisition, a leak was discovered on the pipeline and the Pipeline and Hazardous Materials Safety Administration issued a Corrective Action Order. The pipeline was out of service for the majority of the first six months of 2015 while Boardwalk Pipeline completed remediation activities, and was returned to service in June of 2015. The total capital cost of the remediation is expected to be approximately $26 million.

Gulf South Rate Case

In October of 2014, Boardwalk Pipeline s Gulf South subsidiary filed a rate case with the FERC pursuant to Section 4 of the Natural Gas Act of 1938 (Docket No. RP15-65), requesting, among other things, a reconfiguration of the transportation rate zones on its system and, in general, an increase in its tariff rates for customers whose agreements are at maximum tariff rates. On May 1, 2015, Gulf South moved the filed tariff rates into effect, subject to refund. Boardwalk Pipeline recognized in earnings the incremental revenues from the rate case net of a liability for potential

refund. In the second quarter of 2015, Boardwalk Pipeline recognized $6 million of additional operating revenues as a result of the rate case. Settlement discussions are ongoing with the FERC and Gulf South s customers; however, the ultimate outcome and impact of the rate case on Boardwalk Pipeline s earnings and cash flows for 2015 and beyond cannot be predicted at this time.

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Results of Operations

The following table summarizes the results of operations for Boardwalk Pipeline for the three and six months ended June 30, 2015 and 2014 as presented in Note 13 of the Notes to Consolidated Condensed Financial Statements included under Item 1 of this Report:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014
(In millions)				
Revenues:				
Other revenue, primarily operating	**$ 299**	$ 295	**$ 629**	$ 652
Total	**299**	295	**629**	652
Expenses:				
Operating	**215**	201	**423**	494
Interest	**46**	40	**91**	81
Total	**261**	241	**514**	575
Income before income tax	**38**	54	**115**	77
Income tax (expense) benefit	**(5)**	(10)	**(21)**	1
Amounts attributable to noncontrolling interests	**(21)**	(27)	**(57)**	(79)
Net income (loss) attributable to Loews Corporation	**$ 12**	$ 17	**$ 37**	$ (1)

Three Months Ended June 30, 2015 Compared to 2014

Total revenues increased $4 million for the three months ended June 30, 2015 as compared with the 2014 period. This increase is primarily due to higher transportation revenues as a result of the receipt of $6 million of proceeds related to a business interruption claim related to Boardwalk Pipeline s Louisiana Midstream assets and $6 million of additional revenues from the Gulf South rate case, partially offset by lower storage and PAL revenues due to market conditions.

Operating expenses increased $14 million for the three months ended June 30, 2015 as compared with the 2014 period primarily due to an $11 million increase in depreciation expense due to a higher depreciable asset base and a change in the estimated lives of certain older, low-pressure assets and an increase in maintenance expense of $11 million. Interest expense increased $6 million primarily due to higher average debt balances as compared to the 2014 period and lower capitalized interest related to capital projects.

Net income for the three months ended June 30, 2015 decreased $5 million as compared with the 2014 period primarily due to the higher expenses discussed above.

Six Months Ended June 30, 2015 Compared to 2014

Total revenues decreased $23 million for the six months ended June 30, 2015 as compared with the 2014 period. This decrease is primarily due to lower storage and PAL revenues of $24 million, primarily as a result of the effects of unfavorable market conditions on time period price spreads. The decreases were partially offset by higher transportation revenues of $13 million primarily resulting from growth projects recently placed into service and the receipt of $6 million of proceeds related to a business interruption claim as well as $6 million of additional revenues from the Gulf South rate case, partially offset by the comparably warm weather experienced in the early part of the 2015 period in Boardwalk Pipeline s market areas.

Operating expenses decreased $71 million for the six months ended June 30, 2015 as compared with the 2014 period. This decrease is primarily due to a $94 million prior year charge to write off all capitalized costs associated with the terminated Bluegrass project, partially offset by a $24 million increase in depreciation expense due to a higher depreciable asset base and a change in the estimated lives of certain older, low-pressure assets, an increase in maintenance expense of $10 million and a $5 million increase in general and administrative costs primarily due to employee related costs. Interest expense increased $10 million primarily due to higher average debt balances as compared to the 2014 period and lower capitalized interest related to capital projects.

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Net income for the six months ended June 30, 2015 increased $38 million as compared with the 2014 period, primarily reflecting the prior year Bluegrass charge of $55 million (after tax and noncontrolling interests), partially offset by the lower revenues as well as higher depreciation, interest and operating expense as discussed above.

Loews Hotels

The following table summarizes the results of operations for Loews Hotels for the three and six months ended June 30, 2015 and 2014 as presented in Note 13 of the Notes to Consolidated Condensed Financial Statements included in Item 1 of this Report:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014
(In millions)				
Revenues:				
Operating revenue	**$ 147**	$ 93	**$ 267**	$ 178
Revenues related to reimbursable expenses	**20**	19	**39**	39
Total	**167**	112	**306**	217
Expenses:				
Operating	**123**	79	**235**	156
Reimbursable expenses	**20**	19	**39**	39
Depreciation	**14**	8	**25**	16
Equity income from joint ventures	**(9)**	(5)	**(27)**	(11)
Interest	**5**	2	**10**	3
Total	**153**	103	**282**	203
Income before income tax	**14**	9	**24**	14
Income tax expense	**(6)**	(4)	**(11)**	(6)
Net income attributable to Loews Corporation	**$ 8**	$ 5	**$ 13**	$ 8

Operating revenues increased $54 million and $89 million for the three and six months ended June 30, 2015 as compared with the 2014 periods primarily due to the acquisition of two hotels during the first six months of 2015 and three hotels during the last six months of 2014.

Operating expenses increased $44 million and $79 million for the three and six months ended June 30, 2015 as compared with the 2014 periods and depreciation expense increased $6 million and $9 million for the three and six months ended June 30, 2015 as compared with the 2014 periods primarily due to the acquisition of two hotels during the first six months of 2015 and three hotels during the last six months of 2014.

Equity income from joint venture properties increased $4 million for the three months ended June 30, 2015 as compared with the 2014 period primarily due to the Cabana Bay Beach Resort joint venture operating for a full quarter in 2015 compared to only being partially open in 2014. Equity income from joint venture properties increased $16 million for the six months ended June 30, 2015 as compared with the 2014 period primarily due to both improved performance of the initial three Universal Orlando properties as well as the Cabana Bay Beach Resort operating for a full six months in 2015 as compared to a phased opening from March until June of 2014.

Interest expense increased $3 million and $7 million for the three and six months ended June 30, 2015 as compared with the 2014 periods primarily due to higher debt levels, including refinancings and new property-level debt incurred to fund acquisitions.

Net income increased $3 million and $5 million for the three and six months ended June 30, 2015 as compared with the 2014 periods primarily due to the increase in Equity income from joint ventures.

Corporate and Other

Corporate and Other operations consist primarily of investment income at the Parent Company, corporate interest expenses and other corporate administrative costs. Investment income includes earnings on cash and short term investments held at the Parent Company level to meet current and future liquidity needs, as well as results of limited partnership investments and the trading portfolio.

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The following table summarizes the results of operations for Corporate and Other for the three and six months ended June 30, 2015 and 2014 as presented in Note 13 of the Notes to Consolidated Condensed Financial Statements included in Item 1 of this Report:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014
(In millions)				
Revenues:				
Net investment income	**$ 10**	$ 46	**$ 39**	$ 97
Other revenues		(1)	**1**	1
Total	**10**	45	**40**	98
Expenses:				
Operating	**19**	20	**40**	38
Interest	**19**	19	**37**	37
Total	**38**	39	**77**	75
Income (loss) before income tax	**(28)**	6	**(37)**	23
Income tax (expense) benefit	**9**	(2)	**13**	(8)
Net income (loss) attributable to Loews Corporation	**$ (19)**	$ 4	**$ (24)**	$ 15

Net investment income decreased by $36 million for the three months ended June 30, 2015 as compared with the 2014 period, primarily due to lower results from limited partnership investments and lower performance of equity based investments, partially offset by improved results from fixed income investments in the trading portfolio. Net investment income decreased by $58 million for the six months ended June 30, 2015 as compared with the 2014 period, primarily due to lower performance of equity based investments in the trading portfolio, partially offset by improved results from limited partnership investments.

Net results decreased by $23 million and $39 million for the three and six months ended June 30, 2015 as compared with the 2014 period, primarily due to the change in revenues discussed above.

Discontinued Operations

Losses from discontinued operations (after tax and noncontrolling interests) were $187 million and $393 million for the three and six months ended June 30, 2014 and included an impairment charge of $167 million related to the sale of HighMount. Results for 2014 also include a loss from HighMount operations of $45 million, including exit and disposal costs related to the sale. Results for the six months ended June 30, 2014 reflect an impairment charge of $193 million recorded in connection with the sale of the CAC business and income from CAC operations of $12 million.

LIQUIDITY AND CAPITAL RESOURCES

CNA Financial

CNA s primary operating cash flow sources are premiums and investment income from its insurance subsidiaries. CNA s primary operating cash flow uses are payments for claims, policy benefits and operating expenses including interest expense on corporate debt. Cash receipts and cash payments resulting from purchases and sales of trading securities are reported as cash flows related to operating activities. Additionally, cash may be paid or received for income taxes.

For the six months ended June 30, 2015, net cash provided by operating activities was $540 million as compared with $587 million for the same period in 2014. This reduction reflected lower premiums collected and decreased receipts relating to returns on limited partnerships, partially offset by lower net claim payments.

Cash flows from investing activities include the purchase and disposition of available-for-sale financial instruments and may include the purchase and sale of businesses, land, buildings, equipment and other assets not generally held for resale. Net cash provided by investing activities was $87 million for the six months ended June 30, 2015, as compared with net cash used of $734 million for the same period in 2014. The cash flow from investing activities is affected by various factors such as the anticipated payment of claims, financing activity, asset/liability management and individual security buy and sell decisions made in the normal course of portfolio management.

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Cash flows from financing activities may include proceeds from the issuance of debt and equity securities, outflows for shareholder dividends or repayment of debt and outlays to reacquire equity instruments. For the six months ended June 30, 2015, net cash used by financing activities was $670 million as compared with net cash provided of $163 million for the same period in 2014. Cash used by financing activities reflected an increased special shareholder dividend in the first quarter of 2015 as compared to the same period in 2014. Additionally, in the first quarter of 2014, CNA issued $550 million of senior notes.

CNA believes that its present cash flows from operating, investing and financing activities are sufficient to fund its current and expected working capital and debt obligation needs and CNA does not expect this to change in the near term. There are currently no amounts outstanding under CNA s $250 million senior unsecured revolving credit facility and no borrowings outstanding through CNA s membership in the Federal Home Loan Bank of Chicago.

Dividends of $2.50 per share of CNA s common stock including a special dividend of $2.00 per share were declared and paid during the six months ended June 30, 2015. On July 31, 2015, CNA s Board of Directors declared a quarterly dividend of $0.25 per share, payable September 2, 2015 to shareholders of record on August 17, 2015. The declaration and payment of future dividends is at the discretion of CNA s Board of Directors and will depend on many factors, including CNA s earnings, financial condition, business needs and regulatory constraints.

Diamond Offshore

Cash and investments totaled $112 million at June 30, 2015, compared to $250 million at December 31, 2014. During the first six months of 2015, Diamond Offshore paid regular cash dividends totaling $34 million. On July 31, 2015, Diamond Offshore declared a regular quarterly dividend of $0.125 per share.

Cash provided by operating activities for the six months ended June 30, 2015 decreased $167 million compared to the 2014 period, primarily due to a decrease in cash receipts from contract drilling services of $192 million, partially offset by a $23 million net decrease in cash payments for contract drilling and general and administrative expenses, including personnel-related, maintenance, mobilization and other rig operating costs.

Diamond Offshore is currently obligated under a construction agreement for the ultra-deepwater semisubmersible, the *Ocean GreatWhite*. Construction continues with delivery expected in the second quarter of 2016. The estimated total project cost, including shipyard costs, capital spares, commissioning, project management and shipyard supervision, is $764 million, of which $213 million has been incurred as of June 30, 2015.

For 2015, Diamond Offshore has budgeted approximately $920 million for capital expenditures of which approximately $630 million is expected to be spent on current rig construction projects. During the first half of 2015, Diamond Offshore incurred $485 million in project-related expenditures, including accrued expenses. Diamond Offshore s 2015 capital spending program also includes an estimated $290 million for ongoing capital maintenance and replacement programs, of which $126 million has been incurred as of June 30, 2015.

Depending on market and other conditions, Diamond Offshore may purchase shares of its outstanding common stock in the open market or otherwise. Diamond Offshore did not purchase any shares of its outstanding common stock during the six months ended June 30, 2015. During the six months ended June 30, 2014, Diamond Offshore purchased 1.9 million shares of its outstanding common stock at an aggregate cost of $88 million.

Diamond Offshore has a $1.5 billion senior unsecured revolving credit facility, to be used for general corporate purposes, and matures in 2019. Diamond Offshore also has the option to increase the revolving commitments under the credit agreement by up to an additional $500 million from time to time, upon receipt of additional commitments

from new or existing lenders, and to request up to two additional one-year extensions of the maturity date. The entire amount of the facility is available, subject to its terms, for revolving loans. As of June 30, 2015, Diamond Offshore had no loans or letters of credit outstanding under the credit agreement and is in compliance with all covenant requirements.

In the second quarter of 2015, Diamond Offshore issued $375 million in commercial paper notes with a weighted average interest rate of 0.5% and a weighted average remaining term of eight days. Diamond Offshore continually assesses its working capital availability and requirements and reevaluates its aggregate commercial paper position based on daily net working capital activity and short and long term cash requirements, including the repayment of debt and its capital spending program. Diamond Offshore expects to issue additional commercial paper, as necessary, to meet short term liquidity needs and to reduce its aggregate commercial paper position, as excess operating cash flow allows, maintaining financial flexibility. However, Diamond Offshore expects short term borrowings to increase over the next 12 months. As of July 31, 2015, Diamond Offshore had an additional $911 million available under its credit agreement.

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In April of 2015, Standard & Poor s (S&P) revised its outlook on Diamond Offshore from negative to stable and lowered its corporate credit and unsecured debt ratings from A- to BBB+. Diamond Offshore s current credit rating is A3 for Moody s Investors Service, Inc. (Moody s). In February of 2015, Moody s and S&P assigned short term credit ratings of Prime-2 and A2 to Diamond Offshore s commercial paper program. Market conditions and other factors, many of which are outside of Diamond Offshore s control, could cause its credit ratings to be lowered. A downgrade in Diamond Offshore s credit ratings could impact its cost of issuing additional debt and the amount of additional debt that it could issue, a series of downgrades or a substantial downgrade could restrict Diamond Offshore s access to capital markets and its ability to raise additional debt or rollover existing maturities. As a consequence, Diamond Offshore may not be able to issue additional debt in amounts and/or with terms that it considers to be reasonable. One or more of these occurrences could limit Diamond Offshore s ability to pursue other business opportunities.

Certain of Diamond Offshore s international rigs are owned and operated, directly or indirectly, by its wholly owned subsidiary, Diamond Offshore International Limited (DOIL), and as a result of Diamond Offshore s intention to indefinitely reinvest the earnings of DOIL to finance its foreign activities, Diamond Offshore does not expect such earnings to be available for distribution to its stockholders or to finance its domestic activities. To the extent available, Diamond Offshore expects to utilize the operating cash flows generated by and cash reserves of DOIL, and the operating cash flows available to and cash reserves of Diamond Offshore to meet each entity s respective working capital requirements and capital commitments. However, in light of the significant cash requirements of Diamond Offshore s capital expansion program in the remainder of 2015 and in 2016, Diamond Offshore may also make use of its credit facility or commercial paper program to finance its capital expenditures and working capital requirements. In addition, Diamond Offshore will make periodic assessments of its capital spending programs based on industry conditions and will make adjustments if required. Diamond Offshore, may, from time to time, issue debt or equity securities, or a combination thereof, to finance capital expenditures, the acquisition of assets and businesses or for general corporate purposes. Diamond Offshore s ability to access the capital markets by issuing debt or equity securities will be dependent on its results of operations, current financial condition, current credit ratings, current market conditions and other factors beyond its control.

Boardwalk Pipeline

At June 30, 2015 and December 31, 2014, cash amounted to $20 million and $8 million. Funds from operations for the six months ended June 30, 2015 amounted to $286 million, compared to $308 million for the 2014 period. For the six months ended June 30, 2015 and 2014, Boardwalk Pipeline s capital expenditures were $136 million and $163 million. Boardwalk Pipeline expects total capital expenditures to be approximately $570 million in 2015, primarily related to growth projects and increased pipeline system maintenance expenditures.

Boardwalk Pipeline expects to finance capital expenditures for the remainder of 2015 through cash generated from operations, borrowings under its revolving credit facility and borrowings under the $300 million subordinated loan agreement with us. The subordinated loan agreement provides for a draw period through December 31, 2015 and matures in July of 2024, subject to certain mandatory prepayment requirements.

In May of 2015, Boardwalk Pipeline entered into an amended revolving credit agreement which increased the borrowing capacity of the revolving credit facility to $1.5 billion. The credit agreement has a maturity date of May 26, 2020. As of June 30, 2015, Boardwalk Pipeline had outstanding borrowings under the revolving credit facility of $400 million with a weighted average interest rate of 1.4% and was in compliance with all covenant requirements.

Loews Hotels

Cash and investments totaled $111 million at June 30, 2015, as compared to $84 million at December 31, 2014. In 2015, Loews Hotels paid approximately $360 million to acquire two hotel properties and a joint venture equity interest in a hotel property, funded with capital contributions from us. Funds for future capital expenditures, including acquisitions of new properties, renovations and working capital requirements are expected to be provided from operations, newly incurred debt, existing cash balances and advances or capital contributions from us.

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Corporate and Other

Parent Company cash and investments, net of receivables and payables at June 30, 2015 and December 31, 2014 totaled $5.1 billion. During the six months ended June 30, 2015, we received $650 million in dividends from our subsidiaries, including a special dividend from CNA of $485 million. Cash outflows included, among other corporate overhead costs, the payment of $287 million to fund treasury stock purchases, $24 million to purchase shares of Diamond Offshore, $46 million of cash dividends to our shareholders and net cash contributions of approximately $370 million to Loews Hotels.

As of June 30, 2015, there were 365,631,509 shares of Loews common stock outstanding. Depending on market and other conditions, we may purchase our shares and shares of our subsidiaries outstanding common stock in the open market or otherwise. During the six months ended June 30, 2015, we purchased 7.6 million shares of Loews common stock and 0.9 million shares of Diamond Offshore.

In April of 2015, Fitch Ratings, Inc. downgraded our unsecured debt rating from A+ to A and the outlook remains stable. Our current unsecured debt ratings are A2 for Moody s and A+ for S&P with a stable outlook for both. We have an effective Registration Statement on Form S-3 registering the future sale of an unlimited amount of our debt and equity securities. From time to time, we consider issuance of Parent Company indebtedness under this registration statement.

We continue to pursue conservative financial strategies while seeking opportunities for responsible growth. These include the expansion of existing businesses, full or partial acquisitions and dispositions, and opportunities for efficiencies and economies of scale.

INVESTMENTS

Investment activities of non-insurance subsidiaries primarily include investments in fixed income securities, including short term investments. The Parent Company portfolio also includes equity securities, including short sales and derivative instruments, and investments in limited partnerships. These types of investments generally present greater volatility, less liquidity and greater risk than fixed income investments and are included within Results of Operations Corporate and Other.

We enter into short sales and invest in certain derivative instruments that are used for asset and liability management activities, income enhancements to our portfolio management strategy and to benefit from anticipated future movements in the underlying markets. If such movements do not occur as anticipated, then significant losses may occur. Monitoring procedures include senior management review of daily detailed reports of existing positions and valuation fluctuations to ensure that open positions are consistent with our portfolio strategy.

Credit exposure associated with non-performance by the counterparties to derivative instruments is generally limited to the uncollateralized change in fair value of the derivative instruments recognized in the Consolidated Condensed Balance Sheets. We mitigate the risk of non-performance by monitoring the creditworthiness of counterparties and diversifying derivatives to multiple counterparties. We occasionally require collateral from our derivative investment counterparties depending on the amount of the exposure and the credit rating of the counterparty.

Insurance

CNA maintains a large portfolio of fixed maturity and equity securities, including large amounts of corporate and government issued debt securities, residential and commercial mortgage-backed securities, and other asset-backed

securities and investments in limited partnerships which pursue a variety of long and short investment strategies across a broad array of asset classes. CNA s investment portfolio supports its obligation to pay future insurance claims and provides investment returns which are an important part of CNA s overall profitability.

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Net Investment Income

The significant components of CNA s Net investment income are presented in the following table:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014
(In millions)				
Fixed maturity securities:				
Taxable	**$ 352**	$ 350	**$ 694**	$ 702
Tax-exempt	**100**	101	**201**	201
Total fixed maturity securities	**452**	451	**895**	903
Limited partnership investments	**48**	97	**162**	170
Other, net of investment expense		2	**1**	3
Net investment income before tax	**$ 500**	$ 550	**$ 1,058**	$ 1,076
Net investment income after tax and noncontrolling interests	**$ 319**	$ 351	**$ 673**	$ 684
Effective income yield for the fixed maturity securities portfolio, before tax	**4.9%**	4.9%	**4.8%**	4.9%
Effective income yield for the fixed maturity securities portfolio, after tax	**3.5%**	3.5%	**3.5%**	3.5%

Net investment income after tax and noncontrolling interests for the three months ended June 30, 2015 decreased $32 million as compared with the same period in 2014. The decrease was primarily driven by limited partnerships, which returned 1.6% as compared with 3.5% in the prior year period. Income for the quarter from fixed maturity securities was favorably affected by changes in estimates for prepayments for asset-backed securities, offset by a decline in the effective income yield excluding these changes.

Net investment income after tax and noncontrolling interests for the six months ended June 30, 2015 decreased $11 million as compared with the same period in 2014. The decrease was primarily driven by limited partnerships, which returned 5.5% as compared with 6.3% in the prior year period.

Net Realized Investment Gains (Losses)

The components of CNA s Net realized investment gains (losses) are presented in the following table:

(In millions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	**2015**	2014
Realized investment gains (losses):				
Fixed maturity securities:				
Corporate and other bonds	**$ 3**	$ 8	**$ 16**	$ 22
States, municipalities and political subdivisions	**(16)**	(5)	**(20)**	18
Asset-backed		(24)	**3**	(23)
Foreign government	**1**	2	**1**	2
Total fixed maturity securities	**(12)**	(19)	**-**	19
Equity securities	**(1)**		**(1)**	5
Derivative financial instruments	**11**	1	**10**	1
Short term investments and other		4	**(1)**	3
Total realized investment gains (losses)	**(2)**	(14)	**8**	28
Income tax (expense) benefit	**5**	4	**4**	(11)
Amounts attributable to noncontrolling interests		1	**(1)**	(2)
Net realized investment gains (losses) attributable to Loews Corporation	**$ 3**	$ (9)	**$ 11**	$ 15

Net realized investment results improved $12 million for the three months ended June 30, 2015 as compared with the same period in 2014. This improvement was driven by higher net realized investment gains, including gains on sales of securities and derivative gains, partially offset by higher OTTI losses recognized in earnings.

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Net realized investment gains decreased $4 million for the six months ended June 30, 2015 as compared with the same period in 2014. This decrease was driven by higher OTTI losses recognized in earnings, partially offset by higher net realized investment gains, including derivative gains and gains on sales of securities.

Further information on CNA s realized gains and losses, including OTTI losses and derivative gains, is included in Note 2 of the Notes to Consolidated Condensed Financial Statements included under Item 1.

Portfolio Quality

CNA s fixed maturity portfolio consists primarily of high quality bonds, 92.4% and 92.8% of which were rated as investment grade (rated BBB- or higher) as of June 30, 2015 and December 31, 2014. The classification between investment grade and non-investment grade is based on a ratings methodology that takes into account ratings from S&P and Moody s in that order of preference. If a security is not rated by these rating agencies, CNA formulates an internal rating. As of June 30, 2015 and December 31, 2014, approximately 98% and 99% of the fixed maturity portfolio was rated by S&P or Moody s, or was issued or guaranteed by the U.S. Government, Government agencies or Government-sponsored enterprises.

The following table presents the ratings of CNA s fixed maturity portfolio at fair value:

	June 30, 2015		December 31, 2014	
	Estimated Fair Value	**%**	Estimated Fair Value	%
(In millions of dollars)				
U.S. Government, Government agencies and Government-sponsored enterprises	**$ 3,722**	**9.3%**	$ 3,882	9.5%
AAA	**2,697**	**6.8**	2,850	7.0
AA and A	**19,080**	**47.9**	19,998	49.1
BBB	**11,305**	**28.4**	11,093	27.2
Non-investment grade	**3,045**	**7.6**	2,945	7.2
Total	**$ 39,849**	**100.0%**	$ 40,768	100.0%

The following table presents available-for-sale fixed maturity securities in a gross unrealized loss position by ratings distribution:

June 30, 2015	**Estimated Fair Value**	**%**	**Gross Unrealized Losses**	**%**
(In millions of dollars)				
	$ 126	**2.0%**	**$ 2**	**1.3%**

U.S. Government, Government agencies and Government-sponsored enterprises				
AAA	**384**	**6.0**	**11**	**7.0**
AA	**1,289**	**20.0**	**29**	**18.5**
A	**1,096**	**17.0**	**25**	**15.9**
BBB	**2,577**	**40.1**	**59**	**37.6**
Non-investment grade	**960**	**14.9**	**31**	**19.7**
Total	**$ 6,432**	**100.0%**	**$ 157**	**100.0%**

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The following table presents the maturity profile for these available-for-sale fixed maturity securities. Securities not due to mature on a single date are allocated based on weighted average life:

June 30, 2015	Estimated Fair Value	%	Gross Unrealized Losses	%
(In millions of dollars)				
Due in one year or less	$ 113	1.8%	$ 4	2.5%
Due after one year through five years	808	12.6	18	11.5
Due after five years through ten years	3,376	52.5	72	45.9
Due after ten years	2,135	33.1	63	40.1
Total	$ 6,432	100.0%	$ 157	100.0%

Duration

A primary objective in the management of the investment portfolio is to optimize return relative to corresponding liabilities and respective liquidity needs. CNA s views on the current interest rate environment, tax regulations, asset class valuations, specific security issuer and broader industry segment conditions and the domestic and global economic conditions, are some of the factors that enter into an investment decision. CNA also continually monitors exposure to issuers of securities held and broader industry sector exposures and may from time to time adjust such exposures based on its views of a specific issuer or industry sector.

A further consideration in the management of the investment portfolio is the characteristics of the corresponding liabilities and the ability to align the duration of the portfolio to those liabilities and to meet future liquidity needs, minimize interest rate risk and maintain a level of income sufficient to support the underlying insurance liabilities. For portfolios where future liability cash flows are determinable and typically long term in nature, CNA segregates investments for asset/liability management purposes. The segregated investments support the long term care and structured settlement liabilities in the Life & Group Non-Core business.

The effective durations of fixed maturity securities and short term investments are presented in the following table. Amounts presented are net of accounts payable and receivable amounts for securities purchased and sold, but not yet settled.

	June 30, 2015		December 31, 2014	
	Estimated Fair Value	Effective Duration (Years)	Estimated Fair Value	Effective Duration (Years)
(In millions of dollars)				

Investments supporting Life & Group Non-Core	**$ 14,540**	**10.5**	$ 14,668	10.5
Other interest sensitive investments	**26,906**	**4.4**	27,748	4.0
Total	**$ 41,446**	**6.6**	$ 42,416	6.3

The investment portfolio is periodically analyzed for changes in duration and related price change risk. Additionally, CNA periodically reviews the sensitivity of the portfolio to the level of foreign exchange rates and other factors that contribute to market price changes. A summary of these risks and specific analysis on changes is included in the Quantitative and Qualitative Disclosures about Market Risk in Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2014.

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Short Term Investments

The carrying values of the components of CNA s Short term investments are presented in the following table:

(**In millions**)	**June 30, 2015**	December 31, 2014
Short term investments:		
Commercial paper	**$ 882**	$ 922
U.S. Treasury securities	**501**	466
Money market funds	**150**	206
Other	**139**	112
Total short term investments	**$ 1,672**	$ 1,706

ACCOUNTING STANDARDS UPDATE

For a discussion of accounting standards updates that have been adopted or will be adopted in the future, please read Note 1 of the Notes to Consolidated Condensed Financial Statements included under Item 1.

FORWARD-LOOKING STATEMENTS

Investors are cautioned that certain statements contained in this Report as well as some statements in periodic press releases and some oral statements made by our officials and our subsidiaries during presentations about us, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the Act). Forward-looking statements include, without limitation, any statement that may project, indicate or imply future results, events, performance or achievements, and may contain the words expect, intend, plan, anticipate, esti believe, will be, will continue, will likely result, and similar expressions. In addition, any statement concerning fu financial performance (including future revenues, earnings or growth rates), ongoing business strategies or prospects, and possible actions taken by us or our subsidiaries, which may be provided by management are also forward-looking statements as defined by the Act.

Forward-looking statements are based on current expectations and projections about future events and are inherently subject to a variety of risks and uncertainties, many of which are beyond our control, that could cause actual results to differ materially from those anticipated or projected. These risks and uncertainties include, among others:

Risks and uncertainties primarily affecting us and our insurance subsidiaries

the risks and uncertainties associated with CNA s insurance reserves, as outlined under Results of Operations by Business Segment CNA Financial Reserves Estimates and Uncertainties in our Annual Report on Form 10-K for the year ended December 31, 2014, including the sufficiency of the reserves and the possibility for future increases, which would be reflected in the results of operations in the period that the need for such adjustment is

determined;

the risk that the other parties to the transaction in which, subject to certain limitations, CNA ceded its legacy A&EP liabilities will not fully perform their obligations to CNA, the uncertainty in estimating loss reserves for A&EP liabilities and the possible continued exposure of CNA to liabilities for A&EP claims that are not covered under the terms of the transaction;

the performance of reinsurance companies under reinsurance contracts with CNA;

the impact of competitive products, policies and pricing and the competitive environment in which CNA operates, including changes in CNA s book of business;

product and policy availability and demand and market responses, including the level of ability to obtain rate increases and decline or non-renew underpriced accounts, to achieve premium targets and profitability and to realize growth and retention estimates;

general economic and business conditions, including recessionary conditions that may decrease the size and number of CNA s insurance customers and create additional losses to CNA s lines of business, especially those that provide management and professional liability insurance, as well as surety bonds, to businesses engaged

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in real estate, financial services and professional services, and inflationary pressures on medical care costs, construction costs and other economic sectors that increase the severity of claims;

conditions in the capital and credit markets, including continuing uncertainty and instability in these markets, as well as the overall economy, and their impact on the returns, types, liquidity and valuation of CNA s investments;

conditions in the capital and credit markets that may limit CNA s ability to raise significant amounts of capital on favorable terms;

the possibility of changes in CNA s ratings by ratings agencies, including the inability to access certain markets or distribution channels, and the required collateralization of future payment obligations as a result of such changes, and changes in rating agency policies and practices;

regulatory limitations, impositions and restrictions upon CNA, including with respect to CNA s ability to increase premium rates, and the effects of assessments and other surcharges for guaranty funds and second-injury funds, other mandatory pooling arrangements and future assessments levied on insurance companies;

regulatory limitations and restrictions, including limitations upon CNA s ability to receive dividends from its insurance subsidiaries imposed by regulatory authorities, including regulatory capital adequacy standards;

weather and other natural physical events, including the severity and frequency of storms, hail, snowfall and other winter conditions, natural disasters such as hurricanes and earthquakes, as well as climate change, including effects on global weather patterns, greenhouse gases, sea, land and air temperatures, sea levels, rain, hail and snow;

regulatory requirements imposed by coastal state regulators in the wake of hurricanes or other natural disasters, including limitations on the ability to exit markets or to non-renew, cancel or change terms and conditions in policies, as well as mandatory assessments to fund any shortfalls arising from the inability of quasi-governmental insurers to pay claims;

man-made disasters, including the possible occurrence of terrorist attacks, the unpredictability of the nature, targets, severity or frequency of such events and the effect of the absence or insufficiency of applicable terrorism legislation on coverages; and

the occurrence of epidemics.

Risks and uncertainties primarily affecting us and our energy subsidiaries

the impact of changes in worldwide demand for oil and natural gas and oil and gas price fluctuations on E&P activity, including the reduced demand for offshore drilling services;

timing and cost of completion of rig upgrades, construction projects and other capital projects, including delivery dates and drilling contracts;

changes in foreign and domestic oil and gas exploration, development and production activity;

risks of international operations, compliance with foreign laws and taxation policies and seizure, expropriation, nationalization, deprivation, malicious damage or other loss of possession or use of equipment and assets;

government policies regarding exploration and development of oil and gas reserves;

market conditions in the offshore oil and gas drilling industry, including utilization levels and dayrates;

timing and duration of required regulatory inspections for offshore oil and gas drilling rigs;

the worldwide political and military environment, including for example, in oil-producing regions and locations where Diamond Offshore s offshore drilling rigs are operating or are under construction;

the risk of physical damage to rigs and equipment caused by named windstorms in the GOM;

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the availability, cost limits and adequacy of insurance and indemnification;

the impact of new pipelines, new gas supply sources and commodity price changes on competition and basis spreads on Boardwalk Pipeline s pipeline systems, which may impact its ability to maintain or replace expiring gas transportation and storage contracts, to contract and physically make its pipeline systems bi-directional, and to sell short term capacity on its pipelines;

the costs of maintaining and ensuring the integrity and reliability of Boardwalk Pipeline s pipeline systems; the need to remove pipeline and other assets from service as a result of such activities, and the timing and financial impacts of returning any such assets, including the Evangeline pipeline, to service;

the impact of current and future environmental laws and regulations and exposure to environmental liabilities including matters related to global climate change;

regulatory issues affecting natural gas transmission, including ratemaking and other proceedings particularly affecting Boardwalk Pipeline s gas transmission subsidiaries; and

the timing, cost, scope and financial performance of Boardwalk Pipeline s recent, current and future acquisitions and growth projects, including the expansion into new product lines and geographical areas, especially in light of the recently depressed price levels of oil and natural gas prices which can influence the associated production of these commodities.

Risks and uncertainties affecting us and our subsidiaries generally

general economic and business conditions;

risks of war, military operations, other armed hostilities, terrorist acts or embargoes;

potential changes in accounting requirements by the Financial Accounting Standards Board, the Securities and Exchange Commission or regulatory agencies for any of our subsidiaries industries which may cause us or our subsidiaries to revise their financial accounting and/or disclosures in the future, and which may change the way analysts measure our and our subsidiaries business or financial performance;

the impact of regulatory initiatives and compliance with governmental regulations, judicial rulings and jury verdicts;

the results of financing efforts; by us and our subsidiaries, including any additional investments by us in our subsidiaries and the ability of us and our subsidiaries to access bank and capital markets to refinance

indebtedness and fund capital needs;

the ability of customers and suppliers to meet their obligations to us and our subsidiaries;

the successful negotiation, consummation and completion of potential acquisitions and divestitures, projects and agreements, including obtaining necessary regulatory and customer approvals, and the timing cost, scope and financial performance of any such transactions, projects and agreements;

the successful integration, transition and management of acquired businesses;

the outcome of pending or future litigation, including any tobacco-related suits to which we are or may become a party;

possible casualty losses;

the availability of indemnification by Lorillard and its subsidiaries for any tobacco-related liabilities that we may incur as a result of tobacco-related lawsuits or otherwise, as provided in the Separation Agreement; and

potential future asset impairments.

Developments in any of these or other areas of risk and uncertainty, which are more fully described elsewhere in this Report and our other filings with the SEC, could cause our results to differ materially from results that have been or may be anticipated or projected. Given these risks and uncertainties, investors should not place undue reliance on

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forward-looking statements. Forward-looking statements speak only as of the date of this Report and we expressly disclaim any obligation or undertaking to update these statements to reflect any change in our expectations or beliefs or any change in events, conditions or circumstances on which any forward-looking statement is based.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

There were no material changes in our market risk components for the six months ended June 30, 2015. See the Quantitative and Qualitative Disclosures about Market Risk included in Item 7A of our Annual Report on Form 10-K filed with the Securities and Exchange Commission for the year ended December 31, 2014 for further information. Additional information related to portfolio duration and market conditions is discussed in the Investments section of Management s Discussion and Analysis of Financial Condition and Results of Operations included in Part I, Item 2.

Item 4. Controls and Procedures.

The Company maintains a system of disclosure controls and procedures which are designed to ensure that information required to be disclosed by the Company in reports that it files or submits to the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (the Exchange Act), including this report, is recorded, processed, summarized and reported on a timely basis. These disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed under the Exchange Act is accumulated and communicated to the Company s management on a timely basis to allow decisions regarding required disclosure.

The Company s principal executive officer (CEO) and principal financial officer (CFO) undertook an evaluation of the Company s disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this report. The CEO and CFO have concluded that the Company s disclosure controls and procedures were effective as of June 30, 2015.

There were no changes in the Company s internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) identified in connection with the foregoing evaluation that occurred during the quarter ended June 30, 2015 that have materially affected or that are reasonably likely to materially affect the Company s internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors.

Our Annual Report on Form 10-K for the year ended December 31, 2014 includes a detailed discussion of certain material risk factors facing our company. No updates or additions have been made to such risk factors as of June 30, 2015.

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

Items 2 (a) and (b) are inapplicable.

(c) STOCK REPURCHASES

Period	(a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Maximum number of shares (or approximate dollar value) of shares that may yet be purchased under the plans or programs (in millions)
April 1, 2015 - April 30, 2015	50,300	$40.54	N/A	N/A
May 1, 2015 - May 31, 2015	2,450,000	$40.83	N/A	N/A
June 1, 2015 - June 30, 2015	3,300,000	$39.73	N/A	N/A

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Item 6. Exhibits.

Description of Exhibit	Exhibit Number
Certification by the Chief Executive Officer of the Company pursuant to Rule 13a-14(a) and Rule 15d-14(a)	31.1*
Certification by the Chief Financial Officer of the Company pursuant to Rule 13a-14(a) and Rule 15d-14(a)	31.2*
Certification by the Chief Executive Officer of the Company pursuant to 18 U.S.C. Section 1350 (as adopted by Section 906 of the Sarbanes-Oxley Act of 2002)	32.1*
Certification by the Chief Financial Officer of the Company pursuant to 18 U.S.C. Section 1350 (as adopted by Section 906 of the Sarbanes-Oxley Act of 2002)	32.2*
XBRL Instance Document	101.INS *
XBRL Taxonomy Extension Schema	101.SCH *
XBRL Taxonomy Extension Calculation Linkbase	101.CAL *
XBRL Taxonomy Extension Definition Linkbase	101.DEF *
XBRL Taxonomy Label Linkbase	101.LAB *
XBRL Taxonomy Extension Presentation Linkbase	101.PRE *

*Filed herewith.

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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, hereunto duly authorized.

LOEWS CORPORATION
(Registrant)

Dated: August 4, 2015

By: /s/ David B. Edelson
DAVID B. EDELSON
Senior Vice President and
Chief Financial Officer
(Duly authorized officer
and principal financial
officer)