ASSURANT INC
Form 424B4
January 21, 2005

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Filed Pursuant to Rule 424(B)(4)
Registration No. 333-121820

PROSPECTUS

27,200,000 Shares

Common Stock

Fortis Insurance N.V., the selling stockholder in this offering, is offering 27,200,000 shares of our common stock in an underwritten offering. All of the shares of common stock being sold in this offering are being sold by the selling stockholder. We will not receive any of the proceeds from the sale of shares by the selling stockholder.

Our shares of common stock are listed on the New York Stock Exchange under the symbol AIZ. The last reported sale price of our common stock on the New York Stock Exchange on January 20, 2005 was $30.60 per share.

Investing in our common stock involves risks. See Risk Factors beginning on page 11.

PRICE $30.60 A SHARE

	Price to Public	Underwriting Discounts and Commissions	Proceeds to Selling Stockholder
Per Share	$30.60	$.9945	$29.6055
Total	$832,320,000	$27,050,400	$805,269,600

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares to purchasers on January 26, 2005.

MORGAN STANLEY

CITIGROUP

CREDIT SUISSE FIRST BOSTON
LEHMAN BROTHERS
MERRILL LYNCH & CO.

GOLDMAN, SACHS & CO.

JPMORGAN
KEYBANC CAPITAL MARKETS
UBS INVESTMENT BANK

COCHRAN, CARONIA & CO.

FORTIS SECURITIES

FOX-PITT, KELTON

RAYMOND JAMES

SUNTRUST ROBINSON HUMPHREY

January 20, 2005

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You should rely only on the information contained in this prospectus. We have not, and the underwriters have not, authorized any other person to provide you with information that is different from that contained in this prospectus. We are offering to sell and seeking offers to buy these securities only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of common stock.

The states in which our insurance subsidiaries are domiciled have enacted laws which require regulatory approval for the acquisition of control of insurance companies. Under these laws, there exists a presumption of control when an acquiring party acquires 10% or more (5% or more, in the case of Florida) of the voting securities of an insurance company or of a company which itself controls an insurance company. Therefore, any person acquiring 10% or more (5% or more, in the case of Florida) of our common stock would need the prior approval of the state insurance regulators of these states, or a determination from such regulators that control has not been acquired.

In this prospectus, references to the Company, Assurant, we, us or our refer to Assurant, Inc., a Delaware corporation, and its subsidiaries or its predecessor Fortis, Inc., a Nevada corporation, and its subsidiaries. References to Fortis refer to Fortis Insurance N.V., a public company with limited liability incorporated as a naamloze vennootschap under Dutch law. References to Fortis Group refer to the group of companies, including Fortis, jointly owned and/or controlled either directly or indirectly by Fortis SA/NV, a public company with limited liability incorporated as a naamloze vennootschap/société anonyme under Belgian law, and Fortis N.V., a public company with limited liability incorporated as a naamloze vennootschap under Dutch law, such group including Fortis SA/NV and Fortis N.V.

For your convenience, we have provided a glossary, beginning on page G-1, of selected insurance and reinsurance terms.

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PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus and may not contain all of the information that may be important to you. Although this summary highlights important information about us and what we believe to be the key aspects of this offering, you should read this summary together with the more detailed information and our financial statements and the notes to those financial statements appearing elsewhere in this prospectus. You should read this entire prospectus carefully, including the Risk Factors and Forward-Looking Statements sections before making an investment decision.

OUR COMPANY

Overview

We pursue a differentiated strategy of building leading positions in specialized market segments for insurance products and related services in North America and selected other markets. We provide:

- creditor-placed homeowners insurance;
- manufactured housing homeowners insurance;
- debt protection administration;
- credit insurance;
- warranties and extended service contracts;
- individual health and small employer group health insurance;
- group dental insurance;
- group disability insurance;
- group life insurance; and
- pre-funded funeral insurance.

The markets we target are generally complex, have a relatively limited number of competitors and, we believe, offer attractive profit opportunities. In these markets, we leverage the experience of our management team and apply our expertise in risk management, underwriting and business-to-business management, as well as our technological capabilities in complex administration and systems. Through these activities, we seek to generate above-average returns by building on specialized market knowledge, well-established distribution relationships and economies of scale.

As a result of our strategy, we are a leader in many of our chosen markets and products. We have leadership positions or are aligned with clients who are leaders in creditor-placed homeowners insurance based on servicing volume, manufactured housing homeowners insurance based on number of homes built and debt protection administration based on credit card balances outstanding. We are also a leading writer of group dental plans sponsored by employers based on the number of subscribers and based on the number of master contracts in force and the market leader of pre-funded funeral insurance measured by face amount of new policies sold. We believe that our leadership positions give us a sustainable competitive advantage in our chosen markets.

We currently have four decentralized operating business segments to ensure focus on critical activities close to our target markets and customers, while simultaneously providing centralized support in key functions. Our four operating business segments are: Assurant Solutions, Assurant Health, Assurant Employee Benefits and Assurant PreNeed. Each operating business segment has its own experienced management team with the autonomy to make decisions on key operating matters. These managers are eligible to receive incentive-based compensation based in part on operating business segment performance and in part on company-wide performance, thereby encouraging strong business performance and cooperation across all our businesses. At the operating business segment level, we stress disciplined underwriting, careful analysis and constant improvement and product redesign. At the corporate level, we provide support services, including investment, asset/ liability matching and capital management, leadership development, information technology support and other administrative and finance functions, enabling the operating business segments to focus on their target markets and distribution relationships while enjoying the economies of scale realized by operating these businesses together. Also, our overall strategy and financial objectives are set and continuously monitored at the corporate level to ensure that our capital resources are being properly allocated.

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Our Assurant Solutions segment, which we began operating with the acquisition of American Security Group in 1980, provides specialty property solutions and consumer protection solutions. Specialty property solutions primarily include creditor-placed homeowners insurance (including tracking services) and manufactured housing homeowners insurance. Consumer protection solutions primarily include debt protection administration, credit insurance and warranties and extended service contracts. Our Assurant Health segment, which we began operating in 1978, provides individual health insurance, including short-term and student medical insurance, and small employer group health insurance. Most of the health insurance products we sell are preferred provider organization (PPO) plans. In Assurant Employee Benefits, which we began operating with the acquisition of Mutual Benefit Life Group Division (now Fortis Benefits Insurance Company) in 1991, we provide employer- and employee-paid group dental insurance, as well as group disability insurance and group life insurance. In Assurant PreNeed, which we began operating with the acquisition of United Family Life Insurance Company in 1980, we provide pre-funded funeral insurance, which provides whole life insurance death benefits or annuity benefits used to fund costs incurred in connection with pre-arranged funerals.

We have created strong relationships with our distributors and clients in each of the niche markets we serve. In Assurant Solutions, we have strong long-term relationships in the United States with six of the ten largest mortgage lenders and servicers based on servicing volume, three of the six largest manufactured housing builders based on number of homes built, eight of the ten largest general purpose credit card issuers based on credit card balances outstanding and five of the ten largest consumer electronics and appliances retailers based on combined product sales. Assurant Solutions relationships with these distributors and clients average more than ten years. In Assurant Health, we have exclusive distribution relationships with leading insurance companies based on total assets, through which we gain access to a broad distribution network and a significant number of potential customers, as well as relationships with independent brokers. In Assurant Employee Benefits, we distribute our products primarily through our sales representatives who work through independent employee benefits advisors, including brokers and other intermediaries. In Assurant PreNeed, we have an exclusive distribution relationship with Service Corporation International (SCI), the largest funeral provider in North America based on total revenues, as well as relationships with approximately 2,000 funeral homes.

Recent Accomplishments

Our business has exhibited strong performance through the first three fiscal quarters of 2004, which we believe demonstrates the strength of our diversified specialty insurance operating model. We generated higher net income than during the comparable period in 2003 and the book value of our stockholders equity increased by 6% from December 31, 2003 through September 30, 2004 (pro forma to include in the December 31, 2003 stockholders equity the $725.5 million capital contribution we received from Fortis in February 2004 in connection with our initial public offering). Over this period, we generated total revenues of $5,536 million and net income of $264 million. This was achieved in a period of unprecedented hurricane activity during which we incurred substantial claims associated with these storms.

We continued to focus on deploying our capital in an efficient manner. Using cash flow generated from operations as well as capital released as a result of our ongoing effort to consolidate legal entities, we returned capital to our stockholders through both quarterly cash dividends of $0.07 per share and the repurchase of 2.4 million outstanding shares of common stock through December 31, 2004.

We also executed on our strategy of strengthening our existing distribution relationships and adding new partners. For example, we renewed our exclusive health insurance distribution agreement with State Farm, and expanded our agreement with General Electric signed in 2003 to provide extended service contracts on home appliances.

Our operating segments continue to build their positions in their specialty market niches. In Assurant Solutions, we have seen strong top-line growth in specialty property, resulting in improved operating results when hurricane losses are excluded. Our consumer protection solutions revenues have also grown. Extended service contract revenues in both domestic and international markets as well as international credit insurance revenues have grown as well. This growth has helped to offset the continued run-off of our U.S. credit insurance business. In Assurant Health, individual medical insurance premiums have grown significantly in

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2004. Our underwriting strength and pricing discipline, combined with favorable claims development, drove combined ratios in Assurant Health to historical lows in 2004. Additionally we have seen an increasing percentage of our individual health insurance sales sold in conjunction with Health Savings Accounts (HSAs). In Assurant Employee Benefits, we have continued to focus on the attractive employee-paid, or voluntary, market segment. In Assurant PreNeed, we instituted several expense management initiatives to help offset the negative impact of continued low interest rates.

For the nine-month period ended September 30, 2004, Assurant Solutions generated total revenues of $2,072 million, versus $1,978 million in the previous nine-month period. Assurant Health generated $1,753 million of total revenues in this period, versus $1,536 million in the previous nine-month period. Assurant Employee Benefits generated $1,066 million of total revenues in this period, versus $1,062 million in the previous nine-month period. Assurant PreNeed generated $559 million in total revenues in this period, versus $544 million in the previous nine-month period.

Competitive Strengths

We believe our competitive strengths include:

Leadership Positions in Specialized Markets. We are a market leader in many of our chosen markets, and we believe that our leadership positions provide us with the opportunity to generate high returns in these niche markets.

Strong Relationships with Key Clients and Distributors. As a result of our expertise in business-to-business management, we have created strong relationships with our distributors and clients in each of the niche markets we serve. We believe these relationships enable us to market our products and services to our customers in an effective and efficient manner that would be difficult for our competitors to replicate.

History of Product Innovation and Ability to Adapt to Changing Market Conditions. We are able to adapt quickly to changing market conditions by tailoring our product and service offerings to the specific needs of our clients. By understanding the dynamics of our core markets, we design innovative products and services to seek to sustain profitable growth and market leading positions.

Disciplined Approach to Underwriting and Risk Management. We focus on generating profitability through careful analysis of risks, drawing on our experience in core specialized markets and continually seeking to improve and redesign our product offerings based on our underwriting experience. In addition, we closely monitor regulatory and market developments and adapt our approach as we deem necessary to achieve our underwriting and risk management goals.

Prudent Capital Management. We focus on generating above-average returns on a risk-adjusted basis from our operating activities. We believe we have benefited from having the discipline and flexibility to deploy capital opportunistically and prudently to maximize returns to our stockholders. We invest capital in our business segments when we identify attractive profit opportunities in our target markets and also take a disciplined approach towards withdrawing capital when businesses are no longer anticipated to meet our expectations.

Diverse Business Mix and Excellent Financial Strength. We have four operating business segments, which are generally not affected in the same way by economic and operating trends. All of our domestic operating insurance subsidiaries rated by A.M. Best Company (A.M. Best) have financial strength ratings of A (Excellent) or A- (Excellent) from A.M. Best. Ratings of A and A- are the second highest of ten ratings categories and the highest and lowest, respectively, within the category based on modifiers (i.e., A and A- are Excellent). Six of our domestic operating insurance subsidiaries have financial strength ratings of A2 (Good) or A3 (Good) from Moody s Investors Service, Inc. (Moody s). Ratings of A2 and A3 are the third highest of nine ratings categories and mid-range and the lowest, respectively, within the category based on modifiers (i.e., A1, A2 and

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A3 are Good). In addition, seven of our domestic operating insurance subsidiaries have financial strength ratings of A (Strong) or A- (Strong) from Standard & Poor s (S&P). Ratings of A and A- are the third highest of nine ratings categories and mid-range and the lowest, respectively, within the category based on modifiers (i.e., A+, A and A- are Strong). We believe our solid capital base and overall financial strength allow us to distinguish ourselves from our competitors and continue to enable us to attract clients that are seeking long-term financial stability.

Experienced Management Team with Proven Track Record and Entrepreneurial Culture. We have a talented and experienced management team both at the corporate level and at each of our business segments. Our management team has successfully managed our business and executed our specialized niche strategy through numerous business cycles and political and regulatory challenges.

Growth Strategy

Our objective is to achieve superior financial performance by enhancing our leading positions in our specialized niche insurance and related businesses. We intend to achieve this objective by continuing to execute the following strategies in pursuit of profitable growth:

Enhance Market Position in Our Business Lines. We have been selective in developing our product and service offerings and will continue to focus on providing products and services to those markets that we believe offer attractive growth opportunities. We will also seek to continue penetrating our target markets and expand our market positions by developing and introducing new products and services that are tailored to the specific needs of our clients.

Develop New Distribution Channels and Strategic Alliances. Our strong, multi-channel distribution network comprised of leading market participants has been critical to our market penetration and growth. We will continue to be selective in developing new distribution channels as we seek to expand our market share, enter new geographic markets and develop new niche businesses.

Deploy Capital and Resources to Maintain Flexibility and Establish or Enhance Market Leading Positions. We seek to deploy our capital and resources in a manner that provides us with the flexibility to grow internally through product development, new distribution relationships and investments in technology, as well as to pursue acquisitions. As we expand through internal growth and acquisitions, we intend to leverage our expertise in risk management, underwriting and business-to-business management, as well as our technological capabilities in running complex administration systems and support services.

Maintain Disciplined Pricing Approach. We intend to maintain our disciplined pricing approach by seeking to focus on profitable products and markets and by pursuing a flexible approach to product design. We will continue to pursue pricing strategies and adjust our mix of businesses by geography and by product so that we can maintain attractive pricing and margins.

Continue to Manage Capital Prudently. We intend to manage our capital prudently relative to our risk exposure to maximize profitability and long-term growth in stockholder value. Our capital management strategy is to maintain financial strength through conservative and disciplined risk management practices. We will also maintain our conservative investment portfolio management philosophy and properly manage our invested assets in order to match the duration of our insurance product liabilities.

Risks Relating to Our Company

As part of your evaluation of our Company, you should take into account the risks associated with our business. These risks include:

Reliance on Relationships with Significant Clients, Distributors and Other Parties. If our significant clients, distributors or other parties with which we do business decline to renew or seek to terminate our relationships or contractual arrangements, our results of operations and financial condition could be materially adversely affected. We are also subject to the risk that these parties may face financial difficulties, reputational issues or problems with respect to their own products and services, which may lead to decreased sales of products and services.

Failure to Attract and Retain Sales Representatives or Develop and Maintain Distribution Sources. Our sales representatives interface with clients and third party distributors. Our inability to attract and retain our sales representatives or an interruption in, or changes to, our relationships with various third-party distributors could impair our ability to compete and market our insurance products and services and materially adversely affect our results of operations and financial condition. In addition, our ability to market our products and services depends on our ability to tailor our channels of distribution to comply with changes in the regulatory environment.

Effect of General Economic, Financial Market and Political Conditions. Our results of operations and financial condition may be materially adversely affected by general economic, financial market and political conditions, including:

- insurance industry cycles;
- levels of employment;
- levels of consumer lending;
- levels of inflation and movements of the financial markets;
- fluctuations in interest rates;
- monetary policy;
- demographics; and
- legislative and competitive factors.

Failure to Accurately Predict Benefits and Other Costs and Claims. We may be unable to accurately predict benefits, claims and other costs or to manage such costs through our loss limitation methods, which could have a material adverse effect on our results of operations and financial condition if claims substantially exceed our expectations.

Risks Related to Litigation and Regulatory Actions. The United States Senate, the United States Department of Labor, the National Association of Insurance Commissioners as well as the attorneys general, other enforcement authorities and insurance regulatory officials of various states are currently investigating certain practices within the insurance industry. Our involvement in any investigations or lawsuits would cause us to incur legal costs, and if we were found to have violated any laws, we could be required to pay fines and damages. We could also be materially adversely affected by the negative publicity for the insurance industry related to these proceedings, and by any new industry-wide regulations or practices that may result from these proceedings.

Changes in Regulation. Legislation or other regulatory reform that increases the regulatory requirements imposed on us or that changes the way we are able to do business may significantly harm our business or results of operations in the future.

For more information about these and other risks, see Risk Factors beginning on page 11. You should carefully consider these risk factors together with all the other information included in this prospectus.

Assurant, Inc. was incorporated in Delaware in October 2003. Our predecessor, Fortis, Inc., was incorporated in Nevada in April 1969. Fortis, Inc. was merged with and into Assurant, Inc. on February 4, 2004. Our principal executive offices are located at One Chase Manhattan Plaza, 41st Floor, New York, New York 10005. Our telephone number is (212) 859-7000.

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OUR RELATIONSHIP WITH FORTIS

Fortis currently owns approximately 36% of our outstanding shares of common stock. Upon completion of this offering, Fortis will own 22,999,130 shares, or approximately 16%, of our outstanding common stock. Pursuant to our shareholders agreement with Fortis, Fortis has the right to nominate designees to our board of directors and, subject to limited exceptions, our board of directors will nominate those designees as follows: (i) so long as Fortis owns at least 10% of our outstanding shares of common stock, two designees (out of a maximum of 12 directors); and (ii) so long as Fortis owns less than 10% but at least 5% of our outstanding shares of common stock, one designee. Currently, Fortis has two designees on our board of directors. However, we have agreed with Fortis to terminate the shareholders agreement effective upon the closing of this offering, at which time other corporate governance arrangements will come into effect. These arrangements include that, if at any time while there are no vacancies on our 12-member board of directors, our board of directors, or a committee thereof, adopts a resolution (i) recommending to our shareholders that a particular candidate be elected to our board of directors to replace one of the Fortis designees or (ii) appointing to our board of directors a new member, then Fortis will cause one of the Fortis designees to resign from our board of directors promptly following the adoption of such resolution. In addition, if at any time Fortis ceases to own more than 5% of our outstanding common stock, Fortis will promptly cause any remaining Fortis designees to resign from our board of directors.

Pursuant to our shareholders agreement with Fortis, for so long as Fortis continues to own at least 10% of our outstanding common stock, certain significant corporate actions may only be taken with the approval of Fortis, as stockholder. However, under our new corporate governance arrangements with Fortis, which will become effective upon the closing of this offering, we will no longer be required to obtain Fortis approval for such corporate actions, and Fortis will agree to vote its shares of our common stock in favor of any such corporate action if, at any time while at least one Fortis designee remains on our board of directors, our board of directors, including any Fortis designee, votes in favor of such corporate action. We may have conflicts of interest with Fortis that may be resolved in a manner that is unfavorable to us. See Risk Factors Risks Related to Our Relationship with Fortis, Description of Share Capital Anti-takeover Effects of Certain Provisions of the Certificate of Incorporation, By-Laws and Delaware General Corporation Law Certificate of Incorporation and By-Laws and Certain Relationships and Related Transactions.

Fortis is selling exchangeable bonds concurrently with the closing of this offering. The bonds are mandatorily exchangeable into 22,999,130 shares of our common stock, or the cash value thereof, three years from issuance, although the date could be accelerated in some cases. Fortis will have the option to exchange the bonds into the cash equivalent of the value of the shares which would have been delivered at maturity. The exchangeable bonds and the shares of Assurant common stock into which they are exchangeable have not been and will not be registered under the Securities Act of 1933, as amended (Securities Act), and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

THE OFFERING

Common stock offered by the selling stockholder	27,200,000 shares
Common stock to be outstanding after this offering(1)	139,766,177 shares
Use of proceeds	We will not receive any of the proceeds from the sale of shares of common stock by the selling stockholder. The selling stockholder will receive all net proceeds from the sale of the shares of our common stock in this offering.
Dividend policy	We paid dividends of $0.07 per share of common stock on June 8, 2004, September 7, 2004 and December 7, 2004. Any determination to pay future dividends will be at the discretion of our board of directors and will be dependent upon our subsidiaries payment of dividends and/or other statutorily permissible payments to us, our results of operations and cash flows, our financial position and capital requirements, general business conditions, any legal, tax, regulatory and contractual restrictions on the payment of dividends and any other factors our board of directors deems relevant.
New York Stock Exchange symbol	AIZ

(1) The number of shares shown to be outstanding after this offering excludes:

51,966 shares of restricted stock distributed to our officers that have not yet vested;

approximately 70,000 shares of common stock that we will issue during 2005 with respect to the 2004 enrollment period under our Employee Stock Purchase Plan, the aggregate value of which will be approximately $1.7 million based on a purchase price of $23.67 per share; and

shares reserved for issuance under our equity compensation and incentive plans. See Management.

There is no over-allotment option for this offering.

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SUMMARY CONSOLIDATED FINANCIAL INFORMATION

The following table sets forth our summary historical consolidated financial information for the periods ended and as of the dates indicated.

The summary consolidated statement of operations data for each of the three years in the period ended December 31, 2003 are derived from the audited consolidated financial statements of Assurant, Inc. and its consolidated subsidiaries included elsewhere in this prospectus, which have been prepared in accordance with generally accepted accounting principles in the United States (GAAP). The summary consolidated statement of operations data for the nine months ended September 30, 2004 and September 30, 2003 and the summary consolidated balance sheet data at September 30, 2004 and September 30, 2003 are derived from the unaudited interim financial statements of Assurant, Inc. and its consolidated subsidiaries included elsewhere in this prospectus. The unaudited interim financial statements have been prepared on the same basis as the audited consolidated financial statements of Assurant, Inc. and in our opinion, include all adjustments consisting only of normal recurring adjustments, that we consider necessary for a fair statement of our results of operations and financial condition for these periods and as of such dates. These historical results are not necessarily indicative of expected results for any future period. The results for the nine months ended September 30, 2004 are not necessarily indicative of results to be expected for the full year. You should read the following summary consolidated financial information together with the other information contained in this prospectus, including Management s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and related notes included elsewhere in this prospectus.

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	At September 30,		At December 31,				
	2004	**2003**	**2003**	**2002**	**2001**	**2000**	**1999**
	(in thousands, except share amounts and per share data)						
Summary Consolidated Statement of Operations Data:							
Revenues							
Net earned premiums and other considerations	$ 4,844,259	$ 4,533,503	$ 6,156,772	$ 5,681,596	$ 5,242,185	$ 5,144,375	$ 4,508,795
Net investment income	471,486	456,608	607,313	631,828	711,782	690,732	590,487
Net realized gain (loss) on investments	22,447	14,808	1,868	(118,372)	(119,016)	(44,977)	13,616
Amortization of deferred gain on disposal of businesses	43,298	52,235	68,277	79,801	68,296	10,284	
Gain on disposal of businesses				10,672	61,688	11,994	
Fees and other income	154,511	172,764	231,983	246,675	221,939	399,571	357,878
Total revenues	5,536,001	5,229,918	7,066,213	6,532,200	6,186,874	6,211,979	5,470,776
Benefits, losses and expenses							
Policyholder benefits	2,888,948	2,656,325	3,657,763	3,435,175	3,240,091	3,208,054	3,061,488
Amortization of deferred acquisition costs and value of businesses acquired	651,178	640,642	863,647	732,010	648,918	486,284	576,978
Underwriting, general and administrative expenses	1,547,317	1,451,348	1,965,491	1,876,222	1,846,550	2,081,816	1,566,833
Amortization of goodwill					113,300	106,773	57,717
Interest expense	41,104		1,175		14,001	24,726	39,893
Loss on disposal of business	9,232						
Distributions on mandatorily redeemable preferred securities	2,163	87,854	112,958	118,396	118,370	110,142	53,824
Interest premiums on redemption of preferred securities			205,822				
Total benefits, losses and expenses	5,139,942	4,836,169	6,806,856	6,161,803	5,981,230	6,017,795	5,356,733
Income before income taxes and cumulative effect of change in accounting principle	396,059	393,749	259,357	370,397	205,644	194,184	114,043
Income taxes	131,627	130,464	73,705	110,657	107,591	104,500	57,657
Net Income							
Net income before cumulative effect of change in accounting principle	264,432	263,285	185,652	259,740	98,053	89,684	56,386

Cumulative effect of change in accounting principle(1)				(1,260,939)			
Net income (loss)	$ 264,432	$ 263,285	$ 185,652	$ (1,001,199)	$ 98,053	$ 89,684	$ 56,386
Per Share Data:							
Basic and dilutive net income per share before cumulative effect of change in accounting principle	$ 1.92	$ 2.41	$ 1.70	$ 2.38	$ 0.90	$ 0.85	$ 0.85
Basic and dilutive net income (loss) per share	$ 1.92	$ 2.41	$ 1.70	$ (9.17)	$ 0.90	$ 0.85	$ 0.85
Weighted average of basic shares of common stock outstanding	137,818,397	109,222,276	109,222,276	109,222,276	109,222,276	104,915,373	66,122,451
Dividends per share:							
Common Stock	$ 0.14	$ 1.66	$ 1.66	$ 0.38	$ 1.00	$ 0.20	$

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	At September 30,		At December 31,				
	2004	2003	2003	2002	2001	2000	1999
	(in thousands, except share amounts and per share data)						
Summary Consolidated Balance Sheet Data:							
Cash and cash equivalents and investments	$12,126,576	$11,155,385	$11,881,802	$10,694,772	$10,319,117	$10,750,554	$10,110,136
Total assets	23,619,537	22,853,763	23,707,977	22,257,699	24,431,412	24,095,760	22,215,111
Policy liabilities(2)	13,192,085	12,780,855	12,881,796	12,388,623	12,064,643	11,534,891	10,336,265
Debt	971,593		1,750,000			238,983	1,007,243
Mandatorily redeemable preferred securities		1,446,074	196,224	1,446,074	1,446,074	1,449,738	899,850
Mandatorily redeemable preferred stock	24,160	24,160	24,160	24,660	25,160	25,160	22,160
Total stockholders equity	3,555,051	2,753,223	2,632,103	2,555,059	3,452,405	3,367,713	3,164,297
Per Share Data:							
Total book value per share(3)	$ 25.25	$ 25.21	$ 24.10	$ 23.39	$ 31.61	$ 30.83	$ 37.95

(1) On January 1, 2002 we adopted Statement of Financial Accounting Standard No. 142, *Goodwill and Other Intangible Assets* (FAS 142). As a result, we recognized a non-cash goodwill impairment charge of $1,261 million. See Management s Discussion and Analysis of Financial Condition and Results of Operation Significant Accounting Standard Affecting Our Business.

(2) Policy liabilities include future policy benefits and expenses, unearned premiums and claims and benefits payable.

(3) Total stockholders equity divided by the basic shares of common stock outstanding. At September 30, 2004 and 2003, there were 140,821,350 and 109,222,276 shares of common stock outstanding, respectively. At December 31, 2003, 2002, 2001 and 2000, there were 109,222,276 shares of common stock outstanding. At December 31, 1999, there were 83,380,858 shares of common stock outstanding.

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RISK FACTORS

An investment in our common stock involves a number of risks. You should carefully consider the following information about these risks, together with the other information contained in this prospectus, before investing in our common stock. Any of the events or circumstances described as risks below could result in a significant or material adverse effect on our business, results of operations or financial condition and a corresponding decline in the market price of our common stock.

Risks Related to Our Company

Our profitability may decline if we are unable to maintain our relationships with significant clients, distributors and other parties important to the success of our business.

Our relationships and contractual arrangements with significant clients, distributors and other parties with which we do business are important to the success of our business segments. Many of these arrangements are exclusive. For example, in Assurant Solutions, we have exclusive relationships with several mortgage lenders and servicers, retailers, credit card issuers and other financial institutions through which we distribute our products. In Assurant Health, we have exclusive distribution relationships for our individual health insurance products with Insurance Placement Services, Inc. (IPSI), a wholly owned subsidiary of State Farm Mutual Automobile Insurance Company (State Farm), and United Services Automobile Association (USAA), as well as a relationship with Health Advocates Alliance, the association through which we provide many of our individual health insurance products, through Assurant Health s agreement dated September 1, 2003 with its administrator, National Administration Company, Inc. An association in the health insurance market is an entity formed and maintained in good faith for purposes other than obtaining insurance and does not make health insurance coverage offered through the association available other than in connection with membership in the association. The agreement that provides for our exclusive distribution relationship with IPSI terminates in June 2008, but may be extended if agreed to by both parties. We also maintain contractual relationships with several separate networks of health and dental care providers, each referred to as a PPO, through which we obtain discounts. A PPO is an entity that acts as an intermediary between an insurer and a network of hospitals, physicians, dentists or other providers of health care who have agreed to provide care to insureds subject to contractually established reimbursement rates. In Assurant PreNeed, we have an exclusive distribution relationship with SCI. Many of these arrangements have terms ranging from one to five years. Although we believe we have generally been successful in maintaining our client, distribution and related relationships, if these parties decline to renew or seek to terminate these arrangements, our results of operations and financial condition could be materially adversely affected. In addition, we are subject to the risk that these parties may face financial difficulties, reputational issues or problems with respect to their own products and services, which may lead to decreased sales of our products and services. Moreover, if one or more of our clients or distributors consolidate or align themselves with other companies, we may lose business or suffer decreased revenues. A loss of the discount arrangements with PPOs could also lead to higher medical or dental costs and/or a loss of members to other medical or dental plans.

For example, Assurant Solutions lost a few clients over the last three years as a result of bankruptcies and termination of contracts either by it or its clients; however, none of the clients lost was significant to its business. At Assurant Health, client turnover has been stable over the last three years as none of the clients lost was significant to its business. Assurant PreNeed terminated several client relationships with three funeral home groups in 2003 because of profitability issues with the business; none of the clients terminated was significant to its business.

Sales of our products and services may be reduced if we are unable to attract and retain sales representatives or develop and maintain distribution sources.

We distribute our insurance products and services through a variety of distribution channels, including:

- independent employee benefits specialists;
- brokers;

managing general agents;

life agents;

financial institutions;

funeral directors;

association groups; and

other third-party marketing organizations.

Our relationships with these various distributors are significant both for our revenues and profits. We do not distribute our insurance products and services through captive or affiliated agents. In Assurant Health, we depend in large part on the services of independent agents and brokers and on associations, including Health Advocates Alliance, in the marketing of our products. In Assurant Employee Benefits, independent agents and brokers who act as advisors to our customers market and distribute our products. Independent agents and brokers are typically not exclusively dedicated to us and usually also market products of our competitors. Strong competition exists among insurers to form relationships with agents and brokers of demonstrated ability. We compete with other insurers for sales representatives, agents and brokers primarily on the basis of our financial position, support services, compensation and product features. In addition, by relying on independent agents and brokers to distribute products for us, we face continued competition from our competitors products. Moreover, our ability to market our products and services depends on our ability to tailor our channels of distribution to comply with changes in the regulatory environment. Recently, the marketing of health insurance through association groups and broker compensation arrangements have come under increased scrutiny. An interruption in, or changes to, our relationships with various third-party distributors or our inability to respond to regulatory changes could impair our ability to compete and market our insurance products and services and materially adversely affect our results of operations and financial condition.

We have our own sales representatives whose role in the distribution process varies by segment. We depend in large part on our sales representatives to develop and maintain client relationships. Our inability to attract and retain effective sales representatives could materially adversely affect our results of operations and financial condition.

General economic, financial market and political conditions may adversely affect our results of operations and financial condition.

Our results of operations and financial condition may be materially adversely affected from time to time by general economic, financial market and political conditions. These conditions include economic cycles such as:

insurance industry cycles;

levels of employment;

levels of consumer lending;

levels of inflation; and

movements of the financial markets.

Fluctuations in interest rates, monetary policy, demographics, and legislative and competitive factors also influence our performance. During periods of economic downturn:

individuals and businesses may choose not to purchase our insurance products and other related products and services, may terminate existing policies or contracts or permit them to lapse, may choose to reduce the amount of coverage purchased or, in Assurant Employee Benefits and in small group employer health insurance in Assurant Health, may have fewer employees requiring insurance coverage due to rising unemployment levels;

- new disability insurance claims and claims on other specialized insurance products tend to rise;
- there is a higher loss ratio on credit card and installment loan insurance due to rising unemployment levels; and
- insureds tend to increase their utilization of health and dental benefits if they anticipate becoming unemployed or losing benefits.

In addition, general inflationary pressures may affect the costs of medical and dental care, as well as repair and replacement costs on our real and personal property lines, increasing the costs of paying claims. Inflationary pressures may also affect the costs associated with our pre-funded funeral insurance policies, particularly those that are guaranteed to grow with the Consumer Price Index. Pre-funded funeral insurance provides benefits to fund the costs incurred in connection with a pre-arranged funeral contract, which is an arrangement between a funeral firm and an individual whereby the funeral firm agrees to perform a selected funeral upon the individual s death.

Our actual claims losses may exceed our reserves for claims, which may require us to establish additional reserves that may materially reduce our earnings, profitability and capital.

We maintain reserves to cover our estimated ultimate exposure for claims and claim adjustment expenses with respect to reported and unreported claims incurred but not reported as of the end of each accounting period. Reserves, whether calculated under GAAP or statutory accounting principles (SAP), do not represent an exact calculation of exposure, but instead represent our best estimates, generally involving actuarial projections at a given time, of what we expect the ultimate settlement and administration of a claim or group of claims will cost based on our assessment of facts and circumstances then known. The adequacy of reserves will be impacted by future trends in claims severity, frequency, judicial theories of liability and other factors. These variables are affected by both external and internal events, such as:

- changes in the economic cycle;
- changes in the social perception of the value of work;
- emerging medical perceptions regarding physiological or psychological causes of disability;
- emerging health issues and new methods of treatment or accommodation;
- inflation;
- judicial trends;
- legislative changes; and
- claims handling procedures.

Many of these items are not directly quantifiable, particularly on a prospective basis. Reserve estimates are refined as experience develops. Adjustments to reserves, both positive and negative, are reflected in the statement of operations of the period in which such estimates are updated. Because establishment of reserves is an inherently uncertain process involving estimates of future losses, there can be no certainty that ultimate losses will not exceed existing claims reserves. During the past three years, we did not experience substantial deviations in actual claims losses from reserve estimates previously established. However, future loss development could require reserves to be increased, which could have a material adverse effect on our earnings in the periods in which such increases are made.

We may be unable to accurately predict benefits, claims and other costs or to manage such costs through our loss limitation methods, which could have a material adverse effect on our results of operations and financial condition.

Our profitability depends in large part on accurately predicting benefits, claims and other costs, including medical and dental costs, and predictions regarding the frequency and magnitude of claims on our disability and property coverages. It also depends on our ability to manage future benefit and other costs through

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product design, underwriting criteria, utilization review or claims management and, in health and dental insurance, negotiation of favorable provider contracts. Utilization review is a review process designed to control and limit medical expenses, which includes, among other things, requiring certification for admission to a health care facility and cost-effective ways of handling patients with catastrophic illnesses. Claims management entails the use of a variety of means to mitigate the extent of losses incurred by insureds and the corresponding benefit cost, which includes efforts to improve the quality of medical care provided to insureds and to assist them with vocational services. The aging of the population and other demographic characteristics and advances in medical technology continue to contribute to rising health care costs. Our ability to predict and manage costs and claims, as well as our business, results of operations and financial condition may be adversely affected by:

- changes in health and dental care practices;
- inflation;
- new technologies;
- the cost of prescription drugs;
- clusters of high cost cases;
- changes in the regulatory environment;
- economic factors;
- the occurrence of catastrophes; and
- numerous other factors affecting the cost of health and dental care and the frequency and severity of claims in all our business segments.

The judicial and regulatory environments, changes in the composition of the kinds of work available in the economy, market conditions and numerous other factors may also materially adversely affect our ability to manage claim costs. As a result of one or more of these factors or other factors, claims could substantially exceed our expectations, which could have a material adverse effect on our results of operations and financial condition.

As industry practices and legal, judicial, social and other environmental conditions change, unexpected and unintended issues relating to claims and coverage may emerge. These issues could materially adversely affect our results of operations and financial condition by either extending coverage beyond our underwriting intent or by increasing the number or size of claims or both. We may be limited in our ability to respond to such changes, by insurance regulations, existing contract terms, contract filing requirements, market conditions or other factors.

Our investment portfolio is subject to several risks that may diminish the value of our invested assets and affect our sales and profitability.

Our investment portfolio may suffer reduced returns or losses that could reduce our profitability.

Investment returns are an important part of our overall profitability and significant fluctuations in the fixed income market could impair our profitability, financial condition and/or cash flows. Our investments are subject to market-wide risks and fluctuations, as well as to risks inherent in particular securities. In particular, volatility of claims may force us to liquidate securities prior to maturity, which may cause us to incur capital losses. If we do not structure our investment portfolio so that it is appropriately matched with our insurance liabilities, we may be forced to liquidate investments prior to maturity at a significant loss to cover such liabilities. For the nine-month period ended September 30, 2004, our net investment income was $471 million and our net realized gains on investments were $22 million, which collectively accounted for approximately 9% of our total revenues during such period. For the year ended December 31, 2003, our net investment income was $607 million and our net realized gains on investments were $2 million, which collectively accounted for approximately 9% of our total revenues during such period.

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The performance of our investment portfolio is subject to fluctuations due to changes in interest rates and market conditions.

Changes in interest rates can negatively affect the performance of some of our investments. Interest rate volatility can reduce unrealized gains or create unrealized losses in our portfolios. Interest rates are highly sensitive to many factors, including governmental monetary policies, domestic and international economic and political conditions and other factors beyond our control. Fluctuations in interest rates affect our returns on, and the market value of, fixed maturity and short-term investments, which comprised $9,272 million, or 81%, of the fair value of our total investments as of September 30, 2004 and $9,005 million, or 82%, as of December 31, 2003.

The fair market value of the fixed maturity securities in our portfolio and the investment income from these securities fluctuate depending on general economic and market conditions. The fair market value generally increases or decreases in an inverse relationship with fluctuations in interest rates, while net investment income realized by us from future investments in fixed maturity securities will generally increase or decrease with interest rates. In addition, actual net investment income and/or cash flows from investments that carry prepayment risk, such as mortgage-backed and other asset-backed securities, may differ from those anticipated at the time of investment as a result of interest rate fluctuations. In periods of declining interest rates, mortgage prepayments generally increase and mortgage-backed securities, commercial mortgage obligations and bonds in our investment portfolio are more likely to be prepaid or redeemed as borrowers seek to borrow at lower interest rates, and we may be required to reinvest those funds in lower interest-bearing investments. As of September 30, 2004, mortgage-backed and other asset-backed securities represented approximately $1,780 million, or 20%, of the fair value of our total investments.

Because substantially all of our fixed maturity securities are classified as available for sale, changes in the market value of these securities are reflected in our balance sheet. Similar treatment is not available for liabilities. Therefore, interest rate fluctuations affect the value of our investments and could materially adversely affect our results of operations and financial condition.

We employ asset/ liability matching strategies to reduce the adverse effects of interest rate volatility and to ensure that cash flows are available to pay claims as they become due. Our asset/ liability matching strategies include:

- asset/ liability duration management;
- structuring our bond and commercial mortgage loan portfolios to limit the effects of prepayments; and
- consistent monitoring of, and appropriate changes to, the pricing of our products.

However, these strategies may fail to eliminate or reduce the adverse effects of interest rate volatility, and no assurances can be given that significant fluctuations in the level of interest rates will not have a material adverse effect on our results of operations and financial condition.

In addition, Assurant PreNeed generally writes whole life insurance policies with increasing death benefits and obtains much of its profits through interest rate spreads. Whole life insurance refers to a form of life insurance that provides guaranteed death benefits and guaranteed cash values to policyholders. Interest rate spreads refer to the difference between the death benefit growth rates on pre-funded funeral insurance policies and the investment returns generated on the assets we hold related to those policies. As of September 30, 2004, approximately 83% of Assurant PreNeed s in force insurance policy reserves related to policies that provide for death benefit growth, some of which provide for minimum death benefit growth pegged to changes in the Consumer Price Index. In extended periods of declining interest rates or high inflation, there may be compression in the spread between Assurant PreNeed s death benefit growth rates and its investment earnings or a negative spread. As a result, declining interest rates or high inflation rates may have a material adverse effect on our results of operations and our overall financial condition.

Assurant Employee Benefits calculates reserves for long-term disability and life waiver of premium claims using net present value calculations based on current interest rates at the time claims are funded and expectations regarding future interest rates. Waiver of premium refers to a provision in a life insurance policy

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pursuant to which an insured with total disability that lasts for a specified period no longer has to pay premiums for the duration of the disability or for a stated period, during which time the life insurance coverage provides continued coverage. If interest rates decline, reserves for open and/or new claims would need to be calculated using lower discount rates thereby increasing the net present value of those claims and the required reserves. Depending on the magnitude of the decline, this could have a material adverse effect on our results of operations and financial condition. In addition, investment income may be lower than that assumed in setting premium rates.

Our investment portfolio is subject to credit risk.

We are subject to credit risk in our investment portfolio, primarily from our investments in corporate bonds and preferred stocks. Defaults by third parties in the payment or performance of their obligations could reduce our investment income and realized investment gains or result in investment losses. Further, the value of any particular fixed maturity security is subject to impairment based on the creditworthiness of a given issuer. As of September 30, 2004, we held $9,046 million of fixed maturity securities, or 79% of the fair value of our total invested assets at such date. Our fixed maturity portfolio also includes below investment grade securities, which comprised 6% of the fair value of our total fixed maturity securities at September 30, 2004 and December 31, 2003. These investments generally provide higher expected returns but present greater risk and can be less liquid than investment grade securities. A significant increase in defaults and impairments on our fixed maturity securities portfolio could materially adversely affect our results of operations and financial condition. Other-than-temporary impairment losses on our available for sale securities totaled $0.8 million for the nine months ended September 30, 2004 and $20 million for the year ended December 31, 2003.

As of September 30, 2004, less than 1% of the fair value of our total investments was invested in common stock; however, we have had higher percentages in the past and may make more such investments in the future. Investments in common stock generally provide higher expected total returns, but present greater risk to preservation of principal than our fixed income investments.

In addition, while currently we do not utilize derivative instruments to hedge or manage our interest rate or equity risk, we may do so in the future. Derivative instruments generally present greater risk than fixed income investments or equity investments because of their greater sensitivity to market fluctuations. Effective as of August 1, 2003, we utilize derivative instruments in managing Assurant PreNeed s exposure to inflation risk. While these instruments seek to protect a portion of Assurant PreNeed s existing business that is tied to the Consumer Price Index, a sharp increase in inflation could have a material adverse effect on our results of operations and financial condition.

Our commercial mortgage loans and real estate investments subject us to liquidity risk.

As of September 30, 2004, commercial mortgage loans on real estate investments represented approximately 9% of the fair value of our total investments. These types of investments are relatively illiquid, thus increasing our liquidity risk. In addition, if we require extremely large amounts of cash on short notice, we may have difficulty selling these investments at attractive prices, in a timely manner, or both.

The risk parameters of our investment portfolio may not target an appropriate level of risk, thereby reducing our profitability and diminishing our ability to compete and grow.

We seek to earn returns on our investments to enhance our ability to offer competitive rates and prices to our customers. Accordingly, our investment decisions and objectives are a function of the underlying risks and product profiles of each of our business segments. However, we may not succeed in targeting an appropriate overall risk level for our investment portfolio. As a result, the return on our investments may be insufficient to meet our profit targets over the long term, thereby reducing our profitability. If, in response, we choose to increase our product prices to maintain profitability, we may diminish our ability to compete and grow.

Environmental liability exposure may result from our commercial mortgage loan portfolio and real estate investments.

Liability under environmental protection laws resulting from our commercial mortgage loan portfolio and real estate investments may harm our financial strength and reduce our profitability. Under the laws of several states, contamination of a property may give rise to a lien on the property to secure recovery of the costs of the cleanup. In some states, this kind of lien has priority over the lien of an existing mortgage against the property, which would impair our ability to foreclose on that property should the related loan be in default. In addition, under the laws of some states and under the federal Comprehensive Environmental Response, Compensation and Liability Act of 1980, under certain circumstances, we may be liable for costs of addressing releases or threatened releases of hazardous substances that require remedy at a property securing a mortgage loan held by us. We also may face this liability after foreclosing on a property securing a mortgage loan held by us after a loan default.

Catastrophe losses, including man-made catastrophe losses, could materially reduce our profitability and have a material adverse effect on our results of operations and financial condition.

Our insurance operations expose us to claims arising out of catastrophes, particularly in our homeowners, life and other personal business lines. We have experienced, and expect in the future to experience, catastrophe losses that may materially reduce our profitability or have a material adverse effect on our results of operations and financial condition. Catastrophes can be caused by various natural events, including hurricanes, windstorms, earthquakes, hailstorms, severe winter weather, fires and epidemics, or can be man-made catastrophes, including terrorist attacks or accidents such as airplane crashes. The frequency and severity of catastrophes are inherently unpredictable. Catastrophe losses can vary widely and could significantly exceed our recent historic results. It is possible that both the frequency and severity of man-made catastrophes will increase and that we will not be able to implement exclusions from coverage in our policies or obtain reinsurance for such catastrophes.

The extent of losses from a catastrophe is a function of both the total amount of insured exposure in the area affected by the event and the severity of the event. Most of our catastrophe claims in the past have related to homeowners and other personal lines coverages, which for the nine months ended September 30, 2004 represented approximately 26% of our net earned premiums and other consideration in our Assurant Solutions segment. In addition, as of September 30, 2004, approximately 35% of the insurance in force in our homeowners and other personal lines related to properties located in California, Florida and Texas. As a result of our creditor-placed homeowners insurance product, which typically provides coverage against an insured s property being destroyed or damaged by various perils, our concentration in these areas may increase in the future. This is because in our creditor-placed homeowners insurance line, we agree to provide homeowners insurance coverage automatically. If other insurers withdraw coverage in these or other states, this may lead to adverse selection and increased utilization of our creditor-placed homeowners insurance in these areas. Adverse selection refers to the process by which an applicant who believes himself to be uninsurable, or at greater than average risk, seeks to obtain an insurance policy at a standard premium rate.

Claims resulting from natural or man-made catastrophes could cause substantial volatility in our financial results for any fiscal quarter or year and could materially reduce our profitability or harm our financial condition. Our ability to write new business also could be affected. Increases in the value and geographic concentration of insured property and the effects of inflation could increase the severity of claims from catastrophes in the future.

Pre-tax catastrophe losses in excess of $1 million (before the benefits of reinsurance) that we have experienced in recent years include:

a loss of approximately $10 million incurred in 2001 in connection with tropical storm Allison;

total losses of approximately $12 million incurred in 2002 in connection with Arizona wildfires, Texas floods and Hurricane Lili;

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total losses of approximately $30 million incurred in 2003 in connection with various catastrophes caused by windstorms, hailstorms and tornadoes, Hurricane Isabel and the California wildfires; and

total losses of approximately $101 million incurred through September 30, 2004 in connection with the four Florida hurricanes. Subsequent to September 30, 2004, we incurred an additional $21 million of losses related to these hurricanes. Total reinsurance recoveries related to these events are anticipated to be approximately $32 million. See Management s Discussion and Analysis of Financial Condition and Results of Operations Results of Operations.

No liquidation in investments was required in connection with these catastrophes as the claims were paid from current cash flow, cash on hand or short-term investments.

In addition, our group life and health insurance operations could be materially impacted by catastrophes such as terrorist attacks or by an epidemic that causes a widespread increase in mortality, morbidity or disability rates or that causes an increase in the need for medical care. The mortality rate refers to the relationship of the frequency of deaths of individual members of a group to the entire group membership over a specified period of time. The morbidity rate refers to the relationship of the incidence of disease or disability contracted by individual members of a group to the entire group membership over a specified period of time. For example, the influenza epidemic of 1918 caused several million deaths. Losses due to catastrophes would not generally be covered by reinsurance and could have a material adverse effect on our results of operations and financial condition. In addition, in Assurant PreNeed the average age of policyholders is in excess of 72 years. This group is more susceptible to epidemics than the overall population, and an epidemic resulting in a higher incidence of mortality could have a material adverse effect on our results of operations and financial condition.

Our ability to manage these risks depends in part on our successful utilization of catastrophic property and life reinsurance to limit the size of property and life losses from a single event or multiple events, and life and disability reinsurance to limit the size of life or disability insurance exposure on an individual insured life. It also depends in part on state regulation that may prohibit us from excluding such risks or from withdrawing from or increasing premium rates in catastrophe-prone areas. As discussed further below, catastrophe reinsurance for our group insurance lines is not currently widely available. This means that the occurrence of a significant catastrophe could materially reduce our profitability and have a material adverse effect on our results of operations and financial condition.

Reinsurance may not be available or adequate to protect us against losses, and we are subject to the credit risk of reinsurers.

As part of our overall risk and capacity management strategy, we purchase reinsurance for certain risks underwritten by our various business segments. Market conditions beyond our control determine the availability and cost of the reinsurance protection we purchase. For example, subsequent to the terrorist assaults of September 11, 2001, reinsurance for man-made catastrophes became generally unavailable due to capacity constraints and, to the limited extent available, much more expensive. The high cost of reinsurance or lack of affordable coverage could adversely affect our results. If we fail to obtain sufficient reinsurance, it could adversely affect our ability to write future business.

As part of our business, we have reinsured certain life, property and casualty and health risks to reinsurers. Although the reinsurer is liable to us to the extent of the ceded reinsurance, we remain liable as the direct insurer on all risks reinsured. As a result, ceded reinsurance arrangements do not eliminate our obligation to pay claims. We are subject to credit risk with respect to our ability to recover amounts due from reinsurers. Our reinsurers may not pay the reinsurance recoverables that they owe to us or they may not pay such recoverables on a timely basis. A reinsurer s insolvency, underwriting results or investment returns may affect its ability to fulfill reinsurance obligations.

Our reinsurance facilities are generally subject to annual renewal. We may not be able to maintain our current reinsurance facilities and, even where highly desirable or necessary, we may not be able to obtain other reinsurance facilities in adequate amounts and at favorable rates. If we are unable to renew our expiring

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facilities or to obtain new reinsurance facilities, either our net exposures would increase or, if we are unwilling to bear an increase in net exposures, we may have to reduce the level of our underwriting commitments. Either of these potential developments could materially adversely affect our results of operations and financial condition.

Historically, we have maintained reinsurance on a significant portion of our Assurant Health business, but we will not renew or replace this reinsurance effective as of December 31, 2004 and therefore, we will not be entitled to certain reinsurance recoverables to which we were previously entitled.

We have sold businesses through reinsurance that could again become our direct financial and administrative responsibility if the purchasing companies were to become insolvent.

We have sold businesses through reinsurance ceded to third parties, such as our 2001 sale of the insurance operations of our Fortis Financial Group (FFG) division to The Hartford Financial Services Group Inc. (The Hartford). The assets backing the liabilities on these businesses are held in a trust, and the separate accounts relating to the FFG business are still reflected on our balance sheet. Such separate accounts represent assets allocated under certain policies and contracts that are segregated from the general account and other separate accounts. The policyholder or contractholder bears the risk of investments held in a separate account. However, we would be responsible for administering this business in the event of a default by the reinsurer. We do not have the administrative systems and capabilities to process this business today. Accordingly, we would need to obtain those capabilities in the event of an insolvency of one or more of the reinsurers of these businesses. We might be forced to obtain such capabilities on unfavorable terms, with a resulting material adverse effect on our results of operations and financial condition. In addition, under the reinsurance agreement, The Hartford is obligated to contribute funds to increase the value of the separate accounts relating to the business sold if such value declines. If The Hartford fails to fulfill these obligations, we will be obligated to make these payments.

We are exposed to the credit risk of our agents in Assurant PreNeed and our clients in Assurant Solutions.

We advance agents commissions as part of our pre-funded funeral insurance product offerings. These advances are a percentage of the total face amount of coverage as opposed to a percentage of the first-year premium paid, the formula that is more common in other life insurance markets. There is a one-year payback provision against the agency if death or lapse occurs within the first policy year. There is a very large producer within Assurant PreNeed and if it were unable to fulfill its payback obligations, it could have an adverse effect on our results of operations and financial condition. However, we have not had any loss experience with this very large producer to date. In addition, we are subject to the credit risk of the parties with which we contract in Assurant Solutions. If these parties fail to remit payments owed to us or pass on payments they collect on our behalf, it could have an adverse effect on our results of operations.

A further decline in the manufactured housing market may adversely affect our results of operations and financial condition.

The manufactured housing industry has experienced a significant decline in both shipments and retail sales in the last six years. Manufactured housing shipments have decreased from approximately 350,000 in 1999 to approximately 120,000 (annualized) in 2004, representing a 66% decline. Repossessions are at an all time high, resale values have been significantly reduced and several lenders, dealers, manufacturers and vertically integrated manufactured housing companies have either ceased operations or gone bankrupt. This downturn in the industry is the result of several factors, including excess production, aggressive sales practices, reduced underwriting standards and poor lending practices. As a result of this downturn, the industry has experienced consolidation, with the leaders purchasing the weaker competitors. If these downward trends continue, our results of operations and financial condition may be adversely affected.

The financial strength of our insurance company subsidiaries is rated by A.M. Best, Moody s and S&P, and a decline in these ratings could affect our standing in the insurance industry and cause our sales and earnings to decrease.

Ratings have become an increasingly important factor in establishing the competitive position of insurance companies. Most of our domestic operating insurance subsidiaries are rated by A.M. Best. Six of our domestic operating insurance subsidiaries are rated by Moody s and seven of our domestic operating insurance subsidiaries are rated by S&P. The ratings reflect A.M. Best s, Moody s and S&P s opinions of our subsidiaries financial strength, operating performance, strategic position and ability to meet their obligations to policyholders. The ratings are not evaluations directed to investors and are not recommendations to buy, sell or hold our securities. These ratings are subject to periodic review by A.M. Best, Moody s and S&P, and we cannot assure you that we will be able to retain these ratings.

All of our domestic operating insurance subsidiaries rated by A.M. Best have financial strength ratings of A (Excellent), which is the second highest of ten ratings categories and the highest within the category based on modifiers (i.e., A and A- are Excellent), or A- (Excellent), which is the second highest of ten ratings categories and the lowest within the category based on modifiers.

The Moody s financial strength rating is A2 (Good) for one of our domestic operating insurance subsidiaries, which is the third highest of nine ratings categories and mid-range within the category based on modifiers (i.e., A1, A2 and A3 are Good), and A3 (Good) for five of our domestic operating insurance subsidiaries, which is the third highest of nine ratings categories and the lowest within the category based on modifiers.

The S&P financial strength rating is A (Strong) for four of our domestic operating insurance subsidiaries, which is the third highest of nine ratings categories and mid-range within the category based on modifiers (i.e., A+, A and A- are Strong), and A- (Strong) for three of our domestic operating insurance subsidiaries, which is the third highest of nine ratings categories and the lowest within the category based on modifiers.

Rating agencies review their ratings periodically and our current ratings may not be maintained in the future. If our ratings are reduced from their current levels by A.M. Best, Moody s or S&P, or placed under surveillance or review with possible negative implications, our competitive position in the respective insurance industry segments could suffer and it could be more difficult for us to market our products. Rating agencies may take action to lower our ratings in the future due to, among other things:

- the competitive environment in the insurance industry, which may adversely affect our revenues;
- the inherent uncertainty in determining reserves for future claims, which may cause us to increase our reserves for claims;
- the outcome of pending litigation and regulatory investigations, which may adversely affect our financial position and reputation; and
- possible changes in the methodology or criteria applied by the rating agencies.

As customers and their advisors place importance on our financial strength ratings, we may lose customers and compete less successfully if we are downgraded. In addition, ratings impact our ability to attract investment capital on favorable terms. If our financial strength ratings are reduced from their current levels by A.M. Best, Moody s or S&P, our cost of borrowing would likely increase, our sales and earnings could decrease and our results of operations and financial condition could be materially adversely affected.

Contracts representing approximately 21% of Assurant Solutions net earned premiums and fee income for the nine months ended September 30, 2004 contain provisions requiring the applicable subsidiaries to maintain minimum A.M. Best financial strength ratings ranging from A or better to B or better, depending on the contract. Our clients may terminate these contracts if the subsidiaries ratings fall below these minimum acceptable levels. Under our ten-year marketing agreement with SCI, American Memorial Life Insurance Company (AMLIC), one of our subsidiaries in the Assurant PreNeed segment, is required to

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maintain an A.M. Best financial strength rating of B or better throughout the term of the agreement. If AMLIC fails to maintain this rating for a period of 180 days, SCI may terminate the agreement. In our Assurant Health and Assurant Employee Benefits segments, we do not have any material contracts that permit termination in the case of a ratings downgrade.

The failure to effectively maintain and modernize our information systems could adversely affect our business.

Our business is dependent upon our ability to keep up to date with technological advances. This is particularly important in Assurant Solutions, where our systems, including our ability to keep our systems fully integrated with those of our clients, are critical to the operation of our business. Our failure to update our systems to reflect technological advancements or to protect our systems may adversely affect our relationships and ability to do business with our clients.

During the nine months ended September 30, 2004, we have spent approximately $89 million in Assurant Solutions, $53 million in Assurant Health, $48 million in Assurant Employee Benefits and $4 million in Assurant PreNeed to maintain, upgrade and consolidate our information systems. In 2005, we plan to spend for these purposes approximately $126 million in Assurant Solutions, $89 million in Assurant Health, $61 million in Assurant Employee Benefits and $5 million in Assurant PreNeed.

In addition, our business depends significantly on effective information systems, and we have many different information systems for our various businesses. We must commit significant resources to maintain and enhance our existing information systems and develop new information systems in order to keep pace with continuing changes in information processing technology, evolving industry and regulatory standards and changing customer preferences. As a result of our acquisition activities, we have acquired additional information systems. Our failure to maintain effective and efficient information systems, or our failure to efficiently and effectively consolidate our information systems to eliminate redundant or obsolete applications, could have a material adverse effect on our results of operations and financial condition. If we do not maintain adequate systems we could experience adverse consequences, including:

- inadequate information on which to base pricing, underwriting and reserving decisions;
- the loss of existing customers;
- difficulty in attracting new customers;
- customer, provider and agent disputes;
- regulatory problems, such as failure to meet prompt payment obligations;
- litigation exposure; or
- increases in administrative expenses.

Our management information, internal control and financial reporting systems may need further enhancements and development to satisfy the financial and other reporting requirements of being a public company.

Efforts to comply with the Sarbanes-Oxley Act will entail significant expenditure; non-compliance with the Sarbanes-Oxley Act may adversely affect us.

The Sarbanes-Oxley Act of 2002 that became law in July 2002 and rules subsequently implemented by the Securities and Exchange Commission and the New York Stock Exchange require changes to some of our accounting and corporate governance practices, including the requirement that we issue a report on our internal controls as required by Section 404 of the Sarbanes-Oxley Act. We are required to comply with Section 404 of the Sarbanes-Oxley Act by December 31, 2005. We expect these new rules and regulations to continue to increase our accounting, legal and other costs, and to make some activities more difficult, time consuming and/or costly. In the event that we are unable to maintain or achieve compliance with the Sarbanes-Oxley Act and related rules, it may have a material adverse effect on us.

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Failure to protect our clients confidential information and privacy could result in the loss of customers, reduction to our profitability and/or subject us to fines and penalties.

A number of our businesses are subject to privacy regulations and to confidentiality obligations. For example, the collection and use of patient data in our Assurant Health segment is the subject of national and state legislation, including the Health Insurance Portability and Accountability Act of 1996 (HIPAA), and certain of the activities conducted by our Assurant Solutions segment are subject to the privacy regulations of the Gramm-Leach-Bliley Act. We also have contractual obligations to protect certain confidential information we obtain from our existing vendors and clients. These obligations generally include protecting such confidential information in the same manner and to the same extent as we protect our own confidential information. The actions we take to protect such confidential information vary by business segment and may include among other things:

- training and educating our employees regarding our obligations relating to confidential information;
- actively monitoring our record retention plans and any changes in state or federal privacy and compliance requirements;
- drafting appropriate contractual provisions into any contract that raises proprietary and confidentiality issues;
- maintaining secure storage facilities for tangible records; and
- limiting access to electronic information and maintaining a clean desk policy aimed at safeguarding certain current information.

In addition, we must develop, implement and maintain a comprehensive written information security program with appropriate administrative, technical and physical safeguards to protect such confidential information. If we do not properly comply with privacy regulations and protect confidential information we could experience adverse consequences, including regulatory problems, loss of reputation and client litigation.

See Risks Related to Our Industry Cost of compliance with privacy laws could adversely affect our business and results of operations.

We may not find suitable acquisition candidates or new insurance ventures and even if we do, we may not successfully integrate any such acquired companies or successfully invest in such ventures.

From time to time, we evaluate possible acquisition transactions and the start-up of complementary businesses, and at any given time, we may be engaged in discussions with respect to possible acquisitions and new ventures. While our business model is not dependent upon acquisitions or new insurance ventures, the time frame for achieving or further improving upon our desired market positions can be significantly shortened through opportune acquisitions or new insurance ventures. Historically, acquisitions and new insurance ventures have played a significant role in achieving desired market positions in some, but not all, of our businesses. We cannot assure you that we will be able to identify suitable acquisition transactions or insurance ventures, that such transactions will be financed and completed on acceptable terms or that our future acquisitions or ventures will be successful. The process of integrating any companies we do acquire or investing in new ventures could have a material adverse effect on our results of operations and financial condition. In addition, implementation of an acquisition strategy entails a number of risks, including among other things:

- inaccurate assessment of undisclosed liabilities;
- difficulties in realizing projected efficiencies, synergies and cost savings;
- failure to achieve anticipated revenues, earnings or cash flow; and
- increase in our indebtedness and a limitation in our ability to access additional capital when needed.

Our failure to adequately address these acquisition risks could materially adversely affect our results of operations and financial condition. Although we believe that most of our acquisitions have been successful and

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have not had a material adverse impact on our financial condition, we did recognize a goodwill impairment of $1,261 million in 2002 related to an earlier acquisition.

The inability of our subsidiaries to pay dividends to us in sufficient amounts could harm our ability to meet our obligations and pay future stockholder dividends.

As a holding company whose principal assets are the capital stock of our subsidiaries, we rely primarily on dividends and other statutorily permissible payments from our subsidiaries to meet our obligations for payment of interest and principal on outstanding debt obligations, dividends to stockholders (including any dividends on our common stock) and corporate expenses. The ability of our subsidiaries to pay dividends and to make such other payments in the future will depend on their statutory surplus, future statutory earnings and regulatory restrictions. Except to the extent that we are a creditor with recognized claims against our subsidiaries, claims of the subsidiaries creditors, including policyholders, have priority with respect to the assets and earnings of the subsidiaries over the claims of our creditors. If any of our subsidiaries should become insolvent, liquidate or otherwise reorganize, our creditors and stockholders will have no right to proceed against the assets of that subsidiary or to cause the liquidation, bankruptcy or winding-up of the subsidiary under applicable liquidation, bankruptcy or winding-up laws. The applicable insurance laws of the jurisdiction where each of our insurance subsidiaries is domiciled would govern any proceedings relating to that subsidiary. The insurance authority of that jurisdiction would act as a liquidator or rehabilitator for the subsidiary. Both creditors and policyholders of the subsidiary would be entitled to payment in full from the subsidiary s assets before we, as a stockholder, would be entitled to receive any distribution from the subsidiary.

The payment of dividends to us by any of our operating subsidiaries in excess of a certain amount (i.e., extraordinary dividends) must be approved by the subsidiary s domiciliary state department of insurance. Ordinary dividends, for which no regulatory approval is generally required, are limited to amounts determined by formula, which varies by state. The formula for the majority of the states in which our subsidiaries are domiciled is the lesser of (i) 10% of the statutory surplus as of the end of the prior year or (ii) the prior year s statutory net income. In some states, the formula is the greater amount of clauses (i) and (ii). Some states, however, have an additional stipulation that dividends may only be paid out of earned surplus. If insurance regulators determine that payment of an ordinary dividend or any other payments by our insurance subsidiaries to us (such as payments under a tax sharing agreement or payments for employee or other services) would be adverse to policyholders or creditors, the regulators may block such payments that would otherwise be permitted without prior approval. No assurance can be given that there will not be further regulatory actions restricting the ability of our insurance subsidiaries to pay dividends. Based on the dividend restrictions under applicable laws and regulations, the maximum amount of dividends that our subsidiaries could pay to us in 2004 without regulatory approval was approximately $302 million. Dividends paid by our subsidiaries totaled $244 million through September 30, 2004. We may seek approval of regulators to pay dividends in excess of any amounts that would be permitted without such approval. However, there can be no assurance that we would seek such approval or would obtain such approval. If the ability of insurance subsidiaries to pay dividends or make other payments to us is materially restricted by regulatory requirements, it could adversely affect our ability to pay any dividends on our common stock and/or service our debt and pay our other corporate expenses.

Our credit facilities also contain limitations on our ability to pay dividends.

Risks Related to Our Industry

Our business is subject to risks related to litigation and regulatory actions.

In addition to the occasional employment-related litigation to which businesses are subject, we are a defendant in actions arising out of, and are involved in various regulatory investigations and examinations relating to, our insurance and other related business operations. We may from time to time be subject to a

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variety of legal and regulatory actions relating to our current and past business operations, including, but not limited to:

- disputes over coverage or claims adjudication;
- disputes regarding sales practices, disclosures, pricing, premium refunds, licensing, regulatory compliance and compensation arrangements;
- disputes with our agents, producers or network providers over compensation and termination of contracts and related claims;
- disputes regarding applicability of various state laws and regulations relating to association, trust and other out-of-state products;
- disputes concerning past premiums charged by companies acquired by us for coverage that may have been based on factors such as race;
- disputes relating to customers regarding the ratio of premiums to benefits in our various business segments;
- disputes alleging packaging of credit insurance products with other products provided by financial institutions;
- disputes relating to certain excess of loss programs in the London market;
- disputes with taxing authorities regarding our tax liabilities; and
- disputes relating to certain businesses acquired or disposed of by us.

The outcome of these actions cannot be predicted, and no assurances can be given that such actions or any litigation would not materially adversely affect our results of operations and financial condition. In addition, if we were to experience difficulties with our relationship with a regulatory body in a given jurisdiction, it could have a material adverse effect on our ability to do business in that jurisdiction.

In addition, plaintiffs continue to bring new types of legal claims against insurance and related companies. Current and future court decisions and legislative activity may increase our exposure to these types of claims. Multiparty or class action claims may present additional exposure to substantial economic, non-economic or punitive damage awards. The loss of even one of these claims, if it resulted in a significant damage award or a judicial ruling that was otherwise detrimental, could have a material adverse effect on our results of operations and financial condition. This risk of potential liability may make reasonable settlements of claims more difficult to obtain. We cannot determine with any certainty what new theories of recovery may evolve or what their impact may be on our businesses.

Recently, the insurance industry has experienced substantial volatility as a result of current litigation, investigations and regulatory activity by various insurance, governmental and enforcement authorities concerning certain practices within the insurance industry. These practices include the payment of contingent commissions by insurance companies to insurance brokers and agents and the extent to which such compensation has been disclosed, the solicitation and provision of fictitious or inflated quotes, the use of inducements to brokers or companies in the sale of group insurance products, and the accounting treatment for finite reinsurance or other non-traditional or loss mitigation insurance products. In accordance with a long-standing and widespread industry practice, we have paid and may continue to pay contingent commissions to insurance brokers and agents, primarily in our Assurant Employee Benefits segment. We purchase reinsurance, including but not limited to reinsurance agreements that share risks and profits with certain clients in our Assurant Solutions segment on business produced by these clients. These clients include mortgage lenders and servicers, financial institutions and retailers. We have received inquiries and informational requests from insurance departments in certain states in which our insurance subsidiaries operate. We are conducting an internal review under the supervision of outside counsel to confirm that our employees have not provided inflated or fictitious quotes or used improper inducements in the sale of group insurance products in our Assurant Employee Benefits segment. We cannot predict at this time the effect that current litigation,

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investigations and regulatory activity will have on the insurance industry or our business. Given our prominent position in the insurance industry, it is possible that we will become subject to further investigations and have lawsuits filed against us. Our involvement in any investigations and lawsuits would cause us to incur legal costs and, if we were found to have violated any laws, we could be required to pay fines and damages, perhaps in material amounts. In addition, we could be materially adversely affected by the negative publicity for the insurance industry related to these proceedings, and by any new industry-wide regulations or practices that may result from these proceedings.

We face significant competitive pressures in our businesses, which may reduce premium rates and prevent us from pricing our products at rates that will allow us to be profitable.

In each of our lines of business, we compete with other insurance companies or service providers, depending on the line and product, although we have no single competitor who competes against us in all of the business lines in which we operate. Assurant Solutions has numerous competitors in its product lines, but we believe no other company participates in all of the same lines or offers comprehensive capabilities. Competitors include insurance companies and financial institutions. In Assurant Health, we believe the market is characterized by many competitors, and our main competitors include health insurance companies, health maintenance organizations and the Blue Cross/ Blue Shield plans in the states in which we write business. In Assurant Employee Benefits, commercial competitors include benefits and life insurance companies as well as not-for-profit Delta Dental plans. In Assurant PreNeed, our main competitors are two pre-need life insurance companies with nationwide representation, Forethought Financial Services and Homesteaders Life Company, and several small regional insurers. While we are among the largest competitors in terms of market share in many of our business lines, in some cases there are one or more major market players in a particular line of business.

Competition in our businesses is based on many factors, including quality of service, product features, price, scope of distribution, scale, financial strength ratings and name recognition. We compete, and will continue to compete, for customers and distributors with many insurance companies and other financial services companies. We compete not only for business and individual customers, employer and other group customers, but also for agents and distribution relationships. Some of our competitors may offer a broader array of products than our specific subsidiaries with which they compete in particular markets, may have a greater diversity of distribution resources, may have better brand recognition, may from time to time have more competitive pricing, may have lower cost structures or, with respect to insurers, may have higher financial strength or claims paying ratings. Some may also have greater financial resources with which to compete. As a result of judicial developments and changes enacted by the Office of the Comptroller of the Currency, financial institutions are now able to offer a substitute product similar to credit insurance as part of their basic loan agreement with customers without being subject to insurance regulations. Credit insurance is insurance issued to cover the life, unemployment or disability of a debtor or borrower for an outstanding loan. Also, as a result of the Gramm-Leach-Bliley Act, which was enacted in November 1999, financial institutions are now able to affiliate with other insurance companies to offer services similar to our own. This has resulted in new competitors with significant financial resources entering some of our markets. Moreover, some of our competitors may have a lower target for returns on capital allocated to their business than we do, which may lead them to price their products and services lower than we do. In addition, from time to time, companies enter and exit the markets in which we operate, thereby increasing competition at times when there are new entrants. For example, several large insurance companies have recently entered the market for individual health insurance products. We may lose business to competitors offering competitive products at lower prices, or for other reasons, which could materially adversely affect our results of operations and financial condition.

In certain markets, we compete with organizations that have a substantial market share. In addition, with regard to Assurant Health, organizations with sizable market share or provider-owned plans may be able to obtain favorable financial arrangements from health care providers that are not available to us. Without our own similar arrangements, we may not be able to compete effectively in such markets.

New competition could also cause the supply of insurance to change, which could affect our ability to price our products at attractive rates and thereby adversely affect our underwriting results. Although there are some impediments facing potential competitors who wish to enter the markets we serve, the entry of new competitors into our markets can occur, affording our customers significant flexibility in moving to other insurance providers.

The insurance industry is cyclical, which may impact our results.

The insurance industry is cyclical. Although no two cycles are the same, insurance industry cycles have typically lasted for periods ranging from two to six years. The segments of the insurance markets in which we operate tend not to be correlated to each other, with each segment having its own cyclicality. Periods of intense price competition due to excessive underwriting capacity, periods when shortages of underwriting capacity permit more favorable rate levels, consequent fluctuations in underwriting results and the occurrence of other losses characterize the conditions in these markets. Historically, insurers have experienced significant fluctuations in operating results due to volatile and sometimes unpredictable developments, many of which are beyond the direct control of the insurer, including competition, frequency of occurrence or severity of catastrophic events, levels of capacity, general economic conditions and other factors. This may cause a decline in revenue at times in the cycle if we choose not to reduce our product prices in order to maintain our market position, because of the adverse effect on profitability of such a price reduction. We can be expected therefore to experience the effects of such cyclicality and changes in customer expectations of appropriate premium levels, the frequency or severity of claims or other loss events or other factors affecting the insurance industry that generally could have a material adverse effect on our results of operations and financial condition.

The insurance and related businesses in which we operate may be subject to periodic negative publicity, which may negatively impact our financial results.

The nature of the market for the insurance and related products and services we provide is that we interface with and distribute our products and services ultimately to individual consumers. There may be a perception that these purchasers may be unsophisticated and in need of consumer protection. Accordingly, from time to time, consumer advocate groups or the media may focus attention on our products and services, thereby subjecting our industries to the possibility of periodic negative publicity. We may also be negatively impacted if another company in one of our industries or in a related industry engages in practices resulting in increased public attention to our businesses. Negative publicity may result in increased regulation and legislative scrutiny of industry practices as well as increased litigation, which may further increase our costs of doing business and adversely affect our profitability by impeding our ability to market our products and services, requiring us to change our products or services or increasing the regulatory burdens under which we operate.

We are subject to extensive governmental laws and regulations, which increase our costs and could restrict the conduct of our business.

Our operating subsidiaries are subject to extensive regulation and supervision in the jurisdictions in which they do business. Such regulation is generally designed to protect the interests of policyholders, as opposed to stockholders and other investors. To that end, the laws of the various states establish insurance departments with broad powers with respect to such things as:

- licensing companies to transact business;
- authorizing lines of business;
- mandating capital and surplus requirements;
- regulating underwriting limitations;
- imposing dividend limitations;
- regulating changes in control;
- licensing agents and distributors of insurance products;
- placing limitations on the minimum and maximum size of life insurance contracts;
- restricting companies ability to enter and exit markets;
- admitting statutory assets;

mandating certain insurance benefits;

restricting companies ability to terminate or cancel coverage;

requiring companies to provide certain types of coverage;

regulating premium rates, including the ability to increase premium rates;

approving policy forms;

regulating trade, marketing, sales and claims practices;

imposing privacy requirements;

establishing reserve requirements and solvency standards;

restricting certain transactions between affiliates;

regulating the content of disclosures to debtors in the credit insurance area;

regulating the type, amounts and valuation of investments;

mandating assessments or other surcharges for guaranty funds, high risk and reinsurance pools;

regulating market conduct and sales practices of insurers and agents; and

restricting contact with consumers, such as the recently created national do not call list, and imposing consumer protection measures.

Assurant Health is also required by some jurisdictions to provide coverage to persons who would not otherwise be considered eligible by insurers. Each of these jurisdictions dictates the types of insurance and the level of coverage that must be provided to such involuntary risks. Our share of these involuntary risks is mandatory and generally a function of our respective share of the voluntary market by line of insurance in each jurisdiction. Assurant Health is exposed to some risk of losses in connection with mandated participation in such schemes in those jurisdictions in which they are still effective. In addition, HIPAA imposed insurance reform provisions as well as requirements relating to the privacy of individuals. HIPAA requires certain guaranteed issuance and renewability of health insurance coverage for individuals and small groups (generally 50 or fewer employees) and limits exclusions based on pre-existing conditions. Most of the insurance reform provisions of HIPAA became effective for plan years beginning July 1, 1997. See also Costs of compliance with privacy laws could adversely affect our business and results of operations.

If regulatory requirements impede our ability to raise premium rates, utilize new policy forms or terminate, deny or cancel coverage in any of our businesses, our results of operations and financial condition could be materially adversely affected. The capacity for an insurance company s growth in premiums is in part a function of its statutory surplus. Maintaining appropriate levels of statutory surplus, as measured by statutory accounting practices and procedures, is considered important by insurance regulatory authorities and the private agencies that rate insurers claims-paying abilities and financial strength. Failure to maintain certain levels of statutory surplus could result in increased regulatory scrutiny and enforcement, action by regulatory authorities or a downgrade by rating agencies.

We may be unable to maintain all required licenses and approvals and our business may not fully comply with the wide variety of applicable laws and regulations or the relevant authority s interpretation of the laws and regulations. Also, some regulatory authorities have relatively broad discretion to grant, renew or revoke licenses and approvals. If we do not have the requisite licenses and approvals or do not comply with applicable regulatory requirements, the insurance regulatory authorities could preclude or temporarily suspend us from carrying on some or all of our activities or monetarily penalize us. That type of action could materially adversely affect our results of operations and financial condition. See Regulation.

Changes in regulation may reduce our profitability and limit our growth.

Legislation or other regulatory reform that increases the regulatory requirements imposed on us or that changes the way we are able to do business may significantly harm our business or results of operations in the future. For example, some states have imposed new time limits for the payment of uncontested covered claims and require health care and dental service plans to pay interest on uncontested claims not paid promptly within the required time period. Some states have also granted their insurance regulatory agencies additional authority to impose monetary penalties and other sanctions on health and dental plans engaging in certain unfair payment practices. If we were to be unable for any reason to comply with these requirements, it could

result in substantial costs to us and may materially adversely affect our results of operations and financial condition.

Legislative or regulatory changes that could significantly harm us and our subsidiaries include, but are not limited to:

- legislation that holds insurance companies or managed care companies liable for adverse consequences of medical or dental decisions;
- limitations on premium levels or the ability to raise premiums on existing policies;
- increases in minimum capital, reserves and other financial viability requirements;
- impositions of fines, taxes or other penalties for improper licensing, the failure to promptly pay claims, however defined, or other regulatory violations;
- increased licensing requirements;
- prohibitions or limitations on provider financial incentives and provider risk-sharing arrangements;
- imposition of more stringent standards of review of our coverage determinations;
- new benefit mandates;
- increased regulation relating to the use of associations, trusts and other out-of-state plans in the sale of health insurance;
- limitations on our ability to build appropriate provider networks and, as a result, manage health care and utilization due to any willing provider legislation, which requires us to take any provider willing to accept our reimbursement;
- limitations on the ability to manage health care and utilization due to direct access laws that allow insureds to seek services directly from specialty medical providers without referral by a primary care provider; and
- restriction of solicitation of pre-funded funeral insurance consumers by funeral board laws.

State legislatures regularly enact laws that alter and, in many cases, increase state authority to regulate insurance companies and insurance holding companies. Further, state insurance regulators regularly reinterpret existing laws and regulations and the National Association of Insurance Commissioners (NAIC) regularly undertakes regulatory projects, all of which can affect our operations. In recent years, the state insurance regulatory framework has come under increased federal scrutiny and some state legislatures have considered or enacted laws that may alter or increase state authority to regulate insurance companies and insurance holding companies. Further, the NAIC and state insurance regulators are re-examining existing laws and regulations, specifically focusing on modifications to holding company regulations, interpretations of existing laws and the development of new laws.

Although the U.S. federal government does not directly regulate the insurance business, changes in federal legislation and administrative policies in several areas, including changes in the Gramm-Leach-Bliley Act, financial services regulation and federal taxation, could significantly impact the insurance industry and us. Federal legislation and administrative policies in areas such as employee benefit plan regulation, financial services regulation and federal taxation can reduce our profitability. In addition, state legislatures and the U.S. Congress continue to focus on health care issues. The U.S. Congress is considering Patients Bill of Rights legislation, which, if adopted, would permit health plans to be sued in state court for coverage determinations and could fundamentally alter the treatment of coverage decisions under Employee Retirement Income Security Act of 1974, as amended (ERISA). There recently have been legislative attempts to limit ERISA s preemptive effect on state laws. For example, the U.S. Congress has, from time to time, considered legislation relating to changes in ERISA to permit application of state law remedies, such as consequential and punitive damages, in lawsuits for wrongful denial of benefits, which, if adopted, could increase our liability for damages in future litigation. Additionally, there have been attempts by the NAIC and several states to limit the use of discretionary clauses in policy forms. The elimination of discretionary clauses could increase our liability under our health insurance policies. New interpretations of existing laws and the passage of new legislation may harm our ability to sell new policies and increase our claims exposure on policies we issued previously.

A number of legislative proposals have been made at the federal level over the past several years that could impose added burdens on Assurant Health. These proposals would, among other things, mandate benefits with respect to certain diseases or medical procedures, require plans to offer an independent external review of certain coverage decisions and establish a national health insurance program. Any of these proposals, if implemented, could adversely affect our results of operations or financial condition. Federal changes in Medicare and Medicaid that reduce provider reimbursements could have negative implications for the private sector due to cost shifting. When the government reduces reimbursement rates for Medicare and Medicaid, providers often try to recover shortfalls by raising the prices charged to privately insured customers. State small employer group and individual health insurance market reforms to increase access and affordability could also reduce profitability by precluding us from appropriately pricing for risk in our individual and small employer group health insurance policies.

In addition, the U.S. Congress and some federal agencies from time to time investigate the current condition of insurance regulation in the United States to determine whether to impose federal regulation or to allow an optional federal incorporation, similar to banks. Bills have been introduced in the U.S. Congress from time to time that would provide for a federal scheme of chartering insurance companies or an optional federal charter for insurance companies. Meanwhile, the federal government has granted charters in years past to insurance-like organizations that are not subject to state insurance regulations, such as risk retention groups. See Regulation United States Federal Regulation Legislative Developments. Thus, it is hard to predict the likelihood of a federal chartering scheme and its impact on the industry or on us.

We cannot predict with certainty the effect any proposed or future legislation, regulations or NAIC initiatives may have on the conduct of our business. In addition, the insurance laws or regulations adopted or amended from time to time may be more restrictive or may result in materially higher costs than current requirements. See Regulation.

It is difficult to predict the effect of the current investigations in connection with insurance industry practices. See Our business is subject to risks related to litigation and regulatory actions.

Costs of compliance with privacy laws could adversely affect our business and results of operations.

The privacy of individuals has been the subject of recent state and federal legislation. State privacy laws, particularly those with opt-in clauses, can affect the pre-funded funeral insurance business. These laws make it harder to share information for marketing purposes, such as generating new sales leads. Similarly, the recently created do not call list would restrict our ability to contact customers and, in Assurant Solutions, has lowered our expectations for growth in our direct-marketed consumer credit insurance products in the United States.

HIPAA and the implementing regulations that have thus far been adopted impose new obligations for issuers of health and dental insurance coverage and health and dental benefit plan sponsors. HIPAA also establishes new requirements for maintaining the confidentiality and security of individually identifiable health information and new standards for electronic health care transactions. The Department of Health and Human Services promulgated final HIPAA regulations in 2002. The privacy regulations required compliance by April 2003, the electronic transactions regulations by October 2003 and the security regulations by April 2005. As have other entities in the health care industry, we have incurred substantial costs in meeting the requirements of these HIPAA regulations and expect to continue to incur costs to achieve and to maintain compliance. However, there can be no assurances that we will achieve such compliance with all of the required transactions or that other entities with which we interact will take appropriate action to meet the compliance deadlines. Moreover, as a consequence of these new standards for electronic transactions, we may see an increase in the number of health care transactions that are submitted to us in paper format, which could increase our costs to process medical claims.

HIPAA is far-reaching and complex and proper interpretation and practice under the law continue to evolve. Consequently, our efforts to measure, monitor and adjust our business practices to comply with HIPAA are ongoing. Failure to comply could result in regulatory fines and civil lawsuits. Knowing and intentional violations of these rules may also result in federal criminal penalties.

In addition, the Gramm-Leach-Bliley Act requires that we deliver a notice regarding our privacy policy both at the delivery of the insurance policy and annually thereafter. Certain exceptions are allowed for sharing of information under joint marketing agreements. However, certain state laws may require individuals to opt in to information sharing instead of being immediately included. This could significantly increase costs of doing business. Additionally, when final U.S. Treasury Department regulations are promulgated in connection with the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (USA PATRIOT Act), we will likely have to expend additional resources to tailor our existing anti-fraud efforts to the new rules.

Risks Related to Our Relationship with Fortis

Fortis will continue to have representation on our board of directors and influence our affairs for as long as it remains a significant stockholder.

After the completion of this offering, Fortis will own 22,999,130 shares, or approximately 16%, of our outstanding common stock. We have entered into a shareholders agreement with Fortis pursuant to which Fortis has the right to nominate designees to our board of directors and, subject to limited exceptions, our board of directors will nominate those designees as follows: (i) so long as Fortis owns less than 50% but at least 10% of our outstanding shares of common stock, two designees (out of a maximum of 12 directors); and (ii) so long as Fortis owns less than 10% but at least 5% of our outstanding shares of common stock, one designee. Currently, Fortis has two designees on our board of directors. However, we have agreed with Fortis to terminate the shareholders agreement effective upon the closing of this offering, at which time other corporate governance arrangements will come into effect. These arrangements include that, if at any time while there are no vacancies on our 12-member board of directors, our board of directors, or a committee thereof, adopts a resolution (i) recommending to our shareholders that a particular candidate be elected to our board of directors to replace one of the Fortis designees or (ii) appointing to our board of directors a new member, then Fortis will cause one of the Fortis designees to resign from our board of directors promptly following the adoption of such resolution. In addition, if at any time Fortis ceases to own more than 5% of our outstanding common stock, Fortis will promptly cause any remaining Fortis designees to resign from our board of directors.

See Certain Relationships and Related Transactions for additional information on related party transactions between our Company and Fortis.

In addition, our certificate of incorporation provides that for so long as Fortis continues to own less than 50% but at least 10% of our outstanding shares of common stock, our board of directors will consist of no more than 12 directors (including at least seven independent directors).

Pursuant to our shareholders agreement with Fortis, Fortis has the right to nominate two designees to our board of directors (out of a maximum of 12 directors), and the shareholders agreement and our by-laws provide that, subject to limited exceptions, our board of directors will nominate those designees. However, we have agreed with Fortis to terminate the shareholders agreement effective upon the closing of this offering, at which time other corporate governance arrangements will come into effect. See Certain Relationships and Related Transactions Corporate Governance Arrangements.

Fortis sale of the exchangeable bonds concurrently with the closing of this offering will not affect Fortis board rights unless the exchangeable bonds are exchanged for shares of our common stock. The exchangeable bonds and the 22,999,130 shares of Assurant common stock into which they are exchangeable have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

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Because Fortis will continue to have a significant ownership interest in our company, conflicts of interest between Fortis and us could be resolved in a manner unfavorable to us.

Various conflicts of interest between Fortis and us could arise which may be resolved in a manner that is unfavorable to us, including, but not limited to, the following areas:

Stock Ownership. Our shareholders agreement provides that for as long as Fortis owns at least 10% of our outstanding shares of common stock, the following actions may only be taken with the approval of Fortis, as stockholder:

- any recapitalization, reclassification, spin-off or combination of any of our securities or any of those of our principal subsidiaries; or
- any liquidation, dissolution, winding up or commencement of voluntary bankruptcy, insolvency, liquidation or similar proceedings with respect to us or our subsidiaries.

However, under our new corporate governance arrangements with Fortis, which will become effective upon the closing of this offering, we will no longer be required to obtain Fortis approval for such corporate actions, and Fortis will agree to vote its shares of our common stock in favor of any such corporate action if, at any time while at least one Fortis designee remains on our board of directors, our board of directors, including any Fortis designee, votes in favor of such corporate action. For more information regarding these matters, see Certain Relationships and Related Transactions.

The exchangeable bonds and the shares of Assurant common stock into which they are exchangeable have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Cross-Directorships. Michel Baise and Gilbert Mittler are directors of our Company who are also currently directors and/or officers of Fortis or the Fortis Group. Service as both a director of our Company and as a director or officer of Fortis or the Fortis Group or ownership interests of directors or officers of our Company in the stock of Fortis Group could create or appear to create potential conflicts of interest when directors and officers are faced with decisions that could have different implications for the two companies. Our directors who are also directors or officers of Fortis or the Fortis Group will have obligations to both companies and may have conflicts of interest with respect to matters potentially or actually involving or affecting us. For example, these decisions could relate to:

- disagreement over the desirability of a potential acquisition or disposition opportunity; or
- corporate finance decisions.

Allocation of Business Opportunities. Although we do not expect the Fortis Group to compete with us in the near term, there may be business opportunities that are suitable for both the Fortis Group and us. Fortis designees may direct such opportunities to Fortis and we may have no recourse against the Fortis designees, Fortis or the Fortis Group. We have no formal mechanisms for allocating business opportunities.

Because Fortis Bank operates U.S. branch offices, we are subject to regulation and oversight by the Federal Reserve Board under the U.S. Bank Holding Company Act (BHCA).

Fortis Bank S.A./ N.V. (Fortis Bank), which is a company in the Fortis Group, obtained approval in 2002 from state banking authorities and the Board of Governors of the Federal Reserve System (Federal Reserve) to establish branch offices in Connecticut and New York. By virtue of the opening of these offices, the Fortis Group s operations and investments (including the Fortis Group s investment in us) became subject to the nonbanking prohibitions of Section 4 of the BHCA. Except to the extent that a BHCA exemption or authority is available, Section 4 of the BHCA does not permit foreign banking organizations with U.S. branches to own more than 5% of any class of voting shares or otherwise to control any company that conducts commercial activities, such as manufacturing, distribution of goods or real estate development.

To broaden the scope of activities and investments permissible for the Fortis Group and us, the Fortis Group in 2002 notified the Federal Reserve of its election to be a financial holding company for purposes of the BHCA and the Federal Reserve s implementing regulations in Regulation Y. As a financial holding company, the Fortis Group may own shares of companies engaged in activities in the United States that are financial in nature, incidental to such financial activity or complementary to a financial activity. Activities that are financial in nature include, among other things:

- insuring, guaranteeing or indemnifying against loss, harm, damage, illness, disability or death, or providing and issuing annuities; and

- acting as principal, agent or broker for purposes of the foregoing.

In connection with Fortis Bank s establishment of U.S. branches, staff of the Federal Reserve inquired as to whether certain of our activities are financial in nature under Section 4(k) of the BHCA. In light of the Fortis Group s contemplated divestiture of our shares, this inquiry was suspended at the Fortis Group s and our request. To the extent that any of our activities might be deemed not to be financial in nature under Section 4(k), the Fortis Group may rely on an exemption in Section 4(a)(2) of the BHCA that permits the Fortis Group to continue to hold interests in companies engaged in activities that are not financial in nature for an initial period of two years and, with Federal Reserve approval for each extension, for up to three additional one-year periods. The Federal Reserve also has the discretion to permit the Fortis Group to hold such interests after the five-year period under certain provisions other than Section 4(a)(2). The initial two-year period under Section 4(a)(2) expired on December 2, 2004. The Fortis Group has requested an initial one-year extension of the divestiture period.

If the Federal Reserve does not grant an extension of the exemption period for any one-year period or if Fortis holds more than 5% of any class of our voting shares after December 2, 2007, without the consent or acquiescence of the Federal Reserve, and the Federal Reserve determined that certain of our activities are nonfinancial, the Fortis Group may be required (i) to rely on another provision of the BHCA, (ii) to close the U.S. branches of Fortis Bank, or (iii) to divest any of our shares exceeding 5% of any class of our voting shares and to divest any control over us for purposes of the BHCA.

The Fortis Group will continue to qualify as a financial holding company so long as Fortis Bank remains well capitalized and well managed, as those terms are defined in Regulation Y. Generally, Fortis Bank will be considered well capitalized if it maintains tier 1 and total risk-based capital ratios of at least 6% and 10%, respectively. The Fortis Group will be considered well managed if it has received at least a satisfactory composite rating of its U.S. branch operations at its most recent examination. If the Fortis Group lost and were unable to regain its financial holding company status, the Fortis Group could be required (i) to close the U.S. branches of Fortis Bank or (ii) to divest any of our shares exceeding 5% of any class of our voting securities and to divest any control over us for purposes of the BHCA.

In addition, the Federal Reserve has jurisdiction under the BHCA over all of the Fortis Group s direct and indirect U.S. subsidiaries. We and our subsidiaries will be considered subsidiaries of the Fortis Group for purposes of the BHCA so long as the Fortis Group owns 25% or more of any class of our voting shares or otherwise controls or has been determined to have a controlling influence over us within the meaning of the BHCA. The Federal Reserve could take the position that the Fortis Group continues to control us until the Fortis Group reduces its ownership to less than 5% of our voting shares. So long as the Fortis Group controls us for purposes of the BHCA, the Federal Reserve could require us immediately to discontinue, restructure or divest any of our operations that are deemed to be impermissible under the BHCA, which could result in reduced revenues, increased costs or reduced profitability for us.

Risks Related to Our Common Stock and This Offering

Applicable laws and our certificate of incorporation and by-laws may discourage takeovers and business combinations that our stockholders might consider in their best interests.

State laws and our certificate of incorporation and by-laws may delay, defer, prevent or render more difficult a takeover attempt that our stockholders might consider in their best interests. For instance, they may prevent our stockholders from receiving the benefit from any premium to the market price of our common stock offered by a bidder in a takeover context. Even in the absence of a takeover attempt, the existence of these provisions may adversely affect the prevailing market price of our common stock if they are viewed as discouraging takeover attempts in the future.

State laws and our certificate of incorporation and by-laws may also make it difficult for stockholders to replace or remove our directors. These provisions may facilitate directors entrenchment which may delay, defer or prevent a change in our control, which may not be in the best interests of our stockholders.

The following provisions in our certificate of incorporation and by-laws have anti-takeover effects and may delay, defer or prevent a takeover attempt that our stockholders might consider in their best interests. In particular, our certificate of incorporation and by-laws:

- permit our board of directors to issue one or more series of preferred stock;
- divide our board of directors into three classes;
- limit the ability of stockholders to remove directors;
- except for Fortis, prohibit stockholders from filling vacancies on our board of directors;
- prohibit stockholders from calling special meetings of stockholders and from taking action by written consent;
- impose advance notice requirements for stockholder proposals and nominations of directors to be considered at stockholder meetings;
- subject to limited exceptions, require the approval of at least two-thirds of the voting power of our outstanding capital stock entitled to vote on the matter to approve mergers and consolidations or the sale of all or substantially all of our assets; and
- require the approval by the holders of at least two-thirds of the voting power of our outstanding capital stock entitled to vote on the matter for the stockholders to amend the provisions of our by-laws and certificate of incorporation described in the second through seventh bullet points above and this supermajority provision.

In addition, Section 203 of the General Corporation Law of the State of Delaware may limit the ability of an interested stockholder to engage in business combinations with us. An interested stockholder is defined to include persons owning 15% or more of our outstanding voting stock. See Description of Share Capital for additional information on the anti-takeover measures applicable to us.

Applicable insurance laws may make it difficult to effect a change of control of our Company.

Before a person can acquire control of a U.S. insurance company, prior written approval must be obtained from the insurance commissioner of the state where the domestic insurer is domiciled. Generally, state statutes provide that control over a domestic insurer is presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, 10% or more of the voting securities of the domestic insurer. However, the State of Florida, in which certain of our insurance subsidiaries are domiciled, defines control as 5% or more. Because a person acquiring 5% or more of our common stock would indirectly control the same percentage of the stock of our Florida subsidiaries, the insurance change of control laws of Florida would apply to such transaction and at 10%, the laws of many other states would likely apply to such a transaction. Prior to granting approval of an application to acquire control of a domestic insurer, a state insurance commissioner will typically consider such factors as the financial strength of the applicant, the integrity of the applicant s board of directors and executive officers, the applicant s plans for the future operations of the domestic insurer and any anti-competitive results that may arise from the consummation of the acquisition of control.

Our stock and the stocks of other companies in the insurance industry are subject to stock price and trading volume volatility.

From time to time, the stock price and the number of shares traded of companies in the insurance industry experience periods of significant volatility. Company-specific issues and developments generally in the insurance industry and in the regulatory environment may cause this volatility. Our stock price may fluctuate in response to a number of events and factors, including:

- quarterly variations in operating results;
- natural disasters and terrorist attacks;

- changes in financial estimates and recommendations by securities analysts;
- operating and stock price performance of other companies that investors may deem comparable;
- press releases or publicity relating to us or our competitors or relating to trends in our markets;
- regulatory changes;
- sales of stock by insiders; and
- changes in our financial strength ratings.

You may be unable to resell your shares of our common stock at or above the public offering price.

In addition, broad market and industry fluctuations may adversely affect the trading price of our common stock, regardless of our actual operating performance.

Sales of a substantial number of shares of our common stock following this offering may adversely affect the market price of our common stock and the issuance of additional shares of common stock will dilute all other stockholdings.

Sales of a substantial number of shares of our common stock in the public market or otherwise following this offering and short sales of a substantial number of shares of our common stock by purchasers of exchangeable bonds being sold by Fortis concurrently with the closing of this offering, or the perception that such sales could occur, could adversely affect the market price of our common stock. After completion of this offering, Fortis will own 22,999,130 shares, or approximately 16%, of our common stock. Fortis is selling exchangeable bonds concurrently with the closing of this offering. The bonds are mandatorily exchangeable into 22,999,130 shares of our common stock, or the cash value thereof, three years from issuance, although the date could be accelerated in some cases. Fortis will have the option to exchange the bonds into cash equivalent to the value of the shares which would be delivered at maturity. If the shares are delivered at maturity, such shares distributed by Fortis will be freely transferable. The exchangeable bonds and the shares of Assurant common stock into which they are exchangeable have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

After completion of this offering, there will be approximately 139,766,177 shares of our common stock outstanding. Of our outstanding shares, the shares of common stock sold in this offering will be freely tradable in the public market, except for any shares sold to our affiliates, as that term is defined in Rule 144 under the Securities Act which shares will be subject to 90-day lock-up agreements and certain National Association of Securities Dealers, Inc. (NASD) restrictions. In addition, our certificate of incorporation permits the issuance of up to 800,000,000 shares of common stock. After this offering, we will have an aggregate of approximately 657,731,894 shares of our common stock authorized but unissued. Thus, we have the ability to issue substantial amounts of common stock in the future, which would dilute the percentage ownership held by the investors who purchase shares of our common stock in this offering. See Shares Eligible for Future Sale for further information regarding circumstances under which additional shares of our common stock may be sold.

We, each of our directors and senior officers and Fortis have agreed, with limited exceptions, that we and they will not, without the prior written consent of Morgan Stanley & Co. Incorporated on behalf of the underwriters, during the period ending 90 days after the date of this prospectus, among other things, directly or indirectly, offer to sell, sell or otherwise dispose of any of shares of our common stock or file a registration statement with the Securities and Exchange Commission (SEC) relating to the offering of any shares of our common stock. However, in the event that either (1) during the last 17 days of the 90-day restricted period, we issue an earnings release or material news or a material event relating to us occurs or (2) prior to the expiration of the 90-day restricted period, we announce that we will release earnings results during the 16-day period beginning on the last day of the 90-day period, the lock-up restrictions, subject to certain exceptions, will continue to apply until the expiration of the 18-day period beginning on the earnings release or the occurrence of the material news or material event.

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FORWARD-LOOKING STATEMENTS

Some of the statements under Prospectus Summary, Risk Factors, Management s Discussion and Analysis of Financial Condition and Results of Operations, Business and elsewhere in this prospectus may contain forward-looking statements which reflect our current views with respect to, among other things, future events and financial performance. You can identify these forward-looking statements by the use of forward-looking words such as outlook, believes, expects, potential, continues, may, will, should, seeks, approximately, pre estimates, anticipates or the negative version of those words or other comparable words. Any forward-looking statements contained in this prospectus are based upon our historical performance and on current plans, estimates and expectations. The inclusion of this forward-looking information should not be regarded as a representation by us, the underwriters or any other person that the future plans, estimates or expectations contemplated by us will be achieved. Such forward-looking statements are subject to various risks and uncertainties. Accordingly, there are or will be important factors that could cause our actual results to differ materially from those indicated in these statements. We believe that these factors include but are not limited to those described under Risk Factors. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this prospectus. We undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may vary materially from what we projected. Any forward-looking statements you read in this prospectus reflect our current views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to our operations, results of operations, financial condition, growth strategy and liquidity. You should specifically consider the factors identified in this prospectus that could cause actual results to differ before making an investment decision.

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USE OF PROCEEDS

We will not receive any of the proceeds from the sale of shares of our common stock by the selling stockholder. The selling stockholder will receive all net proceeds from the sale of the shares of our common stock in this offering.

PRICE RANGE OF COMMON STOCK

Our common stock is listed on the New York Stock Exchange under the symbol AIZ . The following table sets forth the high and low intraday sales prices per share of our common stock as reported by the New York Stock Exchange since our initial public offering in February 2004 for the periods indicated.

	High	Low
Year ended December 31, 2004		
First Quarter (from February 5, 2004)	$26.19	$23.09
Second Quarter	26.59	23.48
Third Quarter	27.03	23.86
Fourth Quarter	31.29	24.92
Year ended December 31, 2005		
First Quarter (through January 20, 2005)	31.10	29.70

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DIVIDEND POLICY

We paid dividends of $0.07 per share of common stock on June 8, 2004, September 7, 2004 and December 7, 2004. Any determination to pay future dividends will be at the discretion of our board of directors and will be dependent upon:

- our subsidiaries payment of dividends and/or other statutorily permissible payments to us;
- our results of operations and cash flows;
- our financial position and capital requirements;
- general business conditions;
- any legal, tax, regulatory and contractual restrictions on the payment of dividends; and
- any other factors our board of directors deems relevant.

We are a holding company and, therefore, our ability to pay dividends, service our debt and meet our other obligations depends primarily on the ability of our insurance subsidiaries to pay dividends and make other statutorily permissible payments to us. Our insurance subsidiaries are subject to significant regulatory and contractual restrictions limiting their ability to declare and pay dividends. See Risk Factors Risks Relating to Our Company The inability of our subsidiaries to pay dividends to us in sufficient amounts could harm our ability to meet our obligations and pay future stockholder dividends. For the calendar year 2004, the maximum amount of dividends that our subsidiaries could pay to us under applicable laws and regulations without prior regulatory approval is approximately $302 million. Dividends paid by our subsidiaries totaled $244 million through September 30, 2004.

We may seek approval of regulators to pay dividends in excess of any amounts that would be permitted without such approval. However, there can be no assurance that we would seek such approval or would obtain such approval.

In addition, payments of dividends on the shares of common stock are subject to the preferential rights of preferred stock that our board of directors may create from time to time. For more information regarding restrictions on the payment of dividends by us and our insurance subsidiaries, including pursuant to the terms of our revolving credit facilities, see Regulation United States State Regulation Insurance Regulation Concerning Dividends and Statutory Accounting Practices (SAP), Description of Share Capital and Description of Indebtedness.

In addition, our $500 million senior revolving credit facility restricts payments of dividends in the event that an event of default under the facility has occurred or a proposed dividend payment would cause an event of default under the facility.

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CAPITALIZATION

The following table sets forth our consolidated capitalization as of September 30, 2004.

You should read this table in conjunction with Selected Consolidated Financial Information and Management s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and related notes that are included elsewhere in this prospectus.

	As of September 30, 2004 (in thousands, except per share data)
Cash and cash equivalents	$ 692,373
Debt Outstanding:	
Long-term senior debt	971,593
Mandatorily redeemable preferred stock, par value $1.00 per share, (200,000,000 shares authorized and 24,160 outstanding)	24,160
Stockholders Equity:	
Common stock, par value $0.01 per share (800,000,000 shares authorized, 142,268,106 shares issued, 140,821,350 shares outstanding)(1)	1,423
Additional paid-in capital	2,790,440
Retained earnings	493,266
Unamortized restricted stock compensation (59,430 shares)	(708)
Accumulated other comprehensive income	306,665
Treasury stock, at cost (1,387,326 shares)	(36,035)
Total stockholders equity	3,555,051
Total Capitalization	$4,550,804

(1) Our shares outstanding represent our shares issued less our treasury shares and less 59,430 shares of restricted stock distributed to our officers that have not yet vested.

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SELECTED CONSOLIDATED FINANCIAL INFORMATION

The following table sets forth our selected historical consolidated financial information for the periods ended and as of the dates indicated.

The selected consolidated statement of operations data for each of the three years in the period ended December 31, 2003 are derived from the audited consolidated financial statements of Assurant, Inc. and its consolidated subsidiaries included elsewhere in this prospectus, which have been prepared in accordance with GAAP. The selected consolidated statement of operations data for the nine months ended September 30, 2004 and September 30, 2003 and the selected consolidated balance sheet data at September 30, 2004 and September 30, 2003 are derived from the unaudited interim financial statements of Assurant, Inc. and its consolidated subsidiaries included elsewhere in this prospectus. The unaudited interim financial statements have been prepared on the same basis as the audited consolidated financial statements of Assurant, Inc. and in our opinion, include all adjustments consisting only of normal recurring adjustments, that we consider necessary for a fair statement of our results of operations and financial condition for these periods and as of such dates. These historical results are not necessarily indicative of expected results for any future period. The results for the nine months ended September 30, 2004 are not necessarily indicative of results to be expected for the full year. You should read the following selected consolidated financial information together with the other information contained in this prospectus, including Management s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and related notes included elsewhere in this prospectus.

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	At September 30,		At December 31,				
	2004	2003	2003	2002	2001	2000	1999
	(in thousands, except share amounts and per share data)						
Selected Consolidated Statement of Operations Data:							
Revenues							
Net earned premiums and other considerations	$ 4,844,259	$ 4,533,503	$ 6,156,772	$ 5,681,596	$ 5,242,185	$ 5,144,375	$ 4,508,795
Net investment income	471,486	456,608	607,313	631,828	711,782	690,732	590,487
Net realized gain (loss) on investments	22,447	14,808	1,868	(118,372)	(119,016)	(44,977)	13,616
Amortization of deferred gain on disposal of businesses	43,298	52,235	68,277	79,801	68,296	10,284	
Gain on disposal of businesses				10,672	61,688	11,994	
Fees and other income	154,511	172,764	231,983	246,675	221,939	399,571	357,878
Total revenues	5,536,001	5,229,918	7,066,213	6,532,200	6,186,874	6,211,979	5,470,776
Benefits, losses and expenses							
Policyholder benefits	2,888,948	2,656,325	3,657,763	3,435,175	3,240,091	3,208,054	3,061,488
Amortization of deferred acquisition costs and value of businesses acquired	651,178	640,642	863,647	732,010	648,918	486,284	576,978
Underwriting, general and administrative expenses	1,547,317	1,451,348	1,965,491	1,876,222	1,846,550	2,081,816	1,566,833
Amortization of goodwill					113,300	106,773	57,717
Interest expense	41,104		1,175		14,001	24,726	39,893
Loss on disposal of business	9,232						
Distributions on mandatorily redeemable preferred securities	2,163	87,854	112,958	118,396	118,370	110,142	53,824
Interest premiums on redemption of preferred securities			205,822				
Total benefits, losses and expenses	5,139,942	4,836,169	6,806,856	6,161,803	5,981,230	6,017,795	5,356,733
Income before income taxes and cumulative effect of change in accounting principle	396,059	393,749	259,357	370,397	205,644	194,184	114,043
Income taxes	131,627	130,464	73,705	110,657	107,591	104,500	57,657
Net Income							
Net income before cumulative effect of change in accounting	264,432	263,285	185,652	259,740	98,053	89,684	56,386

principle							
Cumulative effect of change in accounting principle(1)				(1,260,939)			
Net income (loss)	$ 264,432	$ 263,285	$ 185,652	$ (1,001,199)	$ 98,053	$ 89,684	$ 56,386
Per Share Data:							
Basic and dilutive net income per share before cumulative effect of change in accounting principle	$ 1.92	$ 2.41	$ 1.70	$ 2.38	$ 0.90	$ 0.85	$ 0.85
Basic and dilutive net income (loss) per share	$ 1.92	$ 2.41	$ 1.70	$ (9.17)	$ 0.90	$ 0.85	$ 0.85
Weighted average of basic shares of common stock outstanding	137,818,397	109,222,276	109,222,276	109,222,276	109,222,276	104,915,373	66,122,451
Dividends per share:							
Common Stock	$ 0.14	$ 1.66	$ 1.66	$ 0.38	$ 1.00	$ 0.20	$

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	At September 30,		At December 31,				
	2004	2003	2003	2002	2001	2000	1999
	(in thousands, except share amounts and per share data)						
Selected Consolidated Balance Sheet Data:							
Cash and cash equivalents and investments	$12,126,576	$11,155,385	$11,881,802	$10,694,772	$10,319,117	$10,750,554	$10,110,136
Total assets	23,619,537	22,853,763	23,707,977	22,257,699	24,431,412	24,095,760	22,215,111
Policy liabilities(2)	13,192,085	12,780,855	12,881,796	12,388,623	12,064,643	11,534,891	10,336,265
Debt	971,593		1,750,000			238,983	1,007,243
Mandatorily redeemable preferred securities		1,446,074	196,224	1,446,074	1,446,074	1,449,738	899,850
Mandatorily redeemable preferred stock	24,160	24,160	24,160	24,660	25,160	25,160	22,160
Total stockholders equity	3,555,051	2,753,223	2,632,103	2,555,059	3,452,405	3,367,713	3,164,297
Per Share Data:							
Total book value per share(3)	$ 25.25	$ 25.21	$ 24.10	$ 23.39	$ 31.61	$ 30.83	$ 37.95

(1) On January 1, 2002 we adopted FAS 142. As a result, we recognized a non-cash goodwill impairment charge of $1,261 million. See Management s Discussion and Analysis of Financial Condition and Results of Operation Significant Accounting Standard Affecting Our Business.

(2) Policy liabilities include future policy benefits and expenses, unearned premiums and claims and benefits payable.

(3) Total stockholders equity divided by the basic shares of common stock outstanding. At September 30, 2004 and 2003, there were 140,821,350 and 109,222,276 shares of common stock outstanding, respectively. At December 31, 2003, 2002, 2001 and 2000, there were 109,222,276 shares of common stock outstanding. At December 31, 1999 there were 83,380,858 shares of common stock outstanding.

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MANAGEMENT S DISCUSSION AND ANALYSIS

OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and accompanying notes which appear elsewhere in this prospectus. It contains forward-looking statements that involve risks and uncertainties. Please see Forward-Looking Statements for more information. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those discussed below and elsewhere in this prospectus, particularly under the headings Risk Factors and Forward-Looking Statements.

General

We pursue a differentiated strategy of building leading positions in specialized market segments for insurance products and related services in North America and selected other markets. We provide:

- creditor-placed homeowners insurance;
- manufactured housing homeowners insurance;
- debt protection administration;
- credit insurance;
- warranties and extended service contracts;
- individual health and small employer group health insurance;
- group dental insurance;
- group disability insurance;
- group life insurance; and
- pre-funded funeral insurance.

The markets we target are generally complex, have a relatively limited number of competitors and, we believe, offer attractive profit opportunities.

We report our results through five segments: Assurant Solutions, Assurant Health, Assurant Employee Benefits, Assurant PreNeed and Corporate and Other. The Corporate and Other segment includes activities of the holding company, financing expenses, realized gains (losses) on investments, interest income earned from short-term investments held and, prior to 2004, interest income from excess surplus of insurance subsidiaries not allocated to other segments. The Corporate and Other segment also includes (i) the results of operations of FFG, a division we sold on April 2, 2001, and (ii) long-term care (LTC) operations, which we sold on March 1, 2000, for the periods prior to their disposition, and amortization of deferred gains associated with the portions of the sales of FFG and LTC sold through reinsurance agreements as described below.

Critical Factors Affecting Results

Our profitability depends on the adequacy of our product pricing, underwriting and the accuracy of our methodology for the establishment of reserves for future policyholder benefits and claims, returns on invested assets and our ability to manage our expenses. As such, factors affecting these items may have a material adverse effect on our results of operations or financial condition.

Revenues

We derive our revenues primarily from the sale of our insurance policies and, to a lesser extent, fee income by providing administrative services to certain clients. Sales of insurance policies are recognized in revenue as earned premiums while sales of administrative services are recognized as fee income. In late 2000, the majority of our domestic credit insurance clients began a transition from the purchase of our credit insurance products from which we earned premium revenue to debt protection administration programs, from which we earn fee income. Debt protection administration programs include services for non-insurance products that cancel or defer the required monthly payment on outstanding loans when covered events occur.

Our premium and fee income is supplemented by income earned from our investment portfolio. We recognize revenue from interest payments, dividends and sales of investments. Our investment portfolio is currently primarily invested in fixed maturity securities. Both investment income and realized capital gains on these investments can be significantly impacted by changes in interest rates.

Interest rate volatility can reduce unrealized gains or create unrealized losses in our portfolios. Interest rates are highly sensitive to many factors, including governmental monetary policies, domestic and international economic and political conditions and other factors beyond our control. Fluctuations in interest rates affect our returns on, and the market value of, fixed maturity and short-term investments.

The fair market value of the fixed maturity securities in our portfolio and the investment income from these securities fluctuate depending on general economic and market conditions. The fair market value generally increases or decreases in an inverse relationship with fluctuations in interest rates, while net investment income realized by us from future investments in fixed maturity securities will generally increase or decrease with interest rates. In addition, actual net investment income and/or cash flows from investments that carry prepayment risk, such as mortgage-backed and other asset-backed securities, may differ from those anticipated at the time of investment as a result of interest rate fluctuations. In periods of declining interest rates, mortgage prepayments generally increase and mortgage-backed securities, commercial mortgage obligations and bonds in our investment portfolio are more likely to be prepaid or redeemed as borrowers seek to borrow at lower interest rates, and we may be required to reinvest those funds in lower interest-bearing investments.

In addition, Assurant PreNeed generally writes whole life insurance policies with increasing death benefits and obtains much of its profits through interest rate spreads. Interest rate spreads refer to the difference between the death benefit growth rates on pre-funded funeral insurance policies and the investment returns generated on the assets we hold related to those policies. As of September 30, 2004, approximately 83% of Assurant PreNeed s in force insurance policy reserves related to policies that provide for death benefit growth, some of which provide for minimum death benefit growth pegged to changes in the Consumer Price Index. In extended periods of declining interest rates or high inflation, there may be compression in the spread between Assurant PreNeed s death benefit growth rates and its investment earnings or a negative spread. As a result, declining interest rates or high inflation rates may have a material adverse effect on our results of operations and our overall financial condition.

Expenses

Our expenses primarily consist of policyholder benefits, underwriting, general and administrative expenses, and distributions on preferred securities.

Selling, underwriting and general expenses consist primarily of commissions, premium taxes, licenses, fees, amortization of deferred acquisition costs (DAC) and value of businesses acquired (VOBA) and general operating expenses. For a description of DAC and VOBA, see Notes 2, 18 and 19 of the Notes to Consolidated Financial Statements included elsewhere in this prospectus.

Our profitability depends in large part on accurately predicting benefits, claims and other costs, including medical and dental costs. It also depends on our ability to manage future benefit and other costs through product design, underwriting criteria, utilization review or claims management and, in health and dental insurance, negotiation of favorable provider contracts. Changes in the composition of the kinds of work available in the economy, market conditions and numerous other factors may also materially adversely affect our ability to manage claim costs. As a result of one or more of these factors or other factors, claims could substantially exceed our expectations, which could have a material adverse effect on our business, results of operations and financial condition.

In 2004, we granted approximately 3.9 million stock appreciation rights to our employees. For every dollar by which our stock price exceeds $22.00, we will recognize an expense of approximately $3 million.

At December 31, 2003, and September 30, 2004, we had $1,970 million and $996 million of debt and preferred stock, respectively. This has had an impact on our annual interest and dividend costs.

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We will need to comply with certification requirements under Section 404 of the Sarbanes Oxley Act as of December 31, 2005, and we expect to incur increased expenses to comply with these requirements.

Regulation

Legislation or other regulatory reform that increases the regulatory requirements imposed on us or that changes the way we are able to do business may significantly harm our business or results of operations in the future. For example, some states have imposed new time limits for the payment of uncontested covered claims and require health care and dental service plans to pay interest on uncontested claims not paid promptly within the required time period. Some states have also granted their insurance regulatory agencies additional authority to impose monetary penalties and other sanctions on health and dental plans engaging in certain unfair payment practices. If we were to be unable for any reason to comply with these requirements, it could result in substantial costs to us and may materially adversely affect our results of operations and financial condition. In addition, in some of our businesses, such as individual medical products, our revenues and net income will be affected by our ability to get regulatory approval for rate increases. Where rate increases are unacceptable to us, we could withdraw from a state but may for a limited period of time be required to participate in state sponsored risk pools for our former insureds who cannot get replacement policies.

For other factors affecting our results of operations or financial condition, see Risk Factors.

Acquisitions and Dispositions of Businesses

Our results of operations were affected by the following acquisitions and dispositions, including:

On October 25, 2004, we sold the assets of our Dominion Automobile Association business. We recorded a pre-tax gain on the sale of $1.0 million in the fourth quarter of 2004, which will be reflected in Assurant Solutions.

On July 1, 2004, we acquired Monumental Life Insurance Company of Puerto Rico. Total revenues of $0.6 million and after-tax loss of $0.3 million were generated by these operations for the three months ended September 30, 2004.

On May 3, 2004, we sold the assets of our WorkAbility division of CORE, Inc. (CORE). We recorded a pre-tax loss on the sale of $9.2 million, which was included in the Corporate and Other segment.

On October 10, 2002, we sold the Peer Review and Analysis division (PRA) of CORE to MCMC, LLC, an independent provider of medical analysis services. No gain or loss was recognized on the sale of PRA.

On June 28, 2002, we sold our 50% ownership in Neighborhood Health Partnership (NHP) to NHP Holding LLC. We recorded pre-tax gains on sale of $11 million, which was included in the Corporate and Other segment.

On December 31, 2001, we acquired Protective Life Corporation s Dental Benefits Division (DBD), including the acquisition through reinsurance of Protective s indemnity dental, life and disability business and its prepaid dental subsidiaries. Total revenues of $305 million and income after tax of $15 million were generated by the DBD operations for the year ended December 31, 2002. DBD is included in Assurant Employee Benefits.

On July 12, 2001, we acquired CORE, a national provider of employee absence management services. Total revenues of $31 million and income after tax of $0.2 million were generated by the CORE operations from July 12, 2001 through December 31, 2001, as compared to total revenues of $66 million and income after tax of $3 million in 2002. CORE is included in Assurant Employee Benefits.

On April 2, 2001, we sold our FFG division to The Hartford primarily through a reinsurance arrangement. Total revenues of $146 million and income after tax of $8 million were generated by the FFG division for the three months ended March 31, 2001, compared to total revenues of $669 million and income after tax of $65 million during 2000. FFG included certain individual life insurance policies, investment-type annuity contracts and mutual fund operations. The sale of the mutual fund operations resulted in $62 million

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of pre-tax gains. The sale via reinsurance of the individual life insurance policies and investment-type annuity contracts resulted in $558 million of pre-tax gains, which were deferred upon closing and are being amortized over the remaining life of the contracts. All activities related to FFG are included in the Corporate and Other segment. See Critical Accounting Estimates.

Prior to April 2, 2001, FFG had issued variable insurance products that are required to be registered as securities under the Securities Act. Variable insurance refers to an investment-oriented life insurance policy that offers flexible premiums and a minimum death benefit as well as providing a return linked to an underlying portfolio of securities. These registered insurance contracts, which we no longer sell, have been 100% reinsured with The Hartford through modified coinsurance agreements. The Hartford administers this closed block of business pursuant to a third party administration agreement. Since this block of business was sold through modified coinsurance agreements, separate account assets and separate account liabilities associated with these products continue to be reflected in our financial statements. See the line items entitled Assets held in separate accounts and Liabilities related to separate accounts in our consolidated balance sheets. The liabilities created by these variable insurance policies are tied to the performance of underlying investments held in separate accounts of the insurance company that originally issued such policies. While we own the separate account assets, the laws governing separate accounts provide that the income, gains and losses from assets in the separate account are credited to or charged against the separate account without regard to other income, gains or losses of the insurer. Further, the laws provide that the separate account will not be charged with liabilities arising out of any other business the insurer may conduct. The result of this structure is that the assets held in the separate account correspond to and are equal to the liabilities created by the variable insurance contracts. At September 30, 2004, we had separate account assets and liabilities of $3,541 million compared to $4,809 million on April 2, 2001, the date of the FFG sale.

Comparing our results from period to period requires taking into account these acquisitions and dispositions. For a more detailed description of these acquisitions and dispositions, see Notes 3 and 4 of the Notes to Consolidated Financial Statements included elsewhere in this prospectus.

Critical Accounting Estimates

There are certain accounting policies that we consider to be critical due to the amount of judgment and uncertainty inherent in the application of those policies. In calculating financial statement estimates, the use of different assumptions could produce materially different estimates. In addition, if factors such as those described above or in Risk Factors cause actual events to differ from the assumptions used in applying the accounting policies and calculating financial estimates, there could be a material adverse effect on our results of operations, financial condition and liquidity.

We believe the following critical accounting policies require significant estimates which, if such estimates are not materially correct, could affect the preparation of our consolidated financial statements. Also, see Reserves for the sensitivity analysis of our significant critical accounting estimates.

Premiums

Short Duration Contracts

Our short duration contracts are those on which we recognize revenue on a pro rata basis over the contract term. Our short duration contracts primarily include:

- group term life;
- group disability;
- medical and dental;
- property and warranty;

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- credit life and disability; and
- extended service contracts and individual medical contracts issued after 2002 in most jurisdictions.

Long Duration Contracts

Currently, our long duration contracts being sold are pre-funded funeral life insurance and investment-type annuities. For pre-funded funeral life insurance policies, any excess of the gross premium over the net premium is deferred and is recognized in income in a constant relationship with the insurance in force. For pre-funded funeral investment-type annuity contracts, revenues consist of charges assessed against policy balances.

For individual medical contracts sold prior to 2003 and currently in a limited number of jurisdictions and traditional life insurance contracts sold by Assurant PreNeed that are no longer offered, revenue is recognized when due from policyholders.

For universal life insurance and investment-type annuity contracts sold by Assurant Solutions that are no longer offered, revenues consist of charges assessed against policy balances.

Premiums for LTC insurance and traditional life insurance contracts within FFG are recognized as revenue when due from the policyholder. For universal life insurance and investment-type annuity contracts within FFG, revenues consist of charges assessed against policy balances. For the FFG and LTC businesses previously sold, all revenue is ceded to The Hartford and John Hancock, respectively.

Reinsurance Assumed

Reinsurance premiums assumed are calculated based upon payments received from ceding companies together with accrual estimates which are based on both payments received and in force policy information received from ceding companies. Any subsequent differences arising on such estimates are recorded in the period in which they are determined.

Fee Income

We primarily derive income from fees received from providing administration services. Fee income is earned when services are performed.

Reserves

Reserves are established according to generally accepted actuarial principles and are based on a number of factors. These factors include experience derived from historical claim payments and actuarial assumptions to arrive at loss development factors. Such assumptions and other factors include trends, the incidence of incurred claims, the extent to which all claims have been reported and internal claims processing charges. The process used in computing reserves cannot be exact, particularly for liability coverages, since actual claim costs are dependent upon such complex factors as inflation, changes in doctrines of legal liability and damage awards. The methods of making such estimates and establishing the related liabilities are periodically reviewed and updated.

Reserves, whether calculated under GAAP or SAP, do not represent an exact calculation of exposure, but instead represent our best estimates, generally involving actuarial projections at a given time, of what we expect the ultimate settlement and administration of a claim or group of claims will cost based on our assessment of facts and circumstances then known. The adequacy of reserves will be impacted by future trends in claims severity, frequency, judicial theories of liability and other factors. These variables are affected by both external and internal events, such as:

- changes in the economic cycle;
- changes in the social perception of the value of work;
- emerging medical perceptions regarding physiological or psychological causes of disability;

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- emerging health issues and new methods of treatment or accommodation;
- inflation;
- judicial trends;
- legislative changes; and
- claims handling procedures.

Many of these items are not directly quantifiable, particularly on a prospective basis. Reserve estimates are refined as experience develops. Adjustments to reserves, both positive and negative, are reflected in the statement of operations of the period in which such estimates are updated. Because establishment of reserves is an inherently uncertain process involving estimates of future losses, there can be no certainty that ultimate losses will not exceed existing claims reserves. Future loss development could require reserves to be increased, which could have a material adverse effect on our earnings in the periods in which such increases are made.

Short Duration Contracts

For short duration contracts, claims and benefits payable reserves are recorded when insured events occur. The liability is based on the expected ultimate cost of settling the claims. The claims and benefits payable reserves include (1) case base reserves for known but unpaid claims as of the balance sheet date; (2) incurred but not reported (IBNR) reserves for claims where the insured event has occurred but has not been reported to us as of the balance sheet date; and (3) loss adjustment expense reserves for the expected handling costs of settling the claims.

For group disability, the case base reserves and the IBNR are recorded at an amount equal to the net present value of the expected claims future payments. Group long-term disability reserves are discounted to the valuation date at the valuation interest rate. The valuation interest rate is reviewed quarterly by taking into consideration actual and expected earned rates on our asset portfolio, with adjustments for investment expenses and provisions for adverse deviation. Group long-term disability and group life waiver of premium reserves are discounted because the payment pattern and ultimate cost are fixed and determinable on an individual claim basis. Group long-term disability and group term life reserve adequacy studies are performed annually, and morbidity and mortality assumptions are adjusted where appropriate.

Unearned premium reserves are maintained for the portion of the premiums on short duration contracts that is related to the unexpired period of the policy.

We have exposure to asbestos, environmental and other general liability claims arising from our participation in various reinsurance pools from 1971 through 1983. This exposure arose from a short duration contract that we discontinued writing many years ago. We carried case reserves for these liabilities as recommended by the various pool managers and bulk reserves for IBNR of $37 million (before reinsurance) and $36 million (after reinsurance) in the aggregate at December 31, 2003. Any estimation of these liabilities is subject to greater than normal variation and uncertainty due to the general lack of sufficiently detailed data, reporting delays and absence of a generally accepted actuarial methodology for those exposures. There are significant unresolved industry legal issues, including such items as whether coverage exists and what constitutes an occurrence. In addition, the determination of ultimate damages and the final allocation of losses to financially responsible parties are highly uncertain. However, based on information currently available, and after consideration of the reserves reflected in the financial statements, we believe that any changes in reserve estimates for these claims are not reasonably likely to be material. Asbestos, environmental and other general liability claim payments, net of reinsurance recoveries, were $2.9 million, $1.4 million and $2.2 million for the years ended December 31, 2003, 2002 and 2001, respectively.

One of our subsidiaries, American Reliable Insurance Company (ARIC), participated in certain excess of loss reinsurance programs in the London market and, as a result, reinsured certain personal accident, ransom and kidnap insurance risks from 1995 to 1997. ARIC and a foreign affiliate ceded a portion of these risks to other reinsurers (retrocessionaires). ARIC ceased reinsuring such business in 1997. However, certain risks continued beyond 1997 due to the nature of the reinsurance contracts written. ARIC and some of the other reinsurers involved in the programs are seeking to avoid certain treaties on various grounds, including material misrepresentation and non-disclosure by the ceding companies and intermediaries involved in the programs. Similarly, some of the retrocessionaires are seeking avoidance of certain treaties with ARIC and the other reinsurers and some reinsureds are seeking collection of disputed balances under some of the treaties. The disputes generally involve multiple layers of reinsurance, and allegations that the reinsurance programs involved interrelated claims spirals devised to disproportionately pass claims losses to higher-level reinsurance layers. Many of the companies involved in these programs, including ARIC, are currently involved in negotiations, arbitrations and/or litigation between multiple layers of retrocessionaires, reinsurers, ceding companies and intermediaries, including brokers, in an effort to resolve these disputes. Many of those disputes relating to the 1995 program year, including those involving ARIC, were settled on December 3, 2003. Loss accruals previously established relating to the 1995 program year were adequate. However, our exposure under the 1995 program year was less significant than the exposure remaining under the 1996 and 1997 program years. While the majority of the negotiations, arbitrations and/or litigations between the multiple layers of reinsurers, ceding companies and intermediaries are still ongoing, ARIC and an affiliated company, Bankers Insurance Company Limited (BICL) did resolve disputes with two of its reinsurers in the 1996 and 1997 program years by means of a commutation agreement. As a result of the settlement, the two affiliated reinsurers paid ARIC and BICL $6 million and both parties agreed to release each other from any past, present or future obligations of any kind.

Based on information currently available, and after consideration of the reserves reflected in the financial statements, we believe that it is not reasonably likely that any liabilities we experience in connection with these programs would have a material adverse effect on our financial condition or results of operations. However, the inherent uncertainty of arbitrations and lawsuits, including the uncertainty of estimating whether any settlements we may enter into in the future would be on favorable terms, makes it difficult to predict the outcomes with certainty.

Long Duration Contracts

Future policy benefits and expense reserves on LTC, life insurance policies and annuity contracts that are no longer offered, individual medical and the traditional life insurance contracts within FFG are recorded at the present value of future benefits to be paid to policyholders and related expenses less the present value of the future net premiums. These amounts are estimated and include assumptions as to the expected investment yield, inflation, mortality, morbidity and withdrawal rates as well as other assumptions that are based on our experience. These assumptions reflect anticipated trends and include provisions for possible unfavorable deviations.

Future policy benefits and expense reserves for pre-funded funeral investment-type annuities, universal life insurance policies and investment-type annuity contracts that are no longer offered, and the variable life insurance and investment-type annuity contracts in FFG consist of policy account balances before applicable surrender charges and certain deferred policy initiation fees that are being recognized in income over the terms of the policies. Policy benefits charged to expense during the period include amounts paid in excess of policy account balances and interest credited to policy account balances.

Future policy benefits and expense reserves for pre-funded funeral life insurance contracts are recorded as the present value of future benefits to policyholders and related expenses less the present value of future net premiums. Reserve assumptions are selected using best estimates for expected investment yield, inflation, mortality and withdrawal rates. These assumptions reflect current trends, are based on Company experience and include provision for possible unfavorable deviation. An unearned revenue reserve is also recorded for these contracts which represents the balance of the excess of gross premiums over net premiums that is still to be recognized in future years income in a constant relationship to insurance in force.

Deferred Acquisition Costs (DAC)

The costs of acquiring new business that vary with and are primarily related to the production of new business have been deferred to the extent that such costs are deemed recoverable from future premiums or

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gross profits. Acquisition costs primarily consist of commissions, marketing allowances, policy issuance expenses, premium tax and certain direct marketing expenses.

Loss recognition testing is performed annually and reviewed quarterly. Such testing involves the use of best estimate assumptions including the anticipation of interest income to determine if anticipated future policy premiums are adequate to recover all DAC and related claims, benefits and expenses. To the extent a premium deficiency exists, it is recognized immediately by a charge to the statement of operations and a corresponding reduction in DAC. If the premium deficiency is greater than unamortized DAC, a liability will be accrued for the excess deficiency.

Short Duration Contracts

DAC relating to property contracts, warranty and extended service contracts and single premium credit insurance contracts are amortized over the term of the contracts in relation to premiums earned.

Acquisition costs relating to monthly pay credit insurance business consist mainly of direct marketing costs and are deferred and amortized over the estimated average terms of the underlying contracts.

Acquisition costs relating to group term life, group disability and group dental consist primarily of new business underwriting, field sales support, commissions to agents and brokers, and compensation to sales representatives. These acquisition costs are front-end loaded; thus they are deferred and amortized over the estimated terms of the underlying contracts.

Acquisition costs on individual medical contracts issued in most jurisdictions after 2002 and small group medical contracts consist primarily of commissions to agents and brokers, which are level, and compensation to representatives, which is spread out and is not front-end loaded. These costs do not vary with the production of new business. As a result, these costs are not deferred but rather are recorded in the statement of operations in the period in which they are incurred.

Long Duration Contracts

Acquisition costs for pre-funded funeral life insurance policies and life insurance policies no longer offered are deferred and amortized in proportion to anticipated premiums over the premium-paying period.

For pre-funded funeral investment-type annuities and universal life insurance policies and investment-type annuity contracts that are no longer offered, DAC is amortized in proportion to the present value of estimated gross margins or profits from investment, mortality, expense margins and surrender charges over the estimated life of the policy or contract. The assumptions used for the estimates are consistent with those used in computing the policy or contract liabilities.

Acquisition costs relating to individual medical contracts issued prior to 2003 and currently issued in a limited number of jurisdictions are deferred and amortized over the estimated average terms of the underlying contracts. These acquisition costs relate to commissions and policy issuance expenses. Commissions represent the majority of deferred costs and result from commission schedules that pay significantly higher rates in the first year. The majority of deferred policy issuance expenses are the costs of separately underwriting each individual medical contract.

Acquisition costs on the FFG and LTC disposed businesses were written off when the businesses were sold.

Investments

We regularly monitor our investment portfolio to ensure that investments that may be other than temporarily impaired are identified in a timely fashion and properly valued and that any impairments are charged against earnings in the proper period. Our methodology to identify potential impairments requires professional judgment.

Changes in individual security values are regularly monitored in order to identify potential credit problems. In addition, pursuant to our impairment process, each month the portfolio holdings are screened for securities whose market price is equal to 85% or less of their original purchase price. Management then makes their assessment as to which of these securities are other than temporarily impaired. Assessment factors include, but are not limited to, the financial condition and rating of the issuer, any collateral held and the length of time the market value of the security has been below cost. Each quarter the watchlist is discussed at a meeting attended by members of our investment, accounting and finance departments. At this meeting, any security whose price decrease is deemed to have been other than temporarily impaired is written down to its then current market level, with the amount of the writedown reflected in our statement of operations for that quarter. Previously impaired issues are also monitored monthly, with additional writedowns taken quarterly if necessary.

Inherently, there are risks and uncertainties involved in making these judgments. Changes in circumstances and critical assumptions such as a continued weak economy, a more pronounced economic downturn or unforeseen events which affect one or more companies, industry sectors or countries could result in additional writedowns in future periods for impairments that are deemed to be other-than-temporary. See also Investments in Note 2 of the Notes to Consolidated Financial Statements included elsewhere in this prospectus.

Reinsurance

Reinsurance recoverables include amounts related to paid benefits and estimated amounts related to unpaid policy and contract claims, future policyholder benefits and policyholder contract deposits. The cost of reinsurance is accounted for over the terms of the underlying reinsured policies using assumptions consistent with those used to account for the policies. Amounts recoverable from reinsurers are estimated in a manner consistent with claim and claim adjustment expense reserves or future policy benefits reserves and are reported in our consolidated balance sheets. The ceding of insurance does not discharge our primary liability to our insureds. An estimated allowance for doubtful accounts is recorded on the basis of periodic evaluations of balances due from reinsurers, reinsurer solvency, management s experience and current economic conditions.

Other Accounting Policies

For a description of other accounting policies applicable to the periods covered by this prospectus, see Note 2 of the Notes to Consolidated Financial Statements included elsewhere in this prospectus.

Significant Accounting Standard Affecting Our Business

On January 1, 2002, we adopted FAS 142. As of our adoption of FAS 142, we ceased amortizing goodwill. In addition, we were required to subject our goodwill to an initial impairment test. As a result of FAS 142, we are required to conduct impairment testing on an annual basis and between annual tests if an event occurs or circumstances change indicating a possible goodwill impairment. In the absence of an impairment event, our net income will be higher as a result of not having to amortize goodwill.

As a result of this initial impairment test, we recognized a non-cash goodwill impairment charge of $1,261 million. The impairment charge was recorded as a cumulative effect of a change in accounting principle as of January 1, 2002. The impairment charge had no impact on cash flows or the statutory-basis capital and surplus of our insurance subsidiaries. We also performed a January 1, 2003 and 2004 impairment test during the six months ended June 30, 2003 and 2004 and concluded that goodwill was not further impaired.

See Recent Accounting Pronouncements in Note 2 of the Notes to Consolidated Financial Statements included elsewhere in this prospectus for a description of additional recent accounting standards that are applicable to us.

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Results of Operations

Consolidated Overview

The table below presents information regarding our consolidated results of operations:

	For the Nine Months Ended September 30,		For the Year Ended December 31,		
	2004	**2003**	**2003**	**2002**	**2001**
			(in millions)		
Revenues:					
Net earned premiums and other considerations	$ 4,844	$ 4,534	$ 6,157	$ 5,681	$ 5,242
Net investment income	471	457	607	632	712
Net realized gains (losses) on investments	22	15	2	(118)	(119)
Amortization of deferred gain on disposal of businesses	43	52	68	80	68
Gain on disposal of businesses				11	62
Fees and other income	156	172	232	246	222
Total revenues	5,536	5,230	7,066	6,532	6,187
Benefits, losses and expenses:					
Policyholder benefits	(2,889)	(2,656)	(3,657)	(3,435)	(3,240)
Selling, underwriting and general expenses(1)	(2,199)	(2,093)	(2,829)	(2,609)	(2,496)
Amortization of goodwill					(113)
Interest expense	(41)		(1)		(14)
Loss on disposal of business	(9)				
Distributions on mandatorily redeemable preferred securities	(2)	(88)	(113)	(118)	(118)
Premium on redemption of preferred securities			(206)		
Total benefits, losses and expenses	(5,140)	(4,837)	(6,806)	(6,162)	(5,981)
Income before income taxes	396	393	260	370	206
Income taxes	(132)	(130)	(74)	(110)	(108)
Net income before cumulative effect of change in accounting principle	264	263	186	260	98
Cumulative effect of change in accounting principle				(1,261)	
Net income (loss)	$ 264	$ 263	$ 186	$(1,001)	$ 98

(1) Includes amortization of DAC and VOBA and underwriting, general and administrative expenses.

Note: The table above includes amortization of goodwill in 2001 and the cumulative effect of change in accounting principle in 2002. These items are only included in this Consolidated Overview. As a result, the tables presented under the segment discussions do not total to the same amounts shown on this consolidated overview table. See Note 20 of the Notes to Consolidated Financial Statements included elsewhere in this prospectus.

We anticipate that we will incur additional actual claims in the fourth quarter related to the Florida hurricanes that occurred at the end of the third quarter. We believe that these additional claims would bring total losses from hurricanes and other various catastrophes in 2004 to $122 million before anticipated reinsurance recoveries of $32 million.

Nine Months Ended September 30, 2004 Compared to Nine Months Ended September 30, 2003

Total Revenues

Total revenues increased by $306 million, or 6%, from $5,230 million for the nine months ended September 30, 2003, to $5,536 million for the nine months ended September 30, 2004.

Net earned premiums and other considerations increased by $310 million, or 7%, from $4,534 million for the nine months ended September 30, 2003, to $4,844 million for the nine months ended September 30, 2004, primarily due to an increase of $99 million and $197 million in Assurant Solutions and Assurant Health, respectively. The increase in Assurant Solutions was primarily due to growth in their creditor-placed homeowners insurance product line along with growth in the extended service contract business and products sold internationally, offset by a decline in the domestic credit insurance business. The increase in Assurant Health was primarily due to increased sales, which partially reflect the success of HSAs, and increased rates.

Net investment income increased by $14 million, or 3%, from $457 million for the nine months ended September 30, 2003 to $471 million for the nine months ended September 30, 2004. The average portfolio yield decreased 34 basis points from 5.81% for the nine months ended September 30, 2003 to 5.47% for the nine months ended September 30, 2004. The decrease in the average portfolio yield was due to the lower interest rate environment. The average invested assets increased by approximately 10% for the nine months ended September 30, 2004 compared to the nine months ended September 30, 2003.

Net realized gains on investments improved by $7 million, or 47%, from net realized gains of $15 million for the nine months ended September 30, 2003, to net realized gains of $22 million for the nine months ended September 30, 2004. Net realized gains on investments are comprised of both other-than-temporary impairments and realized gains (losses) on sales of securities. For the nine months ended September 30, 2003 and 2004, we had other-than-temporary impairments of $17 million and $0.8 million, respectively. There were no individual impairments in excess of $10 million for the nine months ended September 30, 2003 and for the nine months ended September 30, 2004.

Amortization of deferred gain on disposal of businesses decreased by $9 million, or 17%, from $52 million for the nine months ended September 30, 2003, to $43 million for the nine months ended September 30, 2004. The decrease was consistent with the run-off of the business ceded to The Hartford in 2001 and John Hancock in 2000. See Reinsurance.

Fees and other income decreased by $16 million, or 9%, from $172 million for the nine months ended September 30, 2003, to $156 million for the nine months ended September 30, 2004. The decrease was primarily due to an increase in Assurant Health of $5 million offset by decreases of $15 million and $6 million in Assurant Employee Benefits and Corporate and Other, respectively. The increase in Assurant Health was primarily due to additional insurance policy fees and higher fee-based product sales in individual markets. The decrease in Assurant Employee Benefits was primarily driven by lower fee income resulting from the sale of the WorkAbility division.

Total Benefits, Losses and Expenses

Total benefits, losses and expenses increased by $303 million, or 6%, from $4,837 million for the nine months ended September 30, 2003, to $5,140 million for the nine months ended September 30, 2004.

Policyholder benefits increased by $233 million, or 9%, from $2,656 million for the nine months ended September 30, 2003, to $2,889 million for the nine months ended September 30, 2004. The increase was primarily due to increases of $92 million, $100 million and $29 million in Assurant Solutions, Assurant Health and Assurant Employee Benefits, respectively. The increase in Assurant Solutions was primarily due to higher catastrophe losses, net of reinsurance, in 2004 from Hurricanes Charley, Frances, Ivan and Jeanne. We incurred losses from catastrophes, net of expected reinsurance, of $77 million and $18 million for the nine months ended September 30, 2004 and 2003, respectively. The increase in total benefits, losses and expenses in Assurant Health was primarily due to both increased sales, which partially reflect the success of HSAs, and increased rates. The Assurant Health loss ratio improved primarily due to favorable loss experience predominantly on individual health insurance business. The increase in total benefits, losses and expenses in Assurant Employee Benefits was primarily due to a reserve reduction in 2003. During the third quarter of 2003, we completed actuarial reserve adequacy studies for the group disability, group life and group dental products, which reflected that, in the aggregate, these reserves were redundant by $18 million. Therefore, we reduced reserves by $18 million in the third quarter of 2003 to reflect these estimates.

Selling, underwriting and general expenses increased by $106 million, or 5%, from $2,093 million for the nine months ended September 30, 2003, to $2,199 million for the nine months ended September 30, 2004. The increase was primarily due to increases of $29 million, $70 million, $6 million and $17 million in Assurant Solutions, Assurant Health, Assurant PreNeed and Corporate and Other, respectively, offset by a decrease in Assurant Employee Benefits of $15 million. The increase in Assurant Solutions was primarily from increased business in the extended service contracts products and creditor-placed homeowners insurance product. The increase in Assurant Health was primarily due to increased commission expense associated with our individual health businesses. The decrease in Assurant Employee Benefits was primarily due to the sale of the WorkAbility division. The increase in Assurant PreNeed was primarily due to additional policy maintenance expenses on a larger in force block of business. The increase in Corporate and Other was primarily due to costs related to our initial public offering in February and increased costs as a result of being a public company.

Interest expense increased by $41 million from zero for the nine months ended September 30, 2003 to $41 million for the nine months ended September 30, 2004. The increase was the result of two senior notes that we issued in February 2004. See Liquidity and Capital Resources.

On May 3, 2004 we sold our WorkAbility division. We incurred a $9 million loss on disposal of this business in the second quarter of 2004.

Distributions on mandatorily redeemable preferred securities decreased by $86 million, or 98%, from $88 million for the nine months ended September 30, 2003 to $2 million for the nine months ended September 30, 2004. The decline was due to the early redemption of $1,250 million of mandatorily redeemable preferred securities in December 2003 and $196 million of mandatorily redeemable preferred securities in January 2004.

Net Income

Net income increased by $1 million, or less than 1%, from $263 million for the nine months ended September 30, 2003 to $264 million for the nine months ended September 30, 2004.

Income taxes increased by $2 million, or 2%, from $130 million for the nine months ended September 30, 2003, to $132 million for the nine months ended September 30, 2004. The effective tax rate for the nine months ended September 30, 2003 was 33.1% compared to 33.2% for the nine months ended September 30, 2004.

Year Ended December 31, 2003 Compared to December 31, 2002

Total Revenues

Total revenues increased by $534 million, or 8%, from $6,532 million for the year ended December 31, 2002, to $7,066 million for the year ended December 31, 2003.

Net earned premiums and other considerations increased by $476 million, or 8%, from $5,681 million for the year ended December 31, 2002, to $6,157 million for the year ended December 31, 2003. The increase in net earned premiums and other considerations was primarily due to increases of $285 million, $175 million, and $23 million in Assurant Solutions, Assurant Health, and Assurant Employee Benefits, respectively, with an offsetting decrease of $9 million in Assurant PreNeed. The increase in Assurant Solutions was due to growth in specialty property and consumer protection products. The increase in Assurant Health was primarily due to increases in individual health insurance business due to membership growth and premium rate increases.

Net investment income decreased by $25 million, or 4%, from $632 million for the year ended December 31, 2002, to $607 million for the year ended December 31, 2003. The decrease was primarily due to a decrease in investment yields driven by the lower interest rate environment. The yield on average invested assets was 5.61% for the year ended December 31, 2003, as compared to 6.27% for the year ended December 31, 2002.

Net realized gains (losses) on investments improved by $120 million, or 102%, from net realized losses of $118 million for the year ended December 31, 2002, to net realized gains of $2 million for the year ended December 31, 2003. Net realized gains (losses) on investments are comprised of both other-than-temporary impairments and realized capital gains (losses) on sales of securities. For the year ended December 31, 2003, we had other-than-temporary impairments of $20 million as compared to $85 million for the year ended December 31, 2002. There were no individual impairments in excess of $10 million for the year ended December 31, 2003. Impairments on available for sale securities in excess of $10 million for the year ended December 31, 2002 consisted of an $18 million writedown of fixed maturity investments in NRG Energy, a $12 million writedown of fixed maturity investments in AT&T Canada and an $11 million writedown of fixed maturity investments in MCI WorldCom. Excluding the effects of other-than-temporary impairments, we recorded an increase in net realized gains of $55 million in the Corporate and Other segment.

Amortization of deferred gain on disposal of businesses decreased by $12 million, or 15%, from $80 million for the year ended December 31, 2002, to $68 million for the year ended December 31, 2003. The decrease was consistent with the run-off of the businesses ceded to The Hartford and John Hancock. See Reinsurance.

Gain on disposal of businesses decreased by $11 million, or 100%, from $11 million for the year ended December 31, 2002 to zero for the year ended December 31, 2003. There were no disposals in 2003. On June 28, 2002, we sold our investment in NHP, which resulted in pre-tax gains of $11 million.

Fees and other income decreased by $14 million, or 6%, from $246 million for the year ended December 31, 2002 to $232 million for the year ended December 31, 2003. The decrease was primarily due to $15 million of income recognized in Corporate and Other segment for the year ended December 31, 2002, associated with a settlement true-up of a 1999 sale of a small block of business to a third party and reversal of bad debt allowances due to successful collection of receivables that had been previously written off.

Total Benefits, Losses and Expenses

Total benefits, losses and expenses increased by $644 million, or 10%, from $6,162 million for the year ended December 31, 2002 to $6,806 million for the year ended December 31, 2003.

Policyholder benefits increased by $222 million, or 6%, from $3,435 million for the year ended December 31, 2002, to $3,657 million for the year ended December 31, 2003. The increase was primarily due to increases of $144 million, $95 million and $8 million in Assurant Solutions, Assurant Health and Assurant PreNeed, respectively, with an offsetting decrease of $24 million in Assurant Employee Benefits. The increase in Assurant Solutions was primarily due to growth in specialty property products, primarily in creditor-placed and voluntary homeowners insurance lines of business. The increase in Assurant Health was primarily due to the increase in individual health insurance business, which was consistent with growth in this business.

Selling, underwriting and general expenses increased by $220 million, or 8%, from $2,609 million for the year ended December 31, 2002, to $2,829 million for the year ended December 31, 2003. The increase was primarily due to increases of $141 million, $43 million and $11 million in Assurant Solutions, Assurant Health and Assurant Employee Benefits, respectively. The increase in Assurant Solutions was consistent with growth in the specialty property and consumer protection products business. The increase in Assurant Health was primarily due to increases in commissions, amortization of deferred policy acquisition costs and general expenses, which was consistent with the growth in business.

Distributions on preferred securities decreased by $5 million, or 4%, from $118 million for the year ended December 31, 2002 to $113 million for the year ended December 31, 2003. We redeemed $1,250 million of the mandatorily redeemable preferred securities in mid-December 2003, resulting in lower expenses. We redeemed the remaining $196 million of mandatorily redeemable preferred securities in early January 2004. As a result of the early extinguishment of all the mandatorily redeemable preferred securities, we incurred $206 million in interest premiums on redemption for the year ended December 31, 2003 compared to zero in 2002.

Net Income

Net income increased by $1,187 million, or 119%, from a loss of $1,001 million for the year ended December 31, 2002, to a profit of $186 million for the year ended December 31, 2003.

Net income before cumulative effect of change in accounting principle for the year ended December 31, 2002 was $260 million. When we adopted FAS 142 in 2002, we recognized a cumulative effect of change in accounting principle which resulted in an expense of $1,261 million in 2002 as compared to zero recognized in 2003.

Income taxes decreased by $36 million, or 33%, from $110 million for the year ended December 31, 2002, to $74 million for the year ended December 31, 2003. The effective tax rate for 2003 was 28.5% compared to 29.7% in 2002.

Year Ended December 31, 2002 Compared to December 31, 2001

Total Revenues

Total revenues increased by $345 million, or 6%, from $6,187 million in 2001 to $6,532 million in 2002.

Net earned premiums and other considerations increased by $439 million, or 8%, from $5,242 million in 2001 to $5,681 million in 2002. Excluding the effect of the various acquisitions and dispositions described above, net earned premiums and other considerations increased mainly due to strong growth in Assurant Solutions primarily as a result of growth in new business and in Assurant PreNeed primarily due to an increase in the average size of policies sold by the AMLIC division.

Net investment income decreased by $80 million, or 11%, from $712 million in 2001 to $632 million in 2002. The decrease was primarily due to a decrease in achieved investment yields, driven by the lower interest rate environment and a decrease in average invested assets of $290 million. The yield on average invested assets was 6.27% for the year ended December 31, 2002 as compared to 6.86% for the year ended December 31, 2001. This reflected lower yields on fixed maturity securities and commercial mortgages.

Net realized losses on investments decreased by $1 million, or 1%, from $119 million in 2001 to $118 million in 2002. In 2002, we had other-than-temporary impairments of $85 million, as compared to $78 million in 2001. Impairments of available for sale securities in excess of $10 million in 2002 consisted of an $18 million writedown of fixed maturity investments in NRG Energy, a $12 million writedown of fixed maturity investments in AT&T Canada and an $11 million writedown of fixed maturity investments in MCI WorldCom. Impairments of available for sale securities in excess of $10 million in 2001 consisted of a $22 million writedown of fixed maturity investments in Enron Corp. (Enron).

Amortization of deferred gain on disposal of businesses increased by $12 million, or 18%, from $68 million in 2001 to $80 million in 2002. The increase was primarily due to a full year of amortization of the deferred gain on the sale of FFG as compared to nine months of amortization in 2001. This deferred gain on sale is discussed in more detail under Corporate and Other below.

Gain on disposal of businesses decreased by $51 million, or 82%, from $62 million in 2001 to $11 million in 2002. The $62 million reflects the gain on the sale of FFG s mutual fund operations. The $11 million reflected the pre-tax gain on the sale of NHP.

Fees and other income increased by $24 million, or 11%, from $222 million in 2001 to $246 million in 2002. The increase was primarily due to a full year of fee income from CORE and an increase in fee income from Assurant Solutions, mainly from their credit insurance business transitioning to debt protection administration. In late 2000, the majority of Assurant Solutions credit insurance clients began a transition from use of our credit insurance products to debt protection administration programs, from which we earn fee income rather than net earned premiums and where margins are lower than in the traditional credit insurance programs. However, because debt protection administration is not an insurance product, certain costs such as regulatory costs and cost of capital are expected to be eliminated as the transition from credit insurance to debt protection administration services continues. The fees from debt protection administration did not fully compensate for the decrease in credit insurance premiums. See Business Operating Business Segments Assurant Solutions Products and Services Consumer Protection Solutions. The increases were partially offset by a $42 million, or 63%, decrease from the Corporate and Other segment due to the sale of FFG (partially through reinsurance), which had $65 million of fee income (generated from mutual fund operations included in such sale) in the first quarter of 2001.

Total Benefits, Losses and Expenses

Total benefits, losses and expenses increased by $181 million, or 3%, from $5,981 million in 2001 to $6,162 million in 2002.

Policyholder benefits increased by $195 million, or 6%, from $3,240 million in 2001 to $3,435 million in 2002. The increase was primarily due to the effects of the acquisitions and dispositions described above. The increases were also partially offset by a $84 million, or 6%, decrease from Assurant Health, primarily due to higher mix of individual health insurance business, which generally has a lower expected loss ratio relative to small employer group business, disciplined pricing and product design changes. Loss ratio refers to policyholder benefits divided by net earned premiums and other considerations; net earned premiums and other considerations include the amount of net premiums written allocable to the expired period of an insurance policy or policies, including fees earned on interest sensitive policies.

Selling, underwriting and general expenses increased by $113 million, or 5%, from $2,496 million in 2001 to $2,609 million in 2002. Assurant Employee Benefits contributed $106 million of this increase, primarily due to the DBD and CORE acquisitions. This increase was offset by a $65 million decrease in the Corporate and Other segment due to the sale of FFG. Selling, underwriting and general expenses in Assurant Health increased by $50 million, primarily due to an increase in the amortization of DAC and due to costs associated with higher employee compensation and investments in technology. Also, selling, underwriting and general expenses in Assurant PreNeed increased by $17 million, primarily due to increase in amortization of DAC and VOBA as a result of an increase in sales of single-pay policies and increases in general expenses.

Amortization of goodwill was zero in 2002 compared to $113 million in 2001, as a result of our adoption of FAS 142 as described above.

Interest expense decreased from $14 million in 2001 to zero in 2002. In April 2001, we used a portion of the FFG sale proceeds to repay $225 million of outstanding debt owed to Fortis Finance N.V. (Fortis Finance), a wholly owned subsidiary of Fortis.

Distributions on preferred securities in 2002 remained unchanged from 2001 at $118 million.

Net Income

Net income decreased by $1,099 million from a profit of $98 million in 2001 to a loss of $1,001 million in 2002.

Income taxes increased by $2 million, or 2%, from $108 million in 2001 to $110 million in 2002. The effective tax rate for 2002 was 29.7% compared to 52.4% in 2001. The change in the effective tax rate primarily related to the elimination of amortization of goodwill in 2002.

When we adopted FAS 142 in 2002, we recognized a cumulative effect (expense) of change in accounting principle of $1,261 million in 2002 as compared to zero recognized in 2001.

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Assurant Solutions

Overview

The table below presents information regarding Assurant Solutions segment s results of operations:

	For the Nine Months Ended September 30,		For the Year Ended December 31,		
	2004	2003	2003	2002	2001
			(in millions)		
Revenues:					
Net earned premiums and other considerations	$ 1,836	$ 1,737	$ 2,362	$ 2,077	$ 1,906
Net investment income	138	142	187	205	218
Fees and other income	98	99	129	119	98
Total revenues	2,072	1,978	2,678	2,401	2,222
Benefits, losses and expenses:					
Policyholder benefits	(724)	(632)	(899)	(755)	(640)
Selling, underwriting and general expenses	(1,229)	(1,200)	(1,590)	(1,449)	(1,444)
Total benefits, losses and expenses	(1,953)	(1,832)	(2,489)	(2,204)	(2,084)
Segment income before income tax	119	146	189	197	138
Income taxes	(38)	(46)	(56)	(65)	(40)
Segment income after tax	$ 81	$ 100	$ 133	$ 132	$ 98
Net earned premiums and other considerations by major product groupings:					
Specialty Property Solutions(1)	$ 578	$ 527	$ 733	$ 552	$ 452
Consumer Protection Solutions(2)	1,258	1,210	1,629	1,525	1,454
Total	$ 1,836	$ 1,737	$ 2,362	$ 2,077	$ 1,906

(1) Specialty Property Solutions includes a variety of specialized property insurance programs that are coupled with differentiated administrative capabilities.

(2) Consumer Protection Solutions includes an array of debt protection administration services, credit insurance programs and warranties and extended service contracts.

Nine Months Ended September 30, 2004 Compared to Nine Months Ended September 30, 2003

Total Revenues

Total revenues increased by $94 million, or 5%, from $1,978 million for the nine months ended September 30, 2003, to $2,072 million for the nine months ended September 30, 2004.

Net earned premiums and other considerations increased by $99 million, or 6%, from $1,737 million for the nine months ended September 30, 2003, to $1,836 million for the nine months ended September 30, 2004. This increase was primarily due to an increase of $48 million in net earned premiums and other consideration from our consumer protection solutions products, primarily due to growth in our extended service contract and international businesses, partially offset by the decline of our domestic credit insurance business. Net earned premiums and other considerations from our specialty property solutions products increased by $51 million, primarily from growth in our creditor-placed homeowners insurance product line.

Net investment income decreased by $4 million, or 3%, from $142 million for the nine months ended September 30, 2003 to $138 million for the nine months ended September 30, 2004. The average portfolio yield decreased by 56 basis points from 5.33% for the nine months ended September 30, 2003, to 4.77% for the nine months ended September 30, 2004, due to the lower interest rate environment. The average invested assets increased by approximately 8% for the nine months ended September 30, 2004 compared to the nine months ended September 30, 2003.

Fees and other income decreased by $1 million, or 1%, from $99 million for the nine months ended September 30, 2003, to $98 million for the nine months ended September 30, 2004, primarily due to two factors. The first nine months of 2003 included fee income of $6 million pertaining to certain non-profitable membership programs that were discontinued in the latter part of 2003 and in the first quarter of 2003 we recognized $2.9 million of fees for a one-time project. The decrease for the nine months was partially offset with an increase in fees related to growth in our extended service warranty business and an increase in our debt protection programs.

Total Benefits, Losses and Expenses

Total benefits, losses and expenses increased by $121 million, or 7%, from $1,832 million for the nine months ended September 30, 2003, to $1,953 million for the nine months ended September 30, 2004.

Policyholder benefits increased by $92 million, or 15%, from $632 million for the nine months ended September 30, 2003 to $724 million for the nine months ended September 30, 2004. This increase was primarily due to higher catastrophe losses, net of reinsurance, in 2004 from Hurricanes Charley, Frances, Ivan and Jeanne. We incurred losses, net of reinsurance, from catastrophes of $77 million and $18 million for the first nine months ended September 30, 2004 and 2003, respectively.

Selling, underwriting and general expenses increased by $29 million, or 2%, from $1,200 million for the nine months ended September 30, 2003, to $1,229 million for the nine months ended September 30, 2004. Commissions, taxes, licenses and fees, of which amortization of DAC is a component, decreased by $10 million primarily due to a change in the mix of business. General expenses increased by $39 million, primarily from increased business from our extended service contracts products and our creditor-placed homeowners insurance product.

Segment Income After Tax

Segment income after tax decreased by $19 million, or 19%, from $100 million for the nine months ended September 30, 2003, to $81 million for the nine months ended September 30, 2004.

Income taxes decreased by $8 million, or 17%, from $46 million for the nine months ended September 30, 2003, to $38 million for the nine months ended September 30, 2004. This decrease was largely due to the decrease in pre-tax income.

Year Ended December 31, 2003 Compared to December 31, 2002

Total Revenues

Total revenues increased by $277 million, or 12%, from $2,401 million for the year ended December 31, 2002, to $2,678 million for the year ended December 31, 2003.

Net earned premiums and other considerations increased by $285 million, or 14%, from $2,077 million for the year ended December 31, 2002, to $2,362 million for the year ended December 31, 2003. This increase was primarily due to $181 million of additional net earned premiums and other considerations attributable to our special property products, primarily due to our creditor-placed and voluntary homeowners insurance and manufactured housing homeowners insurance lines of business generated from new clients and increased sales growth from our existing clients. Consumer protection products also contributed $104 million in net earned premiums and other considerations primarily from growth in our warranty and extended service contracts business.

Net investment income decreased by $18 million, or 9%, from $205 million for the year ended December 31, 2002, to $187 million for the year ended December 31, 2003. The average portfolio yield dropped 67 basis points from 5.85% for the year ended December 31, 2002, to 5.18% for the year ended

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December 31, 2003 due to the lower interest rate environment. The average allocated invested assets increased by approximately 3%.

Fees and other income increased by $10 million, or 8%, from $119 million for the year ended December 31, 2002, to $129 million for the year ended December 31, 2003, primarily due to the continuing transition of our credit insurance business to our debt protection administration business. We also recognized fees for a one-time project in the first quarter of 2003 of $2.9 million.

Total Benefits, Losses and Expenses

Total benefits, losses and expenses increased by $285 million, or 13%, from $2,204 million for the year ended December 31, 2002, to $2,489 million for the year ended December 31, 2003.

Policyholder benefits increased by $144 million, or 19%, from $755 million for the year ended December 31, 2002, to $899 million for the year ended December 31, 2003. Our specialty property products accounted for $112 million of the increase primarily due to growth in our creditor-placed and voluntary homeowners insurance lines of business and approximately $18 million of the increase was attributable to various catastrophes ($30 million in 2003 compared to $12 million in 2002). Our consumer protection products also contributed $32 million of the increase primarily due to growth in our warranty and extended service contracts line of business.

Selling, underwriting and general expenses increased by $141 million, or 10%, from $1,449 million for the year ended December 31, 2002, to $1,590 million for the year ended December 31, 2003. Selling and underwriting expenses, of which amortization of DAC is a component, increased by $116 million, which consisted of $45 million primarily from our specialty property products due to growth in our creditor-placed and voluntary homeowners insurance and manufactured housing insurance lines. Also, $71 million of the increase was from our consumer protection products due to increased growth in our warranty and extended service contract lines of business. General expenses increased by $25 million, primarily from start up costs related to setting up new clients in the creditor-placed homeowners insurance area and increased business from our warranty and extended service contract products.

Segment Income After Tax

Segment income after tax increased by $1 million, or 1%, from $132 million for the year ended December 31, 2002, to $133 million for the year ended December 31, 2003. Excluding the decrease in investment income of $13 million after-tax, segment income after tax increased by $14 million, or 11%.

Income taxes decreased by $9 million, or 14%, from $65 million for the year ended December 31, 2002, to $56 million for the year ended December 31, 2003. This decrease was mainly due to a decrease in pre-tax income and a lower effective tax rate in 2003.

Year Ended December 31, 2002 Compared to December 31, 2001

Total Revenues

Total revenues increased by $179 million, or 8%, from $2,222 million in 2001 to $2,401 million in 2002.

Net earned premiums and other considerations increased by $171 million, or 9%, from $1,906 million in 2001 to $2,077 million in 2002. The increase was primarily due to approximately $100 million of additional net earned premiums from our specialty property solutions products, including approximately $86 million from the growth of our creditor-placed and voluntary homeowners insurance, flood insurance and manufactured housing related property coverages. Consumer protection solutions contributed an additional $71 million to the increase in net earned premiums primarily due to the growth of $39 million attributable to our warranty and extended service contracts business and $58 million from an accidental death and dismemberment product, which we started selling in 2001 and stopped selling in 2002. These increases were partly offset by the decrease in credit insurance products as the transition from credit insurance products to debt protection administration programs continued and fees from debt protection administration programs did not fully compensate for the decrease in credit insurance premiums. See Business Operating Business Segments Assurant Solutions Products and Services Consumer Protection Solutions .

Net investment income decreased by $13 million, or 6%, from $218 million in 2001 to $205 million in 2002. The average portfolio yield dropped 51 basis points from 6.36% in 2001 to 5.85% in 2002 due to the lower interest rate environment. This decrease was partially offset by the reinvestment of tax advantaged investments, such as preferred stock, low-income housing tax credit investments and tax-exempt municipal bonds, into higher yield taxable investments. Also, average allocated invested assets increased by approximately 2%.

Fees and other income increased by $21 million, or 21%, from $98 million in 2001 to $119 million in 2002, including $13 million in additional fee income resulting from our credit insurance business transitioning to debt protection administration services.

Total Benefits, Losses and Expenses

Total benefits, losses and expenses increased by $120 million, or 6%, from $2,084 million in 2001 to $2,204 million in 2002.

Policyholder benefits increased by $115 million, or 18%, from $640 million in 2001 to $755 million in 2002. Consumer protection solutions benefits contributed $98 million of this increase due primarily to $36 million from the warranty and extended service contracts business and $24 million from an accidental death and disability product. The increase was partly offset by a decrease in benefits in credit insurance products, which related to the decrease in premiums resulting from the transition to debt protection administration products. The growth of our specialty property solutions product lines also contributed a further $17 million to the increase in policyholder benefits in 2002, including approximately $11 million of losses related to Hurricane Lili and Arizona wildfires. In 2001, we had approximately $10 million in losses related to tropical storm Allison.

Selling, underwriting and general expenses increased by $5 million, or less than 1%, from $1,444 million in 2001 to $1,449 million in 2002. Commissions, taxes, licenses and fees, of which amortization of DAC is a component, contributed $21 million to the increase. The increase was primarily in our specialty property solutions business from the growth in the creditor-placed homeowners and manufactured housing homeowners insurance products. This increase was offset by a decrease in general expenses of $16 million primarily due to a non-recurring cost incurred in 2001.

Segment Income After Tax

As a result of the foregoing, segment income after tax increased by $34 million, or 35%, from $98 million in 2001 to $132 million in 2002.

Income taxes increased $25 million, or 63%, from $40 million in 2001 to $65 million in 2002. The increase was primarily due to a 43% increase in segment income before income tax. The majority of the remaining increase was due to an increase in our effective tax rate primarily due to our decision to reduce our ownership of tax-advantaged investments.

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Assurant Health

Overview

The table below presents information regarding Assurant Health segment s results of operations:

	For the Nine Months Ended September 30,		For the Year Ended December 31,		
	2004	2003	2003	2002	2001
	(in millions except ratios and membership data)				
Revenues:					
Net earned premiums and other considerations	$ 1,673	$ 1,476	$ 2,009	$ 1,834	$ 1,838
Net investment income	50	36	49	55	58
Fees and other income	29	24	33	23	14
Total revenues	1,752	1,536	2,091	1,912	1,910
Benefits, losses and expenses:					
Policyholder benefits	(1,065)	(965)	(1,317)	(1,222)	(1,306)
Selling, underwriting and general expenses	(498)	(430)	(589)	(546)	(496)
Total benefits, losses and expenses	(1,563)	(1,395)	(1,906)	(1,768)	(1,802)
Segment income before income tax	189	141	185	144	108
Income taxes	(65)	(49)	(64)	(49)	(37)
Segment income after tax	$ 124	$ 92	$ 121	$ 95	$ 71
Loss ratio(1)	63.6%	65.4%	65.6%	66.6%	71.1%
Expense ratio(2)	29.3%	28.6%	28.9%	29.4%	26.8%
Combined ratio(3)	91.8%	93.0%	93.3%	95.2%	97.3%
Membership by product line (in thousands):					
Individual	807	755	761	670	600
Small employer group	348	365	376	355	420
Total	1,155	1,120	1,137	1,025	1,020

(1) The loss ratio is equal to policyholder benefits divided by net earned premiums and other considerations.
(2) The expense ratio is equal to selling, underwriting and general expenses divided by net earned premiums and other considerations and fees and other income.
(3) The combined ratio is equal to total benefits, losses and expenses divided by net earned premiums and other considerations and fees and other income.

Nine Months Ended September 30, 2004 Compared to Nine Months Ended September 30, 2003

Total Revenues

Total revenues increased by $216 million, or 14%, from $1,536 million for the nine months ended September 30, 2003, to $1,752 million for the nine months ended September 30, 2004.

Net earned premiums and other considerations increased by $197 million, or 13%, from $1,476 million for the nine months ended September 30, 2003, to $1,673 million for the nine months ended September 30, 2004. Net earned premium growth in individual health insurance business was attributable to continued sales which partially reflect the success of the HSAs that were introduced on January 1, 2004, and premium rate increases. Net earned premium growth in our small employer group health insurance business was attributable to premium rate increases partially offset by decreases in membership.

Net investment income increased by $14 million, or 39%, from $36 million for the nine months ended September 30, 2003, to $50 million for the nine months ended September 30, 2004. The average portfolio yield was 5.47% for the nine months ended September 30, 2003 and September 30, 2004. The average invested assets increased by approximately 39% for the nine months ended September 30, 2004 compared to the nine months ended September 30, 2003.

Fees and other income increased by $5 million, or 21%, from $24 million for the nine months ended September 30, 2003, to $29 million for the nine months ended September 30, 2004, primarily due to additional insurance policy fees and higher fee-based product sales in individual markets, such as sales of our non-insurance health access discount cards.

Total Benefits, Losses and Expenses

Total benefits, losses and expenses increased by $168 million, or 12%, from $1,395 million for the nine months ended September 30, 2003, to $1,563 million for the nine months ended September 30, 2004.

Policyholder benefits increased by $100 million, or 10%, from $965 million for the nine months ended September 30, 2003, to $1,065 million for the nine months ended September 30, 2004. The loss ratio improved 180 basis points from 65.4% for the nine months ended September 30, 2003 to 63.6% for the nine months ended September 30, 2004. This improvement was attributable to favorable loss experience predominantly on individual health insurance business, as well as a higher mix of individual health insurance business compared to small employer group health insurance business in 2004.

Selling, underwriting and general expenses increased by $68 million, or 16%, from $430 million for the nine months ended September 30, 2003, to $498 million for the nine months ended September 30, 2004. The expense ratio increased by 70 basis points from 28.6% for the nine months ended September 30, 2003 to 29.3% for the nine months ended September 30, 2004. These increases were primarily related to increased commission expense on first year individual health insurance business.

Segment Income After Tax

Segment income after tax increased by $32 million, or 35%, from $92 million for the nine months ended September 30, 2003 to $124 million for the nine months ended September 30, 2004.

Income taxes increased by $16 million, or 33%, from $49 million for the nine months ended September 30, 2003, to $65 million for the nine months ended September 30, 2004. This increase was primarily due to the increase in pre-tax income.

Year Ended December 31, 2003 Compared to December 31, 2002

Total Revenues

Total revenues increased by $179 million, or 9.0%, from $1,912 million for the year ended December 31, 2002, to $2,091 million for the year ended December 31, 2003.

Net earned premiums and other considerations increased by $175 million, or 10%, from $1,834 million for the year ended December 31, 2002, to $2,009 million for the year ended December 31, 2003. Net earned premiums attributable to our individual health insurance business increased $156 million due to membership growth and premium rate increases. Net earned premiums attributable to our small employer group health insurance business increased $19 million primarily because we instituted premium rate increases in select small group markets to sufficiently price for the underlying medical costs of existing business and for anticipated future medical trends.

Net investment income decreased by $6 million, or 11%, from $55 million for the year ended December 31, 2002, to $49 million for the year ended December 31, 2003. There was a 88 basis point decrease in yield on the investment portfolio from 6.4% for the year ended December 31, 2002, to 5.55% for the year ended December 31, 2003, due to the lower interest rate environment. Offsetting the decrease in yield was a 4% increase in average invested assets for the year ended December 31, 2003, over the comparable prior year period.

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Fees and other income increased by $10 million, or 43%, from $23 million for the year ended December 31, 2002, to $33 million for the year ended December 31, 2003, due to additional insurance policy fees and higher fee-based product sales in individual markets, such as sales of our non-insurance health access discount cards.

Total Benefits, Losses and Expenses

Total benefits, losses and expenses increased by $138 million, or 8%, from $1,768 million for the year ended December 31, 2002, to $1,906 million for the year ended December 31, 2003.

Policyholder benefits increased by $95 million, or 8%, from $1,222 million for the year ended December 31, 2002, to $1,317 million for the year ended December 31, 2003. This increase was consistent with the increase in net earned premiums and other considerations. The loss ratio improved 100 basis points from 66.6% for the year ended December 31, 2002, to 65.6% for the year ended December 31, 2003, primarily due to our risk management activities.

Selling, underwriting and general expenses increased by $43 million, or 8%, from $546 million for the year ended December 31, 2002, to $589 million for the year ended December 31, 2003. Commissions increased by $33 million corresponding to an increase in first year net earned premiums over the prior year. Taxes, licenses and fees decreased by $6 million due to reduced premium tax rates on a portion of the medical premium. Amortization of deferred policy acquisition costs increased by $7 million due to higher sales of individual health insurance products beginning in 2000. General expenses increased by $9 million mainly due to additional spending to improve claims experience. The expense ratio improved 50 basis points from 29.4% for the year ended December 31, 2002, to 28.9% for the year ended December 31, 2003.

Segment Income After Tax

Segment income after tax increased by $26 million, or 27%, from $95 million for the year ended December 31, 2002, to $121 million for the year ended December 31, 2003.

Income taxes increased by $15 million, or 31%, from $49 million for the year ended December 31, 2002, to $64 million for the year ended December 31, 2003. The increase was consistent with the 28% increase in segment income before income tax during the year ended December 31, 2003.

Year Ended December 31, 2002 Compared to December 31, 2001

Total Revenues

Total revenues remained virtually unchanged from 2001 to 2002, at $1,910 million in 2001 as compared to $1,912 million in 2002.

Net earned premiums and other considerations also remained stable from 2001 to 2002, at $1,838 million in 2001 as compared to $1,834 million in 2002, with an increase of $142 million in 2002 in the net earned premiums attributable to our individual health insurance products being offset by a decrease of $146 million during such year in net earned premiums attributable to our small employer group health insurance products. Net earned premiums attributable to our individual health insurance business increased due to membership growth and premium rate increases. Net earned premiums attributable to our small employer group health insurance business decreased due to declining membership, partially offset by small employer group premium rate increases that we instituted in selected markets to adequately price for the underlying medical costs of existing business and for anticipated future medical trends.

Net investment income decreased by $3 million, or 5%, from $58 million in 2001 to $55 million in 2002. There was a 100 basis point decrease in yield on the investment portfolio from 7.4% in 2001 to 6.4% in 2002 mainly due to the lower interest rate environment. Partially offset by the decrease in yield was a 9% increase in average allocated invested assets in 2002.

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Fees and other income increased by $9 million, or 64%, from $14 million in 2001 to $23 million in 2002 due to additional insurance policy fees and higher fee-based product sales in our individual health insurance business.

Total Benefits, Losses and Expenses

Total benefits, losses and expenses decreased by $34 million, or 2%, from $1,802 million in 2001 to $1,768 million in 2002.

Policyholder benefits decreased by $84 million, or 6%, from $1,306 million in 2001 to $1,222 million in 2002. This decrease was principally due to a higher mix of individual health insurance business which had a lower loss ratio relative to small employer group health insurance business, primarily due to disciplined pricing and product design changes. The loss ratio improved 450 basis points from 71.1% in 2001 to 66.6% in 2002 primarily due to the higher mix of individual health insurance business, increased premium rates and product design changes.

Selling, underwriting and general expenses increased by $50 million, or 10%, from $496 million in 2001 to $546 million in 2002. Taxes, licenses and fees increased by $5 million in 2002, or 13%, due to a change in the mix of business by state and legal entity, and the loss of favorable consolidated premium tax return benefits triggered by the disposition of FFG. The amortization of DAC increased by $21 million in 2002, or 49%, due to higher sales of individual health insurance products beginning in 2000. General expenses increased by $34 million in 2002, or 13%, due to investments in technology, higher employee compensation and additional spending to achieve loss ratio improvements. Partially offsetting these increases was a $10 million, or 7%, decrease in commissions due to a higher mix of first year individual health insurance business. Individual health insurance policy acquisition costs are deferred and amortized in subsequent years.

The expense ratio increased by 260 basis points from 26.8% in 2001 to 29.4% in 2002. This increase was primarily attributable to the higher commissions on the mix of business in individual health insurance, investments in technology, higher employee compensation and additional spending to achieve loss ratio improvements.

Segment Income After Tax

Segment income after tax increased by $24 million, or 34%, from $71 million in 2001 to $95 million in 2002.

Income taxes increased by $12 million, or 32%, from $37 million in 2001 to $49 million in 2002. The increase was consistent with the 33% increase in segment income before income tax in 2002.

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Assurant Employee Benefits

Overview

The table below presents information regarding Assurant Employee Benefits segment s results of operations:

	For the Nine Months Ended September 30,		For the Year Ended December 31,		
	2004	2003	2003	2002	2001
	(in millions, except ratios)				
Revenues:					
Net earned premiums and other considerations	$ 933	$ 920	$ 1,256	$ 1,233	$ 934
Net investment income	111	105	140	148	144
Fees and other income	22	37	54	74	39
Total revenues	1,066	1,062	1,450	1,455	1,117
Benefits, losses and expenses:					
Policyholder benefits	(697)	(668)	(921)	(945)	(738)
Selling, underwriting and general expenses	(304)	(319)	(433)	(422)	(316)
Total benefits, losses and expenses	(1,001)	(987)	(1,354)	(1,367)	(1,054)
Segment income before income tax	65	75	96	88	63
Income taxes	(23)	(26)	(34)	(31)	(22)
Segment income after tax	$ 42	$ 49	$ 62	$ 57	$ 41
Loss ratio(1)	74.7%	72.6%	73.3%	76.6%	79.0%
Expense ratio(2)	31.8%	33.3%	33.1%	32.3%	32.5%
Premium persistency ratio(3)	83.4%	83.5%	79.9%	79.9%	84.3%
Net earned premiums and other considerations by major product groupings:					
Group dental	$ 390	$ 404	$ 539	$ 554	$ 255
Group disability	355	321	461	400	398
Group life	188	195	256	279	281
Total	$ 933	$ 920	$ 1,256	$ 1,233	$ 934

(1) The loss ratio is equal to policyholder benefits divided by net earned premiums and other considerations.

(2) The expense ratio is equal to selling, underwriting and general expenses divided by net earned premiums and other considerations and fees and other income.

(3) The premium persistency ratio is equal to the year-to-date (not annualized) rate at which existing business for all issue years at the beginning of the period remains in force at the end of the period. Persistency is typically higher mid-year than at year-end. The calculations for the year ended December 31, 2002 exclude DBD.

We acquired DBD on December 31, 2001 and CORE on July 12, 2001; therefore, the results of DBD and CORE are included in our Assurant Employee Benefits segment financial results beginning in 2002 and July 2001, respectively.

Nine Months Ended September 30, 2004 Compared to Nine Months Ended September 30, 2003

Total Revenues

Total revenues increased by $4 million, or less than 1%, from $1,062 million for the nine months ended September 30, 2003, to $1,066 million for the nine months ended September 30, 2004.

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Net earned premiums and other considerations increased by $13 million, or 1%, from $920 million for the nine months ended September 30, 2003, to $933 million for the nine months ended September 30, 2004. Net earned premium growth was driven by our disability business. Group disability net earned premiums increased by $34 million for the nine months ended September 30, 2004 compared to the comparable prior year period. The increase was primarily driven by an increase in business written through alternate distribution sources, as well as the transition of a block of business from administrative fee only business to fully insured business. The increase in disability net earned premiums was partially offset by decreases in dental and life net earned premiums and other considerations. Group Dental net earned premiums and other considerations decreased by $14 million for the nine months ended September 30, compared to the comparable prior year period. We are maintaining pricing discipline in an increasingly competitive market which has resulted in lower sales and renewals. Group life net earned premiums decreased by $7 million for the nine months ended September 30, compared to the comparable prior year period. The decrease was due to the non-renewal of certain unprofitable business.

Net investment income increased by $6 million, or 6%, from $105 million for the nine months ended September 30, 2003, to $111 million for the nine months ended September 30, 2004. The average portfolio yield declined 27 basis points from 6.43% for the nine months ended September 30, 2003, to 6.16% for the nine months ended September 30, 2004, due to the lower interest rate environment. The average invested assets increased by approximately 10% for the nine months ended September 30, 2004 compared to the nine months ended September 30, 2003.

Fees and other income decreased by $15 million, or 41%, from $37 million for the nine months ended September 30, 2003, to $22 million for the nine months ended September 30, 2004. The decrease was primarily due to lower fee income resulting from the sale of the WorkAbility division, as well as the transition of a block of business from administrative fee only business to fully insured business. See Corporate and Other.

Total Benefits, Losses and Expenses

Total benefits, losses and expenses increased by $14 million, or 1%, from $987 million for the nine months ended September 30, 2003, to $1,001 million for the nine months ended September 30, 2004.

Policyholder benefits increased by $29 million, or 4%, from $668 million for the nine months ended September 30, 2003, to $697 million for the nine months ended September 30, 2004. The loss ratio increased by 210 basis points from 72.6% for the nine months ended September 30, 2003 to 74.7% for the nine months ended September 30, 2004. These increases were primarily driven by a reduction in reserves in 2003. During the third quarter of 2003, we completed actuarial reserve adequacy studies for group disability, group life, and group dental products, which reflected that, in the aggregate, these reserves were redundant by $18 million. Therefore, we reduced reserves by $18 million in the third quarter of 2003 to reflect these estimates. Also contributing to the increases in 2004 were poor experience on a single large disability case and deterioration in group dental experience, partially offset by lower group disability incidence and improved group life mortality experience.

Selling, underwriting and general expenses decreased by $15 million or 5% from $319 million for the nine months ended September 30, 2003, to $304 million for the nine months ended September 30, 2004. The expense ratio decreased by 150 basis points from 33.3% for the nine months ended September 30, 2003, to 31.8% for the nine months ended September 30, 2004. The decrease was driven by the sale of the WorkAbility division noted earlier, as well as non-recurring expenses that were incurred during 2003.

Segment Income After Tax

Segment income after tax decreased by $7 million, or 14%, from $49 million for the nine months ended September 30, 2003, to $42 million for the nine months ended September 30, 2004.

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Income taxes decreased by $3 million, or 12%, from $26 million for the nine months ended September 30, 2003, to $23 million for the nine months ended September 30, 2004. The decrease was primarily due to decreases in pre-tax income.

Year Ended December 31, 2003 Compared to December 31, 2002

Total Revenues

Total revenues decreased by $5 million, less than 1%, from $1,455 million for the year ended December 31, 2002, to $1,450 million for the year ended December 31, 2003.

Net earned premiums and other considerations increased by $23 million, or 2%, from $1,233 million for the year ended December 31, 2002, to $1,256 million for the year ended December 31, 2003. The increase in disability net earned premium of $61 million was primarily due to additional disability reinsurance premiums assumed from DRMS. Partially offsetting this increase was a $23 million decrease in group life net earned premiums, due to the non-renewal of certain unprofitable business and less new business due to continued pricing discipline. In addition, dental net earned premiums decreased by $15 million, driven by lower sales and the non-renewal of a large account. This resulted in an aggregate premium persistency of 79.9% for 2003, which was unchanged from 2002.

Net investment income decreased by $8 million, or 5%, from $148 million for the year ended December 31, 2002, to $140 million for the year ended December 31, 2003. There was a 77 basis point decrease in yield on the investment portfolio from 7.16% for the year ended December 31, 2002 to 6.39% for the year ended December 31, 2003 due to the lower interest rate environment. Average invested assets increased by 6% from 2002 to 2003.

Fees and other income decreased by $20 million, or 27%, from $74 million for the year ended December 31, 2002, to $54 million for the year ended December 31, 2003. The decrease was primarily due to lower fee revenue from CORE due to the sale of PRA.

Total Benefits, Losses and Expenses

Total benefits, losses, and expenses decreased by $13 million, or 1%, from $1,367 million for the year ended December 31, 2002, to $1,354 million for the year ended December 31, 2003.

Policyholder benefits decreased by $24 million, or 3%, from $945 million for the year ended December 31, 2002, to $921 million for the year ended December 31, 2003. The decrease was driven by favorable development in disability claims and lower claim volume due to the reduction in dental and group life net earned premiums. In addition, during the third quarter of 2003, we completed reserve studies for the group disability, group life, and group dental products, which concluded that, in the aggregate, these reserves were redundant. Adjustments were made to reserves to reflect current mortality and morbidity experience. In addition, the reserve discount rate on all claims was changed to reflect the continuing low interest rate environment. The net impact of these adjustments was a reduction in reserves of approximately $18 million. The benefits loss ratio improved from 76.6% in 2002 to 73.3% in 2003. Excluding the reserve release discussed above, the benefits loss ratio improvement was driven primarily by favorable disability experience.

Selling, underwriting and general expenses increased by $11 million, or 3%, from $422 million for the year ended December 31, 2002, to $433 million for the year ended December 31, 2003. The expense ratio increased from 32.3% in 2002, to 33.1% in 2003, primarily due to a $6.2 million writedown of previously capitalized software related to our new administration system.

Segment Income After Tax

Segment income after tax increased by $5 million, or 9%, from $57 million for the year ended December 31, 2002 to $62 million for the year ended December 31, 2003.

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Income tax expense increased by $3 million, or 10%, from $31 million for the year ended December 31, 2002 to $34 million for the year ended December 31, 2003. The increase was consistent with the 9% increase in segment income before tax.

Year Ended December 31, 2002 Compared to Year Ended December 31, 2001

Total Revenues

Total revenues increased by $338 million, or 30%, from $1,117 million in 2001 to $1,455 million in 2002, substantially all of which was attributable to the acquisition of DBD.

Net earned premiums and other considerations increased by $299 million, or 32%, from $934 million in 2001 to $1,233 million in 2002. Excluding the $299 million increase in net earned premiums due to the acquisition of DBD, net earned premiums were unchanged at $934 million from 2001 to 2002, primarily because new business was offset by non-renewal of certain unprofitable business. An additional contributing factor was increased pressure on ancillary employee benefits provided by employer groups due to increased medical costs. Premium persistency (excluding the DBD acquisition) decreased by 440 basis points from 84.3% for 2001 to 79.9% for 2002 because of disciplined underwriting and reduced employment in renewed groups.

Net investment income increased by $4 million from $144 million in 2001 to $148 million in 2002 mainly due to the DBD acquisition. This increase was offset in part by a decrease in investment yields by 36 basis points from 7.52% in 2001 to 7.16% in 2002 due to the lower interest rate environment.

Fees and other income increased by $35 million, or 90%, from $39 million in 2001 to $74 million in 2002 primarily due to a full year of fee revenue from CORE, which was acquired on July 12, 2001. CORE fee revenue was $66 million in 2002, as compared to the half-year of revenue recorded in 2001 of $31 million.

Total Benefits, Losses and Expenses

Total benefits, losses and expenses increased by $313 million, or 30%, from $1,054 million in 2001 to $1,367 million in 2002.

Policyholder benefits increased by $207 million, or 28%, from $738 million in 2001 to $945 million in 2002. Excluding the $197 million increase related to the acquisition of DBD, policyholder benefits increased by $10 million, or 1%, driven by growth in group dental premiums. Our loss ratio improved 240 basis points from 79.0% in 2001 to 76.6% in 2002. Excluding the effect of the DBD acquisition, the loss ratio in 2002 was 80.1%, which was higher than in 2001 due to slight deterioration in group dental and group life experience.

Selling, underwriting and general expenses increased by $106 million, or 34%, from $316 million in 2001 to $422 million in 2002 primarily due to the DBD and CORE acquisitions. The expense ratio was virtually unchanged between 2001 and 2002.

Segment Income After Tax

Segment income after tax increased by $16 million, or 39%, from $41 million in 2001 to $57 million in 2002.

Income taxes increased by $9 million, or 41%, from $22 million in 2001 to $31 million in 2002. The increase was consistent with the 40% increase in segment income before income tax.

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Assurant PreNeed

Overview

The table below presents information regarding Assurant PreNeed segment s results of operations:

	For the Nine Months Ended September 30,		For the Year Ended December 31,		
	2004	2003	2003	2002	2001
			(in millions)		
Revenues:					
Net earned premiums and other considerations	$ 402	$ 401	$ 529	$ 538	$ 507
Net investment income	153	140	188	184	179
Fees and other income	4	3	5	5	3
Total revenues	559	544	722	727	689
Benefits, losses and expenses:					
Policyholder benefits	(403)	(391)	(521)	(513)	(486)
Selling, underwriting and general expenses	(117)	(110)	(146)	(137)	(120)
Total benefits, losses and expenses	(520)	(501)	(667)	(650)	(606)
Segment income before income tax	39	43	55	77	83
Income taxes	(13)	(15)	(19)	(27)	(29)
Segment income after tax	$ 26	$ 28	$ 36	$ 50	$ 54
Net earned premiums and other considerations by channel:					
AMLIC	$ 212	$ 216	$ 283	$ 293	$ 278
Independent	190	185	246	245	229
Total	$ 402	$ 401	$ 529	$ 538	$ 507

Nine Months Ended September 30, 2004 Compared to Nine Months Ended September 30, 2003

Total Revenues

Total revenues increased by $15 million, or 3%, from $544 million for the nine months ended September 30, 2003 to $559 million for the nine months ended September 30, 2004.

Net earned premiums and other considerations increased by $1 million, or less than 1%, from $401 million for the nine months ended September 30, 2003, to $402 million for the nine months ended September 30, 2004. The increase was primarily due to a change in the mix of business from limited pay sales to single-pay sales, offset by a 3% decline in new sales.

Net investment income increased by $13 million, or 9%, from $140 million for the nine months ended September 30, 2003, compared to $153 million for the nine months ended September 30, 2004. The average portfolio yield decreased 16 basis points from 6.57% for the nine months ended September 30, 2003 to 6.41% for the nine months ended September 30, 2004 due to the lower interest rate environment. The average invested assets increased by approximately 13% for the nine months ended September 30, 2004 from the nine months ended September 30, 2003.

Fees and other income increased by $1 million, or 33% from $3 million for the nine months ended September 30, 2003, to $4 million for the nine months ended September 30, 2004.

Total Benefits, Losses and Expenses

Total benefits, losses and expenses increased by $19 million, or 4%, from $501 million for the nine months ended September 30, 2003 to $520 million for the nine months ended September 30, 2004.

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Policyholder benefits increased by $12 million, or 3%, from $391 million for the nine months ended September 30, 2003, to $403 million for the nine months ended September 30, 2004. The increase was primarily due to the crediting of policy growth to a larger in force block of business. This increase was partially offset by a reduction in crediting rates on the discretionary growth business which reduced policyholder benefits by $3 million for the nine months ended September 30, 2004.

Selling, underwriting and general expenses increased by $7 million, or 6%, from $110 million for the nine months ended September 30, 2003 to $117 million for the nine months ended September 30, 2004 primarily due to additional maintenance expense on a larger in force block of business.

Segment Income After Tax

Segment income after tax decreased by $2 million, or 7%, from $28 million for the nine months ended September 30, 2003, to $26 million for the nine months ended September 30, 2004.

Income taxes decreased by $2 million, or 13%, from $15 million for the nine months ended September 30, 2003, to $13 million for the nine months ended September 30, 2004. The decrease was primarily due to the decrease in pre-tax income.

Year Ended December 31, 2003 Compared to December 31, 2002

Total Revenues

Total revenues decreased by $5 million, or 1%, from $727 million for the year ended December 31, 2002, to $722 million for the year ended December 31, 2003.

Net earned premiums and other considerations decreased by $9 million, or 2%, from $538 million for the year ended December 31, 2002, to $529 million for the year ended December 31, 2003. The decrease was primarily due to a $10 million decline in our AMLIC channel which was caused by a 24% drop in new face sales from SCI, AMLIC s principal customer.

Net investment income increased by $4 million, or 2%, from $184 million for the year ended December 31, 2002, to $188 million for the year ended December 31, 2003. An 8% increase in average invested assets was offset by a 34 basis point decrease in the annualized investment yield, which was 6.91% at December 31, 2002 compared to 6.57% at December 31, 2003. The increase in average invested assets was due to a larger in force block of business. The rate decline reduced net investment income by $10 million over the comparable prior year period. The decline in yields was due to the lower interest rate environment and the restructuring of the portfolio in 2002 to improve credit quality.

Total Benefits, Losses and Expenses

Total benefits, losses and expenses increased by $17 million, or 3%, from $650 million for the year ended December 31, 2002, to $667 million for the year ended December 31, 2003.

Policyholder benefits increased by $8 million, or 2%, from $513 million for the year ended December 31, 2002, to $521 million for the year ended December 31, 2003. This increase was due to the increase in business written and other factors. A portion of our pre-funded funeral insurance policies use a Consumer Price Index rate credited on policies. The Consumer Price Index rate increased from 1.97% in 2002 to 2.40% in 2003. This increased policyholder benefits by $2 million in 2003. In addition, benefit expense increased $4 million over 2002 levels related to higher customer utilization of an early pay off feature that allows conversions from limited pay policies to single-pay policies.

Selling, underwriting and general expenses increased by $9 million, or 7%, from $137 million for the year ended December 31, 2002, to $146 million for the year ended December 31, 2003. Amortization of DAC and VOBA expense increased $9 million for the year ended December 31, 2003, principally due to a larger in force block of business. Overall general operating expenses before deferral of costs declined $2 million over the comparable prior year period due to expense control. This reduction includes a $0.7 million charge associated

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with restructuring of the sales force in our independent division. Non deferrable general operating expenses were even with the prior year.

Segment Income After Tax

Segment income after tax decreased by $14 million, or 28%, from $50 million for the year ended December 31, 2002, to $36 million for the year ended December 31, 2003. This decrease was caused primarily by smaller spreads between investment income earned and the fixed benefits credited to policyholders, increased growth credited on the Consumer Price Index block of business and higher utilization of the early pay off feature.

Income taxes decreased by $8 million, or 30%, from $27 million for the year ended December 31, 2002, to $19 million for the year ended December 31, 2003, which was consistent with the 28% decrease in segment income before tax.

Year Ended December 31, 2002 Compared to December 31, 2001

Total Revenues

Total revenues increased by $38 million, or 6%, from $689 million in 2001 to $727 million in 2002.

Net earned premiums and other considerations increased by $31 million, or 6%, from $507 million in 2001 to $538 million in 2002. The increase was driven by a $15 million increase in net earned premiums in 2002 in our AMLIC channel due to an increase in the average size of the policies sold and increased earned premiums from the independent channel due to increased sales through expansion of pre-need counselors. Policy size increased due to a change in packaging of funerals sold by SCI.

Net investment income increased by $5 million, or 3%, from $179 million in 2001 to $184 million in 2002. An 8% increase in average allocated invested assets in 2002 resulting from the growth in force policies resulted in additional investment income in 2002. Offsetting the increase in invested assets was a 34 basis point decrease in yield on the investment portfolio from 7.25% in 2001 to 6.91% in 2002 due to the lower interest rate environment and restructuring of the investment portfolio to enhance credit quality. The decline in yields reduced investment income in 2002.

Fees and other income increased by $2 million, or 67%, from $3 million in 2001 to $5 million in 2002.

Total Benefits, Losses and Expenses

Total benefits, losses and expenses increased by $44 million, or 7%, from $606 million in 2001 to $650 million in 2002.

Policyholder benefits increased by $27 million, or 6%, from $486 million in 2001 to $513 million in 2002. The increase in policyholder benefits was consistent with the increase in business written, partially offset by other factors. A portion of our pre-funded funeral insurance policies uses a Consumer Price Index rate as a growth rate credited on policies. The Consumer Price Index rate decreased from 3.36% in 2001 to 1.97% in 2002. This reduced policyholder benefits by $6 million in 2002. In addition, benefit expense increased by $3 million from 2001 to 2002 related to higher customer utilization of an early pay off feature that allows conversion from limited pay policies to single-pay policies.

Selling, underwriting and general expenses increased by $17 million, or 14%, from $120 million in 2001 to $137 million in 2002. The primary reason for the increase was an increase in amortization of DAC and VOBA of $12 million in 2002, as a result of the increased sales of single-pay policies versus plans paid over a three-, five- and ten-year period. The acquisition costs on single-pay policies were amortized in the year of issue, thus causing the increase in expense levels in 2002 over 2001. All other expenses increased by $5 million in 2002 from 2001 due primarily to the increase in premiums. Our mix of business has been moving toward more single-pay policies relative to multi-pay policies increasing our expenses in any given year.

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Segment Income After Tax

Segment income after tax decreased by $4 million, or 7%, from $54 million in 2001 to $50 million in 2002. This was caused primarily by smaller spreads between our investment yields and rates we credited to our policyholders. Also, profits were lower due to higher utilization of the early pay off feature described above and higher mortality, offset by the lower Consumer Price Index credited growth.

Income taxes decreased by $2 million, or 7%, from $29 million in 2001 to $27 million in 2002 which was largely consistent with the 7% decrease in segment income before income tax in 2002.

Corporate and Other

Overview

The Corporate and Other segment includes activities of the holding company, financing expenses, net realized gains (losses) on investments, interest income earned from short-term investments held and interest income from excess surplus of insurance subsidiaries not allocated to other segments. The Corporate and Other segment also includes the results of operations of (i) FFG (a division we sold on April 2, 2001) and (ii) LTC (a business we sold on March 1, 2000), for the periods prior to their disposition and amortization of deferred gains associated with the portions of the sale of FFG and LTC sold through reinsurance agreements.

The table below presents information regarding Corporate and Other s results of operations:

	For the Nine Months Ended September 30,		For the Year Ended December 31,		
	2004	**2003**	**2003**	**2002**	**2001**
			(in millions)		
Revenues:					
Net earned premiums and other considerations	$	$	$	$	$ 58
Net investment income	19	34	43	40	112
Net realized gains (losses) on investments	22	15	2	(118)	(119)
Amortization of deferred gain on disposal of businesses	43	52	68	80	68
Gain on disposal of businesses				11	62
Fees and other income	3	9	11	25	67
Total revenues	87	110	124	38	248
Benefits, losses and expenses:					
Policyholder benefits					(70)
Selling, underwriting and general expenses	(51)	(34)	(69)	(55)	(120)
Interest expense	(41)		(1)		(14)
Loss on disposal of business	(9)				
Distributions on preferred securities	(2)	(88)	(113)	(118)	(118)
Premium on redemption of mandatorily redeemable preferred securities			(206)		
Total benefits, losses and expenses	(103)	(122)	(389)	(173)	(322)
Segment income (loss) before income tax	(16)	(12)	(265)	(135)	(74)
Income taxes	7	6	99	61	21
Segment (loss) after tax	$ (9)	$ (6)	$(166)	$ (74)	$ (53)

As of September 30, 2004, we had approximately $344 million (pre-tax) of deferred gains that had not yet been amortized. We expect that we will be amortizing deferred gains from dispositions through 2031. The deferred gains are being amortized in a pattern consistent with the expected future reduction of the in force blocks of business ceded to The Hartford and John Hancock. See Reinsurance. This reduction is expected to be more rapid in the first few years after sale and to be slower as the liabilities in the block decrease.

The Corporate and Other segment s financial results were most affected by the April 2, 2001 sale of FFG. Below are the results of FFG that have been included in the Corporate and Other segment from January 1, 2001 through March 31, 2001:

	For the Year Ended December 31, 2001
	(in millions)
Revenues:	
Net earned premiums	$ 49
Net investment income	32
Fees and other income	65
Total revenues	146
Benefits, losses and expenses:	
Policyholder benefits	(48)
Selling, underwriting and general expenses	(86)
Total benefits, losses and expenses	(134)
Reportable income results before income tax	12
Income taxes	(4)
Reportable income results after tax	$ 8

Nine Months Ended September 30, 2004 Compared to Nine Months Ended September 30, 2003

Total Revenues

Total revenues decreased by $23 million, or 21%, from $110 million for the nine months ended September 30, 2003, to $87 million for the nine months ended September 30, 2004.

Net investment income decreased by $15 million, or 44%, from $34 million for the nine months ended September 30, 2003, to $19 million for the nine months ended September 30, 2004 mainly due to the lower interest rate environment and the decrease in average invested assets.

Net realized gains on investments improved by $7 million, or 47%, from net realized gains of $15 million for the nine months ended September 30, 2003, to net realized gains of $22 million for the nine months ended September 30, 2004. Net realized gains on investments are comprised of both other-than-temporary impairments and realized gains (losses) on sales of securities. For the nine months ended September 30, 2004 and 2003, we had other-than-temporary impairments of $0.8 million, and $17 million, respectively. There were no individual impairments in excess of $10 million for the nine months ended September 30, 2004 and 2003.

Amortization of deferred gain on disposal of businesses decreased by $9 million, or 17%, from $52 million for the nine months ended September 30, 2003, to $43 million for the nine months ended September 30, 2004. This decrease was consistent with the run-off of the business ceded to the Hartford in 2001 and John Hancock in 2000. See Reinsurance.

Fees and other income decreased by $6 million, or 67%, from $9 million for the nine months ended September 30, 2003, to $3 million for the nine months ended September 30, 2004 primarily due to a one-time adjustment recorded in the third quarter of 2003.

Total Benefits, Losses and Expenses

Total benefits, losses and expenses decreased by $19 million, or 16%, from $122 million for the nine months ended September 30, 2003, to $103 million for the nine months ended September 30, 2004.

Selling, underwriting and general expenses increased by $17 million, or 50%, from $34 million for the nine months ended September 30, 2003, to $51 million for the nine months ended September 30, 2004. The increase was primarily due to $18 million of costs incurred related to being a public company. Costs related to our initial public offering are included in the $18 million.

Interest expense increased by $41 million from zero for the nine months ended September 30, 2003, to $41 million for the nine months ended September 30, 2004. The increase was the result of the two senior notes that we issued in February 2004. See Liquidity and Capital Resources.

On May 3, 2004, we sold our WorkAbility division. As a result, we incurred a $9 million loss on disposal of business in the second quarter of 2004.

Distributions on mandatorily redeemable preferred securities decreased by $86 million, or 98%, form $88 million for the nine months ended September 30, 2003, to $2 million for the nine months ended September 30, 2004. The decline was due to the early redemption of $1,250 million of mandatorily redeemable preferred securities in December 2003 and $196 million of mandatorily redeemable preferred securities in January 2004.

Segment Loss After Income Tax

Segment loss after income tax increased by $3 million, or 50%, from $6 million for the nine months ended September 30, 2003, to $9 million for the nine months ended September 30, 2004.

Income tax benefit improved by $1 million, or 17%, from an income tax benefit of $6 million for the nine months ended September 30, 2003, to an income tax benefit of $7 million for the nine months ended September 30, 2004. These improvements were primarily due to estimated to actual tax return true-up adjustments.

Year Ended December 31, 2003 Compared to December 31, 2002

Total Revenues

Total revenues increased by $86 million, or 226%, from $38 million for the year ended December 31, 2002, to $124 million for the year ended December 31, 2003.

Net investment income increased by $3 million, or 8%, from $40 million for the year ended December 31, 2002, to $43 million for the year ended December 31, 2003.

Net realized gains (losses) on investments improved by $120 million, or 102%, from net realized losses of $118 million for the year ended December 31, 2002, to net realized gains of $2 million for the year ended December 31, 2003. In 2003, we had other than temporary impairments of $20 million as compared to $85 million for the year ended December 31, 2002. There were no individual impairments of available for sale securities in excess of $10 million in 2003. Impairments on available for sale securities in excess of $10 million in 2002 consisted of an $18 million writedown of fixed maturity investments in NRG Energy, a $12 million writedown of fixed maturity investments in AT&T Canada and an $11 million writedown of fixed maturity investments in MCI WorldCom. Excluding the effects of other-than-temporary impairments, we recorded an increase in net realized gains of $55 million.

Amortization of deferred gain on disposal of businesses decreased by $12 million, or 15%, from $80 million for the year ended December 31, 2002, to $68 million for the year ended December 31, 2003. This decrease was consistent with the run-off of the businesses ceded to The Hartford and John Hancock. See Reinsurance.

Gains on disposal of businesses decreased by $11 million, or 100%, from $11 million for the year ended December 31, 2002, to zero for the year ended December 31, 2003. On June 28, 2002, we sold our investment in NHP, which resulted in pre-tax gains of $11 million.

Fees and other income decreased by $14 million, or 56%, from $25 million for the year ended December 31, 2002, to $11 million for the year ended December 31, 2003. The decrease was primarily due to

$15 million of income recognized in 2002 associated with a settlement true-up of a 1999 sale of a small block of business to a third party and reversal of bad debt allowances due to successful collection of receivables that had been previously written off.

Total Benefits, Losses and Expenses

Total benefits, losses and expenses increased by $216 million, or 125%, from $173 million for the year ended December 31, 2002, to $389 million for the year ended December 31, 2003.

Selling, underwriting and general expenses increased by $14 million, or 25%, from $55 million for the year ended December 31, 2002, to $69 million for the year ended December 31, 2003. This increase was primarily due to $14 million of consulting and compensation expenses incurred in 2003, related to our initial public offering in February 2004.

Distributions on preferred securities decreased by $5 million, or 4%, from $118 million for the year ended December 31, 2002, to $113 million for the year ended December 31, 2003. We redeemed $1,250 million of our mandatorily redeemable preferred securities in mid-December 2003, resulting in lower expenses. We redeemed the remaining $196 million of mandatorily redeemable preferred securities in January 2004. As a result of the early extinguishment of all the mandatorily redeemable preferred securities we incurred $206 million of interest premiums for the year ended December 31, 2003 compared to zero recognized in 2002.

Segment Loss After Tax

Segment loss after tax increased by $92 million, or 124%, from $74 million in 2002 to $166 million in 2003. This change was primarily due to the $206 million of interest premiums incurred related to early extinguishment of mandatorily redeemable preferred securities, partially offset by the favorable $120 million change in net realized capital gains (losses) on investments.

Income tax benefit increased by $38 million, or 62%, from $61 million in 2002 to $99 million in 2003. The change in the income tax benefit was consistent with the change in segment loss before income tax. In 2002 we also recognized the release of approximately $13 million of previously provided tax accruals, which were no longer considered necessary based on the resolution of certain domestic tax matters.

Year Ended December 31, 2002 Compared to December 31, 2001

Total Revenues

Total revenues decreased by $210 million, or 85%, from $248 million in 2001 to $38 million in 2002.

Net earned premiums and other considerations decreased by $58 million, or 100%, from $58 million in 2001 to zero in 2002 due to the sale of FFG.

Net investment income decreased by $72 million, or 64%, from $112 million in 2001 to $40 million in 2002. Excluding the $32 million reduction in investment income from the sale of FFG, net investment income decreased in 2002 as a result of a decrease in invested assets because we paid down debt and acquired CORE and DBD.

Net realized losses on investments decreased by $1 million, or 1%, from $119 million in 2001 to $118 million in 2002. In 2002, we had other-than-temporary impairments of $85 million, as compared to $78 million in 2001. Impairments of available for sale securities in excess of $10 million in 2002 consisted of an $18 million writedown of fixed maturity investments in NRG Energy, a $12 million writedown of fixed maturity investments in AT&T Canada and an $11 million writedown of fixed maturity investments in MCI WorldCom. Impairments of available for sale securities in excess of $10 million in 2001 consisted of a $22 million writedown of fixed maturity investments in Enron.

Amortization of deferred gain on disposal of businesses increased by $12 million, or 18%, from $68 million in 2001 to $80 million in 2002, mainly due a to full year of amortization of the deferred gain on the sale of FFG as compared to nine months of amortization in 2001.

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Gains on disposal of businesses decreased by $51 million, or 82%, from $62 million in 2001 to $11 million in 2002. This decrease was due to the sale of FFG s mutual fund operations. Also, on June 28, 2002, we sold our investment in NHP, which resulted in pre-tax gains of $11 million in 2002.

Fees and other income decreased by $42 million, or 63%, from $67 million in 2001 to $25 million in 2002. Excluding the $65 million reduction in other income due to the sale of FFG, fees and other income increased by $23 million in 2002 mainly due to approximately $15 million of income associated with a settlement true-up of a 1999 sale of a small block of business to a third party and reversal of bad debt allowances due to successful collection of receivables that had been previously written off.

Total Benefits, Losses and Expenses

Total benefits, losses and expenses decreased by $149 million, or 46%, from $322 million in 2001 to $173 million in 2002.

Policyholder benefits decreased by $70 million from $70 million in 2001 to zero in 2002. The decrease was entirely due to the sale of FFG.

Selling, underwriting and general expenses decreased by $65 million, or 54%, from $120 million in 2001 to $55 million in 2002. Excluding the $86 million reduction in selling, underwriting and general expenses attributable to the sale of FFG, these expenses increased by $21 million from 2001 to 2002.

Interest expense decreased by $14 million from $14 million in 2001 to zero in 2002. We used a portion of the FFG sale proceeds, in 2001, to repay $225 million of debt owed to Fortis Finance.

Distributions on preferred securities in 2002 remained unchanged from 2001 at $118 million.

Segment Loss After Tax

Segment loss after tax increased by $21 million, or 40%, from a $53 million loss in 2001 to a $74 million loss in 2002, primarily due to the sale of FFG.

Income taxes increased by $40 million, or 190%, from $21 million in 2001 to $61 million in 2002. Excluding the $4 million reduction in income tax expenses due to the sale of FFG, income tax benefit increased by $44 million in 2002. The change in the income tax benefit was largely consistent with the increase in segment losses before income tax. In 2002, we also recognized the release of approximately $13 million of previously provided tax accruals, which were no longer considered necessary based on the resolution of certain domestic tax matters.

Investments

The following table shows the carrying value of our investments by type of security as of the dates indicated:

	As of September 30, 2004		As of December 31, 2003		As of December 31, 2002	
			(in millions)			
Fixed maturities	$ 9,046	79%	$ 8,729	80%	$ 8,036	80%
Equity securities	548	5	456	4	272	3
Commercial mortgage loans on real estate	1,040	9	933	9	842	8
Policy loans	66	1	68	1	69	1
Short-term investments	226	2	276	2	684	7
Other investments	508	4	462	4	181	1
Total investments	$11,434	100%	$10,924	100%	$10,084	100%

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Of our fixed maturity securities shown above, 68% and 70% (based on total fair value) were invested in securities rated A or better as of September 30, 2004 and December 31, 2003, respectively. As interest rates increase, the market value of fixed maturity securities decreases.

The following table provides the cumulative net unrealized gains (pre-tax) on fixed maturity securities and equity securities as of the dates indicated:

	As of September 30, 2004	As of December 31, 2003	As of December 31, 2002
		(in millions)	
Fixed maturities:			
Amortized cost	$8,568	$8,230	$7,631
Net unrealized gains	478	499	405
Fair value	$9,046	$8,729	$8,036
Equities:			
Cost	$ 540	$ 437	$ 265
Net unrealized gains	8	19	7
Fair value	$ 548	$ 456	$ 272

Net unrealized gains on fixed maturity securities decreased by $21 million, or 4%, from December 31, 2003 to September 30, 2004. Net unrealized gains on equity securities decreased by $11 million, or 58%, from December 31, 2003, to September 30, 2004. The decrease in net unrealized gains was primarily due to the net effect of the change in treasury yields. The 10-year treasury yield decreased 13 basis points between December 31, 2003 and September 30, 2004 and the 5-year treasury yield increased 15 basis points between December 31, 2003 and September 30, 2004.

Net unrealized gains on fixed maturity securities increased by $94 million, or 23%, from December 31, 2002 to December 31, 2003. Net unrealized gains on equity securities increased by $12 million, or 171%, from December 31, 2002 to December 31, 2003. The increase in net unrealized gains was primarily due to the decline in investment grade corporate securities yield spreads combined with an increase in treasury yields. Spreads on investment grade corporate securities fell by approximately 119 basis points while yields on 10-year treasury securities increased by 44 basis points between December 31, 2002 and December 31, 2003.

We recorded $20.3 million, $85.3 million and $78.2 million of pre-tax realized losses in 2003, 2002 and 2001, respectively, associated with other-than-temporary declines in value of available for sale securities.

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The investment category and duration of our gross unrealized losses on fixed maturities and equity securities at December 31, 2003 were as follows:

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(in thousands)					
Fixed maturities						
Bonds:						
United States Government and government agencies and authorities	$306,623	$ (4,467)	$	$	$306,623	$ (4,467)
States, municipalities and political subdivisions	6,783	(33)	1,531	(8)	8,314	(41)
Foreign governments	24,901	(554)			24,901	(554)
Public utilities	38,934	(374)	536	(6)	39,470	(380)
All other corporate bonds	493,234	(7,710)	9,122	(157)	502,356	(7,867)
Total fixed maturities	$870,475	$(13,138)	$11,189	$(171)	$881,664	$(13,309)
Equity securities						
Common stocks:						
Public utilities	$	$	$	$	$	$
Banks, trusts and insurance companies						
Industrial, miscellaneous and all other			11	(2)	11	(2)
Non-redeemable preferred stocks:						
Non-sinking fund preferred stocks	36,644	(728)	317	(2)	36,961	(730)
Total equity securities	$ 36,644	$ (728)	$ 328	$ (4)	$ 36,972	$ (732)

The unrealized loss position at December 31, 2003 consisted of approximately $13.3 million in unrealized losses on fixed maturity securities and approximately $0.7 million in unrealized losses on equity securities. The total unrealized loss represents less than 2% of the aggregate fair value of the related securities. Approximately 99% of these unrealized losses have been in a continuous loss position for less than twelve months. The total unrealized losses are comprised of 284 individual securities with 14% of the individual securities having an unrealized loss of more than $0.1 million. The total unrealized losses on securities that were in a continuous unrealized loss position for longer than six months but less than 12 months was approximately $7.6 million, with no security having a market value below 92% of book value.

As part of our ongoing monitoring process, we regularly review our investment portfolio to ensure that investments that may be other than temporarily impaired are identified on a timely basis and that any impairment is charged against earnings in the proper period. We have reviewed these securities and concluded that there was an additional $0.8 million of other than temporary impairments for the nine months ended September 30, 2004. Due to issuers continued satisfaction of the securities obligations in accordance with their contractual terms and their continued expectations to do so, as well as our evaluation of the fundamentals of the issuers financial condition, we believe that the prices of the securities in an unrealized loss position as of September 30, 2004 in the sectors discussed above were temporarily depressed primarily as a result of the prevailing level of interest rates at the time the securities were purchased.

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Reserves

The following table presents reserve information as of the dates indicated:

	As of September 30, 2004	As of December 31, 2003	As of December 31, 2002
		(in millions)	
Future policy benefits and expenses	$ 6,329	$ 6,235	$ 5,807
Unearned premiums	3,222	3,134	3,208
Claims and benefits payable	3,641	3,513	3,374
Total policy liabilities	$13,192	$12,882	$12,389

Future policy benefits and expenses increased by $94 million, or 2%, from December 31, 2003 to September 30, 2004 and by $428 million, or 7%, from December 31, 2002 to December 31, 2003. The main contributing factor to these increases was growth in underlying business.

Unearned premiums increased by $88 million, or 3%, from December 31, 2003 to September 30, 2004 and decreased by $74 million, or 2%, from December 31, 2002 to December 31, 2003. The main contributing factor to the increase from December 31, 2003 to September 30, 2004 was new extended service contract business assumed in late 2003. The decrease from December 31, 2002 to December 31, 2003 was primarily driven by the run-off of our U.S. credit life and disability contracts, offset by growth in our short duration contracts.

Claims and benefits payable increased by $128 million, or 4%, from December 31, 2003 to September 30, 2004 and by $139 million, or 4%, from December 31, 2002 to December 31, 2003. The main contributing factor to these increases was growth in underlying business.

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The following table provides reserve information by our major lines of business for the years ended December 31, 2003 and 2002:

	December 31, 2003			December 31, 2002		
	Future policy benefits and expenses	Unearned premiums	Claims and benefits payable	Future policy benefits and expenses	Unearned premiums	Claims and benefits payable
	(in millions)					
Long Duration Contracts:						
Pre-funded funeral life insurance policies and investment-type annuity contracts	$2,276	$ 3	$ 14	$1,991	$ 3	$ 15
Life insurance no longer offered	688	1	4	693	1	5
Universal life and annuities no longer offered	322	1	17	334	1	12
FFG and LTC disposed businesses	2,744	48	177	2,619	48	139
All other	205	57	151	170	75	167
Short Duration Contracts:						
Group term life		13	394		11	457
Group disability		4	1,375		4	1,299
Medical		67	266		43	202
Dental		7	39		8	44
Property and warranty		1,149	621		1,135	536
Credit life and disability		759	403		1,074	445
Extended service contracts		1,023	18		803	16
All other		2	34		2	37
Total policy liabilities	$6,235	$3,134	$3,513	$5,807	$3,208	$3,374

For a description of our reserving methodology, see Note 15 of the Notes to Consolidated Financial Statements included elsewhere in this prospectus.

Long Duration

The following discusses the reserving process for our major long duration product line.

Reserves for future policy benefits are recorded as the present value of future benefits to policyholders and related expenses less the present value of future net premiums. Reserve assumptions are selected using best estimates for expected investment yield, inflation, mortality and withdrawal rates. These assumptions reflect current trends, are based on Company experience and include provision for possible unfavorable deviation. An unearned premium reserve is also recorded which represents the balance of the excess of gross premiums over net premiums that is still to be recognized in future years income in a constant relationship to insurance in force.

Loss recognition testing is performed annually. Such testing involves the use of best estimate assumptions to determine if the net liability position (all liabilities less DAC) exceeds the minimum liability needed. Any premium deficiency would first be addressed by removing the provision for adverse deviation. To the extent a premium deficiency still remains, it would be recognized immediately by a charge to the statement of operations and a corresponding reduction in DAC. Any additional deficiency would be recognized as a premium deficiency reserve.

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Historically, loss recognition testing has not resulted in an adjustment to DAC or reserves. Such adjustments would occur only if economic or mortality conditions significantly deteriorated.

Short Duration

For short duration contracts, claims and benefits payable reserves are recorded when insured events occur. The liability is based on the expected ultimate cost of settling the claims. The claims and benefits payable reserves include (1) case reserves for known but unpaid claims as of the balance sheet date; (2) IBNR reserves for claims where the insured event has occurred but has not been reported to us as of the balance sheet date; and (3) loss adjustment expense reserves for the expected handling costs of settling the claims. Periodically, we review emerging experience and make adjustments to our case reserves and assumptions where necessary. Below are further discussions on the reserving process for our major short duration products.

Group Disability and Group Term Life

Case or claim reserves are set for active individual claims on group disability policies and for disability waiver of premium benefits on group term life policies. Assumptions considered in setting such reserves include disabled life mortality and claim termination rates (the rates at which disabled claimants come off claim, either through recovery or death), claim management practices, awards for social security and other benefit offsets and yield rates earned on assets supporting the reserves. Group long-term disability and group term life waiver of premium reserves are discounted because the payment pattern and ultimate cost are fixed and determinable on an individual claim basis.

Factors considered when setting IBNR reserves include patterns in elapsed time from claim incidence to claim reporting, and elapsed time from claim reporting to claim payment.

Key sensitivities for group long-term disability claim reserves include the discount rate and claim termination rates. If the discount rate were reduced (or increased) by 100 basis points, reserves at September 30, 2004 would be approximately $50.5 million higher (or $48.2 million lower). If claim termination rates were 10% lower (or higher) than currently assumed, reserves at September 30, 2004 would be approximately $34.9 million higher (or $32.5 million lower).

The discount rate is also a key sensitivity for group term life waiver of premium reserves. If the discount rate were reduced (or increased) by 100 basis points, reserves at September 30, 2004 would be approximately $11.9 million higher (or $11.2 million lower).

As set forth in Note 15 of the Notes to Consolidated Financial Statements for the years ended December 31, 2003, 2002 and 2001, Group Disability incurred losses related to prior years were approximately $53 million more, $3 million less and $7 million less than the reserves that were previously estimated for the years ended December 31, 2003, 2002 and 2001, respectively. Group Disability reserves are long term in nature, and the reserves are estimated based on claims incurred in several prior years. The Group Disability reserve deficiency in 2003, and its related upward revision, reflects the result of reserve adequacy studies concluded in the third quarter of 2003. Based on results of those studies, reserves were increased by $44 million, almost all of which was attributable to a reduction in the discount rate to reflect current yields on invested assets. The Group Disability reserve redundancies in 2002 and 2001, which were less than 1% of prior-year reserves, arose as a result of our actual claim recovery rates exceeding those assumed in our beginning-of-year case reserves, after taking into account an offset of one less year of discounting reflected in the Company s end-of-year case reserves. The difference in actual versus best estimate recovery rates reflects an experience gain, which is recognized in the period the gain is realized.

As set forth in Note 15 of the Notes to Consolidated Financial Statements for the years ended December 31, 2003, 2002 and 2001, Group Term Life incurred losses related to prior years were approximately $93 million, $29 million and $35 million less than the reserves that were previously estimated for the years ended December 31, 2003, 2002 and 2001, respectively. A significant portion of the Group Term Life reserve is related to waiver of premium reserves for disabled claimants. Group Term Life waiver of premium reserves are long-term in nature, and the reserves are estimated based on claims incurred in several prior years.

Reductions in the Group Term Life reserves reflected the results of reserve adequacy studies conducted in the third quarter of 2003. Based on the results of those studies, reserves were reduced by $59 million. The change in estimate reflects an increase in the discount rate, lower mortality rates and higher recovery rates. These changes were made to reflect current yields on invested assets, and recent mortality and recovery experience. These changes were offset by one less year of discounting reflected in the Company s end-of-year waiver of premium reserves. The differences in actual versus best estimate mortality, recovery and paid claim lag rates reflect experience gains, which are recognized in the period the gains emerge.

The conclusion of the reserve studies determined that, in the aggregate, the reserves were redundant. The reserve discount rate on all claims was changed to reflect the continuing low interest rate environment. The net impact of these adjustments was a reduction in reserves of approximately $18 million, which included $3 million of reserve release relating to the group dental business.

Medical

IBNR reserves represent the largest component of reserves estimated for claims and benefits payable in our Medical line of business, and we use a number of methods in their estimation, including the loss development method and the projected claim method for recent claim periods. We use several methods in our Medical line of business because of the limitations of relying exclusively on a single method.

A key sensitivity is the loss development factors used. Loss development factors selected take into consideration claims processing levels, claims under case management, medical inflation, seasonal effects, medical provider discounts and product mix. A 1% reduction (or increase) to the loss development factors for the most recent four months would result in approximately $22 million higher (or $19 million lower) reserves at September 30, 2004. Our historical claims experience indicates that approximately 81% of medical claims are paid within four months of the incurred date.

As set forth in Note 15 of the Notes to Consolidated Financial Statements for the years ended December 31, 2003, 2002 and 2001, actual losses incurred in our Medical business related to prior years were $58 million, $43 million and $48 million less than previously estimated for the years ended December 31, 2003, 2002 and 2001, respectively. Due to the short-tail nature of this business, these developments related to claims incurred in the preceding year (i.e., in 2002, 2001 and 2000 respectively). The redundancies in our Medical line of business, and the related downward revisions in our Medical reserve estimates, were caused by our claims developing more favorably than expected. Our actual claims experience reflected lower medical provider utilization and lower medical inflation than assumed in our prior-year pricing and reserving processes. The differences in actual versus best estimate paid claim lag rates, medical provider utilization and medical inflation reflect experience gains, which are recognized in the period the gains emerge.

None of the changes in incurred claims from prior years in our Medical line of business, and the related downward revisions in our Medical estimated reserves, were attributable to any change in our reserve methods or assumptions.

Property and Warranty

Our Property and Warranty line of business includes creditor-placed homeowners, manufactured housing homeowners, credit property, credit unemployment and warranty insurance and some longer-tail coverages (e.g., asbestos, environmental, other general liability and personal accident). Our Property and Warranty loss reserves consist of case reserves and bulk reserves. Bulk reserves consist of IBNR and development on case reserves. The method we most often use in setting our Property and Warranty bulk reserves is the loss development method. Under this method, we estimate ultimate losses for each accident period by multiplying the current cumulative losses by the appropriate loss development factor. We then calculate the bulk reserve as the difference between the estimate of ultimate losses and the current case-incurred losses (paid losses plus

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case reserves). We select loss development factors based on a review of historical averages, and we consider recent trends and business specific matters such as current claims payment practices.

We may use other methods depending on data credibility and product line. We use the estimates generated by the various methods to establish a range of reasonable estimates. The best estimate is selected from the middle to upper end of the third quartile of the range of reasonable estimates.

As set forth in Note 15 of the Notes to Consolidated Financial Statements for the periods ended December 31, 2003, 2002 and 2001, actual losses incurred in our Property and Warranty lines of business related to prior years were $13 million less, $2 million more and $27 million less than previously estimated for the years ended December 31, 2003, 2002 and 2001, respectively. The redundancies in our Property and Warranty lines of business, and the related downward revisions in our estimated reserves in 2001, occurred mostly in our credit unemployment and credit property insurance coverages, whereas the other coverages showed immaterial adjustments to prior years incurred losses. The small deficiency in 2002 largely reflected a shift in the mix of business away from the credit property and unemployment product lines. In addition, an increase in the claim frequency of unemployment contributed to additional development and the small deficiency in 2002. In 2003, unemployment claim frequencies stabilized, resulting in a modest redundancy. These changes reflect experience gains and losses from actual claim frequencies differing from the best estimate claim frequencies, and differences in actual versus best estimate paid claim lag rates. Such gains and losses are recognized in the periods they emerge. For the longer-tail Property and Warranty coverages (e.g., asbestos, environmental, other general liability and personal accident), there were no changes in estimated amounts for incurred claims in prior years for all years shown in Note 15.

None of the changes in incurred claims from prior years, and the related downward revisions in estimated reserves, were attributable to any change in our reserve methods or assumptions.

Most of our credit insurance business is written on a retrospective commission basis, which permits Assurant Solutions to adjust commissions based on claims experience. Thus, any adjustment to prior years incurred claims in this line of business is largely offset by a change in contingent commissions which is included in the selling, underwriting and general expenses line in the results of operations.

Reinsurance

The following table sets forth our reinsurance recoverables as of the dates indicated:

	As of September 30, 2004	As of December 31, 2003	As of December 31, 2002
		(in millions)	
Reinsurance recoverables	$4,263	$4,445	$4,650

Reinsurance recoverables decreased by $182 million, or 4%, from December 31, 2003 to September 30, 2004 and by $205 million, or 4%, from December 31, 2002 to December 31, 2003. We have used reinsurance to exit certain businesses, such as the dispositions of FFG and LTC. The reinsurance recoverables relating to these dispositions amounted to $2,365 million, $2,410 million and $2,255 million at September 30, 2004, December 31, 2003 and 2002, respectively.

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In the ordinary course of business, we are involved in both the assumption and cession of reinsurance with non-affiliated companies. The following table provides details of the reinsurance recoverables balance for the years ended December 31:

	2003	2002
	(in millions)	
Ceded future policyholder benefits and expense	$2,551	$2,452
Ceded unearned premium	971	1,277
Ceded claims and benefits payable	788	744
Ceded paid losses	135	177
Total	$4,445	$4,650

We utilize ceded reinsurance for loss protection and capital management, business dispositions and, in Assurant Solutions, for client risk and profit sharing.

Based on our September 30, 2004 results, we anticipate that we will receive approximately $25 million from reinsurers in respect of the 2004 Florida hurricanes. Our benefits, losses and expenses for the nine months ended September 30, 2004 reflect this anticipated recovery.

Loss Protection and Capital Management

As part of our overall risk and capacity management strategy, we purchase reinsurance for certain risks underwritten by our various business segments, including significant individual or catastrophic claims, and to free up capital to enable us to write additional business.

For those product lines where there is exposure to catastrophes, we closely monitor and manage the aggregate risk exposure by geographic area, and we have entered into reinsurance treaties to manage exposure to these types of events.

Under indemnity reinsurance transactions in which we are the ceding insurer, we remain liable for policy claims if the assuming company fails to meet its obligations. To limit this risk, we have control procedures to evaluate the financial condition of reinsurers and to monitor the concentration of credit risk to minimize this exposure. The selection of reinsurance companies is based on criteria related to solvency and reliability and, to a lesser degree, diversification as well as developing strong relationships with our reinsurers for the sharing of risks.

Business Dispositions

We have used reinsurance to exit certain businesses, such as the dispositions of FFG and LTC. Reinsurance was used in these cases to facilitate the transactions because the businesses shared legal entities with business segments that we retained. Assets backing liabilities ceded relating to these businesses are held in trusts, and the separate accounts relating to FFG are still reflected in our balance sheet.

The reinsurance recoverable from The Hartford was $1,537 million and $1,558 million as of December 31, 2003 and 2002, respectively. The reinsurance recoverable from John Hancock was $873 million and $697 million as of December 31, 2003 and 2002, respectively. We would be responsible to administer these businesses in the event of a default by reinsurers. In addition, under the reinsurance agreement, The Hartford is obligated to contribute funds to increase the value of the separate accounts relating to the business sold if such value declines. If The Hartford fails to fulfill these obligations, we will be obligated to make these payments.

Assurant Solutions Segment Client Risk and Profit Sharing

The Assurant Solutions segment writes business produced by its clients, such as mortgage lenders and servicers, financial institutions and retailers, and reinsures all or a portion of such business to insurance

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subsidiaries of the clients. Such arrangements allow significant flexibility in structuring the sharing of risks and profits on the underlying business.

A substantial portion of Assurant Solutions reinsurance activities are related to agreements to reinsure premiums and risk related to business generated by certain clients to the clients captive insurance companies or to reinsurance subsidiaries in which the clients have an ownership interest. Through these arrangements, our insurance subsidiaries share some of the premiums and risk related to client-generated business with these clients. When the reinsurance companies are not authorized to do business in our insurance subsidiary s domiciliary state, our insurance subsidiary obtains collateral, such as a trust or a letter of credit, from the reinsurance company or its affiliate in an amount equal to the outstanding reserves to obtain full financial credit in the domiciliary state for the reinsurance. Our reinsurance agreements do not relieve us from our direct obligation to our insured. Thus, a credit exposure exists to the extent that any reinsurer is unable to meet the obligations assumed in the reinsurance agreements. To minimize our exposure to reinsurance insolvencies, we evaluate the financial condition of our reinsurers and hold substantial collateral (in the form of funds, trusts and letters of credit) as security under the reinsurance agreements. See Quantitative and Qualitative Disclosures about Market Risk Credit Risk.

Liquidity and Capital Resources

Assurant, Inc. is a holding company, and as such, has limited direct operations of its own. Our holding company assets consist primarily of the capital stock of our subsidiaries. Accordingly, our future cash flows depend upon the availability of dividends and other statutorily permissible payments from our subsidiaries, such as payments under our tax allocation agreement and under management agreements with our subsidiaries. The ability to pay such dividends and to make such other payments will be limited by applicable laws and regulations of the states in which our subsidiaries are domiciled, which subject our subsidiaries to significant regulatory restrictions. The dividend requirements and regulations vary from state to state and by type of insurance provided by the applicable subsidiary. These laws and regulations require, among other things, our insurance subsidiaries to maintain minimum solvency requirements and limit the amount of dividends these subsidiaries can pay to the holding company. Solvency regulations, capital requirements and rating agencies are some of the factors used in determining the amount of capital used for dividends. For 2004, the maximum amount of distributions our subsidiaries could pay under applicable laws and regulations without prior regulatory approval is $302 million. For a discussion of the various restrictions on our ability and the ability of our subsidiaries to pay dividends, please see Regulation, Description of Share Capital and Description of Indebtedness.

Dividends paid by our subsidiaries totaled $244 million for the nine months ended September 30, 2004, $18.5 million for the nine months ended September 30, 2003, $99.5 million for the year ended December 31, 2003, $186.5 million for the year ended December 31, 2002 and $615.4 million for the year ended December 31, 2001. Figures for 2001 were higher due to a gain on the sale of FFG. We used these cash inflows primarily to pay expenses, to make interest payments on indebtedness and to make dividend payments to our stockholders.

The primary sources of funds for our subsidiaries consist of premiums and fees collected, the proceeds from the sales and maturity of investments and investment income. Cash is primarily used to pay insurance claims, agent commissions, operating expenses and taxes. We generally invest our subsidiaries excess funds in order to generate income.

In December 2003, we entered into two senior bridge credit facilities of $650 million and $1,100 million. The aggregate indebtedness of $1,750 million under the facility was in connection with the extinguishment of our mandatorily redeemable preferred securities.

On January 30, 2004, we entered into a $500 million senior revolving credit facility with a syndicate of banks arranged by J.P. Morgan Securities Inc. (successor by merger to Banc One Capital Markets, Inc.) and Citigroup Global Markets Inc., which is available for working capital and other general corporate purposes. The revolving credit facility is unsecured and is available until February 2007, so long as we are not in default.

The revolving credit facility contains restrictive covenants. The terms of the revolving credit facility also require that we maintain certain specified minimum ratios or thresholds. As of September 30, 2004, we are in compliance with all covenants and we maintain all specified minimum ratios and thresholds.

On February 10, 2004, we received a $725.5 million capital contribution from Fortis simultaneously with the closing of our initial public offering. The proceeds from that contribution were used to repay the outstanding indebtedness under the $650 million senior bridge credit facility and $75.5 million of outstanding indebtedness under the $1,100 million senior bridge credit facility. In addition, we repaid a portion of the $1,100 million senior bridge credit facility with $49.5 million in cash. We also refinanced the remaining amount outstanding under the $1,100 million senior bridge credit facility with the proceeds of our $975 million senior note offerings described below. All amounts outstanding under our senior bridge credit facilities were paid off in 2004.

On February 18, 2004, we issued two series of senior notes in an aggregate principal amount of $975 million. The first series is $500 million in principal amount, bears interest at 5.625% per year and is payable in a single installment due February 15, 2014. The second series is $475 million in principal amount, bears interest at 6.750% per year and is payable in a single installment due February 15, 2034.

In March 2004, we established a $500 million commercial paper program, which is available for working capital and other general corporate purposes. Our subsidiaries do not maintain commercial paper or other borrowing facilities at their level. This program is backed up by a $500 million senior revolving credit facility with a syndicate of banks arranged by J.P. Morgan Securities Inc. (successor by merger to Banc One Capital Markets, Inc.) and Citigroup Global Markets Inc., which was established on January 30, 2004. The revolving credit facility is unsecured and is available until February 2007, so long as we are in compliance with all the covenants. This facility is also available for general corporate purposes, but to the extent used thereto, would be unavailable to back up the commercial paper program. On June 1, 2004 and on August 9, 2004, we used $20 million and $40 million, respectively, from the commercial paper program for general corporate purposes, which was repaid on June 15, 2004 and August 20, 2004, respectively. There were no amounts relating to the commercial paper program outstanding at September 30, 2004. We did not use the revolving credit facility during the nine months ended September 30, 2004 and no amounts are currently outstanding.

Interest on our senior notes is payable semi-annually on February 15 and August 15 of each year, commencing August 15, 2004. The senior notes are our unsecured obligations and rank equally with all of our other senior unsecured indebtedness. The senior notes are not redeemable prior to maturity. The net proceeds from the issuance of the senior notes were used to repay the remaining portion of our outstanding indebtedness under our $1,100 million senior bridge facility.

Our qualified pension plan was under-funded by $60 million at December 31, 2003. We established a funding policy in which service cost plus 15% of plan deficit will be contributed annually. In the full year 2004, we made contributions to the pension fund totaling $26 million. This funding policy will be revised annually to take into effect any assumption changes, return on plan assets and funded status of the plan. In accordance with ERISA, there is no expected minimum funding requirement for 2004 or 2005. Our nonqualified plan, which is unfunded, had a projected benefit obligation of $72 million at December 31, 2003. The expected Company payments to retirees under this plan are approximately $4 million per year in 2004 and 2005. Also, our post-retirement plans (other than pension), which are partially funded with $7 million of assets, had an accumulated post-retirement benefit obligation of $51 million at December 31, 2003. In the full year 2004, we contributed $5.7 million towards pre-funding these benefits. In addition, the expected Company payments to retirees and dependents under the postretirement plan are approximately $1.2 million per year in 2004 and 2005. See Note 17 of the Notes to Consolidated Financial Statements included elsewhere in this prospectus.

We estimate that our capital expenditures in connection with our name change and rebranding initiative have been approximately $10 million, which we will expense in 2004. We are not currently planning to make any other significant capital expenditures in 2004 or 2005.

During January 2004, we paid to participants in the Assurant Appreciation Incentive Rights Plan an aggregate of $25 million in connection with the cash-out of all outstanding Fortis incentive rights. See Management Assurant Appreciation Incentive Rights Plan.

In management s opinion, our subsidiaries cash flow from operations together with our income and gains from our investment portfolio will provide sufficient liquidity to meet our needs in the ordinary course of business.

Cash Flows

We monitor cash flows at both the consolidated and subsidiary levels. Cash flow forecasts at the consolidated and subsidiary levels are provided on a monthly basis, and we use trend and variance analyses to project future cash needs making adjustments to the forecasts when needed.

The table below shows our recent net cash flows:

	For the Nine Months Ended September 30,		For the Year Ended December 31,		
	2004	2003	2003	2002	2001
	(in millions)				
Net cash provided by (used in):					
Operating activities	$ 607	$ 632	$ 741	$ 365	$ 632
Investing activities	(568)	(516)	(711)	(380)	(218)
Financing activities	(305)	(182)	317	(43)	(380)
Net change in cash	$(266)	$ (66)	$ 347	$ (58)	$ 34

Cash Flows for the Nine Months Ended September 30, 2004 and September 30, 2003. The key changes of the net cash outflow of $266 million for the nine months ended September 30, 2004 were net purchases of fixed maturity securities of $1,088 million, maturities of fixed maturity securities of $767 million, issuance of debt of $972 million, issuance of common stock of $725 million and repayment of debt of $1,750 million. The key changes of net cash outflow of $66 million for the nine months ended September 30, 2003 were net purchases of fixed maturity securities of $1,571 million, maturities of these securities of $976 million, net sales of short term investments of $368 million, net purchase of equity securities of $160 million, payments of dividends in the amount of $181 million and cash from operating activities.

Cash Flows for the Years Ended December 31, 2003, 2002 and 2001. The key changes of the net cash inflow of $347 million for the year ended December 31, 2003 were net purchases of fixed maturity securities of $1,929 million, maturities of these securities of $1,131 million and issuance of debt in the amount of $2,400 million. Key changes of the net cash outflow of $58 million for the year ended December 31, 2002 were net purchases of fixed maturity securities of $1,164 million and maturities of these securities of $858 million. Key changes of the net cash inflow of $34 million for the year ended December 31, 2001 were the sale of FFG for $385 million in cash and changes in our revenues and expenses from operating activities as described above.

At September 30, 2004, we had total debt outstanding of $996 million, as compared to $1,970 million at December 31, 2003 and $1,471 million at both December 31, 2002 and 2001. At September 30, 2004, this debt consisted of $972 million of senior notes and $24 million of mandatorily redeemable preferred stock. See Description of Share Capital and Certain Relationships and Related Transactions for a description of these securities.

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The table below shows our cash outflows for distributions and dividends for the periods indicated:

Security	For the Nine Months Ended September 30, 2004	For the Year Ended December 31, 2003	2002	2001
		(in thousands)		
Mandatorily redeemable preferred securities and interest paid	$ 2,987	$ 128,694	$ 117,114	$ 133,667
Mandatorily redeemable preferred stock dividends	744	963	1,052	1,053
Common stock dividends	19,887	181,187	41,876	109,298
Total	$ 23,618	$ 310,844	$ 160,042	$ 244,018

Commitments and Contingencies

We have obligations and commitments to third parties as a result of our operations. These obligations and commitments are detailed in the table below by maturity date as of the dates indicated:

	As of September 30, 2004				
	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years	Total
			(in thousands)		
Contractual obligations:					
Debt	$	$	$	$ 971,593	$ 971,593
Mandatorily redeemable preferred stock				24,160	24,160
Commitments:					
Investment purchases outstanding:					
unsettled trades	82,495				82,495
commercial mortgage loans on real estate	49,345				49,345
other investments	9,818	3,100			12,918
Total obligations and commitments	$ 141,658	$ 3,100	$	$ 995,753	$ 1,140,511

At December 31, 2003, the aggregate future minimum lease payments under operating lease agreements that have initial or non-cancelable terms in excess of one year were $39.6 million due in less than one year, $67.4 million due in one to three years, $48.8 million due in three to five years and $44.5 million in more than five years. These obligations totaled $200.3 million at December 31, 2003.

In addition, as of September 30, 2004, the Assurant Appreciation Incentive Rights Plan liability was $32 million. This liability will be paid based on the plan description. See Management Assurant Appreciation Incentive Rights Plan.

As of September 30, 2004, we contributed $19.5 million to the Pension Plan and contributed an additional $6.5 million in the fourth quarter of 2004.

Letters of Credit

In the normal course of business, letters of credit are issued primarily to support reinsurance arrangements. These letters of credit are supported by commitments with financial institutions. We had approximately $69 million and $117 million of letters of credit outstanding as of September 30, 2004 and December 31, 2003, respectively.

Quantitative and Qualitative Disclosures about Market Risk

As a provider of insurance products, effective risk management is fundamental to our ability to protect both our customers and stockholders interests. We are exposed to potential loss from various market risks, in particular interest rate risk and credit risk. Additionally we are exposed to inflation risk and to a small extent to foreign currency risk.

Interest rate risk is the possibility the fair value of liabilities will change more or less than the market value of investments in response to changes in interest rates, including changes in the slope or shape of the yield curve and changes in spreads due to credit risks and other factors.

Credit risk is the possibility that counterparties may not be able to meet payment obligations when they become due. We assume counterparty credit risk in many forms. A counterparty is any person or entity from which cash or other forms of consideration are expected to extinguish a liability or obligation to us. Primarily, our credit risk exposure is concentrated in our fixed income investment portfolio and, to a lesser extent, in our reinsurance recoverables.

Inflation risk is the possibility that a change in domestic price levels produces an adverse effect on earnings. This typically happens when only one of invested assets or liabilities is indexed to inflation.

Foreign exchange risk is the possibility that changes in exchange rates produce an adverse effect on earnings and equity when measured in domestic currency. This risk is largest when assets backing liabilities payable in one currency are invested in financial instruments of another currency. Our general principle is to invest in assets that match the currency in which we expect the liabilities to be paid.

Interest Rate Risk

Interest rate risk arises as we invest substantial funds in interest-sensitive fixed income assets, such as fixed maturity investments, mortgage-backed and asset-backed securities and commercial mortgage loans, primarily in the United States and Canada. There are two forms of interest rate risk price risk and reinvestment risk. Price risk occurs when fluctuations in interest rates have a direct impact on the market valuation of these investments. As interest rates rise, the market value of these investments falls, and conversely, as interest rates fall, the market value of these investments rises. Reinvestment risk occurs when fluctuations in interest rates have a direct impact on expected cash flows from mortgage-backed and asset-backed securities. As interest rates fall, an increase in prepayments on these assets results in earlier than expected receipt of cash flows forcing us to reinvest the proceeds in an unfavorable lower interest rate environment, and conversely as interest rates rise, a decrease in prepayments on these assets results in later than expected receipt of cash flows forcing us to forgo reinvesting in a favorable higher interest rate environment. As of September 30, 2004, we held $9,046 million of fixed maturity securities at fair market value and $1,040 million of commercial mortgages at amortized cost for a combined total of 88% of total invested assets. As of December 31, 2003, we held $8,729 million of fixed maturity securities at fair market value and $933 million of commercial mortgages at amortized cost for a combined total of 88% of total invested assets. As of December 31, 2002, we held $8,036 million of fixed maturity securities at fair market value and $842 million of commercial mortgages at amortized cost for a combined total of 88% of total invested assets.

We expect to manage interest rate risk by selecting investments with characteristics such as duration, yield, currency and liquidity tailored to the anticipated cash outflow characteristics of our insurance and reinsurance liabilities.

Our group long-term disability reserves are also sensitive to interest rates. Group long-term disability reserves are discounted to the valuation date at the valuation interest rate. The valuation interest rate is determined by taking into consideration actual and expected earned rates on our asset portfolio, with adjustments for investment expenses and provisions for adverse deviation.

The interest rate sensitivity of our fixed maturity security assets is assessed using hypothetical test scenarios that assume several positive and negative parallel shifts of the underlying yield curves. We have assumed that both the United States and Canadian yield curves have a 100% correlation and, therefore, move together. The individual securities are repriced under each scenario using a valuation model. For investments

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such as mortgage-backed and asset-backed securities, a prepayment model was used in conjunction with a valuation model. Our actual experience may differ from the results noted below particularly due to assumptions utilized or if events occur that were not included in the methodology. The following table summarizes the results of this analysis for bonds, mortgage-backed and asset-backed securities held in our investment portfolio:

Interest Rate Movement Analysis

of Market Value of Fixed Maturity Securities Investment Portfolio as of September 30, 2004

	-100	-50	0	50	100
			(in millions)		
Total market value	$9,594	$9,319	$9,046	$8,781	$8,525
% Change in market value from base case	6.1%	3.0%	0.0%	(2.9)%	(5.8)%
$ Change in market value from base case	$ 548	$ 273	$	$ (265)	$ (520)

Credit Risk

We have exposure to credit risk primarily as a holder of fixed income securities and by entering into reinsurance cessions.

Our risk management strategy and investment policy is to invest in debt instruments of high credit quality issuers and to limit the amount of credit exposure with respect to any one issuer. We attempt to limit our credit exposure by imposing fixed maturity portfolio limits on individual issuers based upon credit quality. Currently our portfolio limits are 1.5% for issuers rated AA- and above, 1% for issuers rated A- to A+, 0.75% for issuers rated BBB- to BBB+ and 0.38% for issuers rated BB- to BB+. These portfolio limits are further reduced for certain issuers with whom we have credit exposure on reinsurance agreements. We use the lower of Moody s or Standard & Poor s ratings to determine an issuer s rating. See Business Investments.

The following table presents our fixed maturity investment portfolio by ratings of the nationally recognized securities rating organizations as of September 30, 2004:

Rating	Fair Value	Percentage of Total
	(in millions)	
Aaa/ Aa/ A	$6,132	68%
Baa	2,372	26%
Ba	425	5%
B and lower	117	1%
Total	$9,046	100%

We are also exposed to the credit risk of our reinsurers. When we reinsure, we are still liable to our insureds regardless of whether we get reimbursed by our reinsurer. As part of our overall risk and capacity management strategy, we purchase reinsurance for certain risks underwritten by our various business segments as described above under Reinsurance.

For at least 50% of our $4,445 million of reinsurance recoverables at December 31, 2003, we are protected from the credit risk by using some type of risk mitigation mechanism such as a trust, letter of credit or by withholding the assets in a modified coinsurance or co-funds-withheld arrangement. For example, reserves of $1,537 million and $873 million as of December 31, 2003 relating to two large coinsurance arrangements with The Hartford and John Hancock, respectively, related to sales of businesses. If the value of the assets in these trusts decreases, The Hartford and John Hancock, as the case may be, will be required to put more assets in the trusts. We may be dependent on the financial condition of The Hartford and John Hancock, whose A.M. Best ratings are currently A+ and A++, respectively. For recoverables that are not protected by these mechanisms, we are dependent solely on the credit of the reinsurer. Occasionally, the credit worthiness of the reinsurer becomes questionable. See Risk Factors Risks Related to Our Company Reinsurance may not be available or adequate to protect us against losses, and we are subject to the credit risk of reinsurers. We believe that a majority of our reinsurance exposure has been ceded to companies rated A- or better by A.M. Best.

Inflation Risk

Inflation risk arises as we invest substantial funds in nominal assets, which are not indexed to the level of inflation, whereas the underlying liabilities are indexed to the level of inflation. Approximately 13% of Assurant PreNeed s insurance policies with reserves of approximately $397 million as of September 30, 2004 have death benefits that are guaranteed to grow with the Consumer Price Index. In times of rapidly rising inflation the credited death benefit growth on these liabilities increases relative to the investment income earned on the nominal assets resulting in an adverse impact on earnings. We have partially mitigated this risk by purchasing a contract with payments tied to the Consumer Price Index. See Derivatives.

In addition, we have inflation risk in our individual and small employer group health insurance businesses to the extent that medical costs increase with inflation and we have not been able to increase premiums to keep pace with inflation.

Foreign Exchange Risk

We are exposed to some foreign exchange risk arising from our international operations mainly in Canada. We also have limited foreign exchange risk exposure to currencies other than the Canadian dollar, primarily British pounds and Danish krone. Total invested assets denominated in these other currencies were less than 2% of our total invested assets at September 30, 2004.

Foreign exchange risk is mitigated by matching our liabilities under insurance policies that are payable in foreign currencies with investments that are denominated in such currency. We have not established any hedge to our foreign currency exchange rate exposure.

We assess our foreign exchange risk by examining the foreign exchange rate exposure of the excess of invested assets over the statutory reserve liabilities denominated in foreign currency. Two stress scenarios are examined.

The first scenario assumes a hypothetical 10% immediate change in the foreign exchange rate.

The second scenario assumes a more severe 2.33 standard deviation event (comparable to a one in 100 probability under a normal distribution).

The modeling techniques we use to calculate our exposure does not take into account correlation among foreign currency exchange rates or correlation among various markets. Our actual experience may differ from the results noted below particularly due to correlation assumptions utilized or if events occur that were not included in the methodology, such as significant illiquidity or other market events.

Derivatives

Derivatives are financial instruments whose values are derived from interest rates, foreign exchange rates, financial indices or the prices of securities or commodities. Derivative financial instruments may be exchange-traded or contracted in the over-the-counter market and include swaps, futures, options and forward contracts.

Under insurance statutes, our insurance companies may use derivative financial instruments to hedge actual or anticipated changes in their assets or liabilities, to replicate cash market instruments or for certain income-generating activities. These statutes generally prohibit the use of derivatives for speculative purposes. We generally do not use derivative financial instruments.

On August 1, 2003, we purchased a contract to partially hedge the inflation risk exposure inherent in some of our pre-funded funeral insurance policies.

In 2003, we determined that the modified coinsurance agreement with The Hartford contained an embedded derivative. In accordance with DIG B36, we bifurcated the contract into its debt host and embedded derivative (total return swap) and recorded the embedded derivative at fair value on the balance sheet. Contemporaneous with the adoption of DIG B36, we transferred the invested assets related to this coinsurance agreement from fixed maturities available for sale to trading securities, included in other investments in the December 31, 2003 consolidated balance sheet. The combination of the two aforementioned transactions has no net impact in the consolidated statements of operations for all periods presented. See Note 2 of the Notes to the Consolidated Financial Statements.

BUSINESS

Overview

We pursue a differentiated strategy of building leading positions in specialized market segments for insurance products and related services in North America and selected other markets. We provide:

- creditor-placed homeowners insurance;
- manufactured housing homeowners insurance;
- debt protection administration;
- credit insurance;
- warranties and extended service contracts;
- individual health and small employer group health insurance;
- group dental insurance;
- group disability insurance;
- group life insurance; and
- pre-funded funeral insurance.

The markets we target are generally complex, have a relatively limited number of competitors and, we believe, offer attractive profit opportunities. In these markets, we leverage the experience of our management team and apply our expertise in risk management, underwriting and business-to-business management, as well as our technological capabilities in complex administration and systems. Through these activities, we seek to generate above-average returns by building on specialized market knowledge, well-established distribution relationships and economies of scale.

As a result of our strategy, we are a leader in many of our chosen markets and products. In our Assurant Solutions business, we have leadership positions or are aligned with clients who are leaders in creditor-placed homeowners insurance based on servicing volume, manufactured housing homeowners insurance based on number of homes built and debt protection administration based on credit card balances outstanding. In our Assurant Employee Benefits business, we are a leading writer of group dental plans sponsored by employers based on the number of subscribers and based on the number of master contracts in force. A master contract refers to a single contract issued to an employer that provides coverage on a group basis; group members receive certificates, which summarize benefits provided and serve as evidence of membership. In our Assurant PreNeed business, we are the market leader of pre-funded funeral insurance measured by face amount of new policies sold. We believe that our leadership positions give us a sustainable competitive advantage in our chosen markets.

We currently have four decentralized operating business segments to ensure focus on critical activities close to our target markets and customers, while simultaneously providing centralized support in key functions. Each operating business segment has its own experienced management team with the autonomy to make decisions on key operating matters. These managers are eligible to receive incentive-based compensation based in part on operating business segment performance and in part on company-wide performance, thereby encouraging strong business performance and cooperation across all our businesses. At the operating business segment level, we stress disciplined underwriting, careful analysis and constant improvement and product redesign. At the corporate level, we provide support services, including investment, asset/liability matching and capital management, leadership development, information technology support and other administrative and finance functions, enabling the operating business segments to focus on their target markets and distribution relationships while enjoying the economies of scale realized by operating these businesses together. Also, our overall strategy and financial objectives are set and continuously monitored at the corporate level to ensure that our capital resources are being properly allocated.

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We organize and manage our specialized businesses through four operating business segments:

Operating Business Segment	Principal Products and Services	Principal Distribution Channels	For the Nine Months Ended September 30, 2004
Assurant Solutions			**Total revenues: $2,072 million Segment income before income tax: $119 million**
Specialty Property	Creditor-placed homeowners insurance (including tracking services) Manufactured housing homeowners insurance	Mortgage lenders and servicers Manufactured housing lenders, dealers, independent agents and vertically integrated builders	
Consumer Protection	Debt protection administration Credit insurance Warranties and extended service contracts -Appliances -Automobiles and recreational vehicles - Consumer electronics - Wireless devices	Financial institutions (including credit card issuers) and retailers Consumer electronics and appliance retailers Vehicle dealerships	
Assurant Health			**Total revenues: $1,752 million Segment income before income tax: $189 million**
Individual Health	PPO Short-term medical insurance Student medical insurance	Independent agents National accounts Internet	
Small Employer Group Health	PPO	Independent agents	
Assurant Employee Benefits	Group dental insurance -Employer-paid -Employee-paid Group disability insurance Group term life insurance	Employee benefit advisors Brokers DRMS(1)	**Total revenues: $1,066 million Segment income before income tax: $65 million**
Assurant PreNeed	Pre-funded funeral insurance	SCI Independent funeral homes	**Total revenues: $559 million Segment income before income tax: $39 million**

(1) DRMS refers to Disability Reinsurance Management Services, Inc., one of our wholly owned subsidiaries that provides a turnkey facility to other insurers to write principally group disability insurance.

We also have a Corporate and Other segment, which includes activities of the holding company, financing expenses, net realized gains (losses) on investments, interest income earned from short-term investments held and, prior to 2004, interest income from excess surplus of insurance subsidiaries not allocated to other segments. The Corporate and Other segment also includes the results of operations of (i) FFG (a division we sold on April 2, 2001) and (ii) LTC (a business we sold on March 1, 2000) for the periods prior to their disposition, and amortization of deferred gains associated with the portions of the sales of FFG and LTC sold through reinsurance agreements as described above. See Management s Discussion and Analysis of Financial Condition and Results of Operations Corporate and Other.

Recent Accomplishments

Our business has exhibited strong performance through the first three fiscal quarters of 2004, which we believe demonstrates the strength of our diversified specialty insurance operating model. We generated higher net income than during the comparable period in 2003 and the book value of our stockholders equity increased by 6% from December 31, 2003 through September 30, 2004 (pro forma to include in the December 31, 2003 stockholders equity the $725.5 million capital contribution we received from Fortis in February 2004 in connection with our initial public offering). Over this period, we generated total revenues of $5,536 million and net income of $264 million. This was achieved in a period of unprecedented hurricane activity during which we incurred substantial claims associated with these storms.

We continued to focus on deploying our capital in an efficient manner. Using cash flow generated from operations as well as capital released as a result of our ongoing effort to consolidate legal entities, we returned capital to our stockholders through both quarterly cash dividends of $0.07 per share and the repurchase of 2.4 million outstanding shares of common stock through December 31, 2004.

We also executed on our strategy of strengthening our existing distribution relationships and adding new partners. For example, we renewed our exclusive health insurance distribution agreement with State Farm, and expanded our agreement with General Electric signed in 2003 to provide extended service contracts on home appliances.

Our operating segments continue to build their positions in their specialty market niches. In Assurant Solutions, we have seen strong top-line growth in specialty property, resulting in improved operating results when hurricane losses are excluded. Our consumer protection solutions revenues have also grown. Extended service contract revenues in both domestic and international markets as well as international credit insurance revenues have grown as well. This growth has helped to offset the continued run-off of our U.S. credit insurance business. In Assurant Health, individual medical insurance premiums have grown significantly in 2004. Our underwriting strength and pricing discipline, combined with favorable claims development, drove combined ratios in Assurant Health to historical lows in 2004. Additionally, we have seen an increasing percentage of our individual health insurance sales sold in conjunction with HSAs. In Assurant Employee Benefits, we have continued to focus on the attractive employee-paid, or voluntary, market segment. In Assurant PreNeed, we instituted several expense management initiatives to help offset the negative impact of continued low interest rates.

For the nine-month period ended September 30, 2004, Assurant Solutions generated total revenues of $2,072 million, versus $1,978 million in the previous nine-month period. Assurant Health generated $1,753 million of total revenues in this period, versus $1,536 million in the previous nine-month period. Assurant Employee Benefits generated $1,066 million of total revenues in this period, versus $1,062 million in the previous nine-month period. Assurant PreNeed generated $559 million in total revenues in this period, versus $544 million in the previous nine-month period.

Competitive Strengths

We believe our competitive strengths include:

- Leadership Positions in Specialized Markets;
- Strong Relationships with Key Clients and Distributors;

History of Product Innovation and Ability to Adapt to Changing Market Conditions;

Disciplined Approach to Underwriting and Risk Management;

Prudent Capital Management;

Diverse Business Mix and Excellent Financial Strength; and

Experienced Management Team with Proven Track Record and Entrepreneurial Culture.

Leadership Positions in Specialized Markets. We are a market leader in many of our chosen markets. We hold a leading position or are aligned with clients who are leaders in creditor-placed homeowners insurance based on servicing volume, manufactured housing homeowners insurance based on number of homes built and credit insurance and debt protection administration based on credit card balances outstanding. In addition, we are market leaders in group dental plans sponsored by employers based on the number of subscribers and based on the number of master contracts in force, as well as a market leader in pre-funded funeral insurance based on face amount of new policies sold. We seek to participate in markets in which there are a limited number of competitors and that allow us to achieve a market leading position by capitalizing on our market expertise and capabilities in complex administration and systems, as well as on our established distribution relationships. We believe that our leadership positions provide us with the opportunity to generate high returns in these niche markets.

Strong Relationships with Key Clients and Distributors. As a result of our expertise in business-to-business management, we have created strong relationships with our distributors and clients in each of the niche markets we serve. In our Assurant Solutions segment, we have strong long-term relationships in the United States with six of the ten largest mortgage lenders and servicers based on servicing volume, three of the six largest manufactured housing builders based on number of homes built, eight of the ten largest general purpose credit card issuers based on credit card balances outstanding and five of the ten largest consumer electronics and appliances retailers based on combined product sales. Assurant Solutions relationships with these distributors and clients average more than ten years. In our Assurant Health segment, we have exclusive distribution relationships with leading insurance companies based on total assets, as well as relationships with independent brokers. Through exclusive distribution relationships with companies such as IPSI, a wholly owned subsidiary of State Farm, and USAA, we gain access to a broad distribution network and a significant number of potential customers. In our Assurant PreNeed segment, we distribute our pre-funded funeral insurance products through two distribution channels: the independent channel, which distributes through approximately 2,000 funeral homes and selected third-party general agencies, and our AMLIC channel, which distributes through an exclusive relationship with SCI in North America. Our policies are sold by licensed insurance agents or enrollers who in some cases may also be a funeral director. We believe that the strength of our distribution relationships enables us to market our products and services to our customers in an effective and efficient manner that would be difficult for our competitors to replicate.

History of Product Innovation and Ability to Adapt to Changing Market Conditions. We are able to adapt quickly to changing market conditions by tailoring our product and service offerings to the specific needs of our clients. This flexibility has developed, in part, as a result of our entrepreneurial focus and the encouragement of management autonomy at each business segment. By understanding the dynamics of our core markets, we design innovative products and services to seek to sustain profitable growth and market leading positions. For instance, we believe we were one of the first providers of credit insurance to migrate towards fee-based debt protection solutions for our financial institution clients. This has allowed us to meet the evolving needs of our clients. It also has allowed us to continue generating profitable business despite a significant regulatory change that permitted financial institutions to offer debt protection products similar to credit insurance as part of their basic loan agreements with customers without being subject to insurance regulations. Other examples of our innovative products include: warranty products in our property business designed specifically for vertically integrated manufacturers of manufactured homes; specialty products, such as short-term health insurance, to address specific developments in the health insurance market and HSA features in our individual health products, which we were one of the first companies to offer. In addition, we developed our creditor-placed homeowners insurance business when we perceived a niche market opportunity.

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Disciplined Approach to Underwriting and Risk Management. Our businesses share best practices of disciplined underwriting and risk management. We focus on generating profitability through careful analysis of risks and draw on our experience in core specialized markets. Examples of tools we use to manage our risk include our tele-underwriting program, which enables our trained underwriters to interview individual health insurance applicants over the telephone, as well as our electronic billing service in Assurant Employee Benefits, which enables us to collect more accurate data regarding eligibility of insureds. Also, at Assurant Solutions, in order to align our clients interests with ours and to help us to better manage risk exposure, a significant portion of Assurant Solutions consumer protection solutions contracts are written on a retrospective commission basis, which permits Assurant Solutions to adjust commissions based on claims experience. Under this contingent commission arrangement, compensation to the financial institutions and other agents distributing our products is predicated upon the actual losses incurred compared to premiums earned after a specific net allowance to Assurant Solutions. We also continually seek to improve and redesign our product offerings based on our underwriting experience. In addition, we closely monitor regulatory and market developments and adapt our approach as we deem necessary to achieve our underwriting and risk management goals. In Assurant Health, for example, we have exited states in which we were not achieving acceptable profitability and have re-entered states where the insurance environments have become more favorable. We are focused on loss containment, and we purchase reinsurance as a risk management tool to diversify risk and protect against unexpected events, such as catastrophes. We believe that our disciplined underwriting and risk management philosophy have enabled us to realize above average financial returns while focusing on our strategic objectives.

Prudent Capital Management. We focus on generating above-average returns on a risk-adjusted basis from our operating activities. We invest capital in our operating business segments when we identify attractive profit opportunities in our target markets. To the extent that we believe we can achieve, maintain or improve on leadership positions in these markets by deploying our capital and leveraging our expertise and other competitive advantages, we have done so with the expectation of generating high returns. When expected returns have justified continued investment, we have reinvested cash from operations into enhancing and growing our operating business segments through the development of new products and services, additional distribution relationships and other operational improvements. In addition, when we have identified external opportunities that are consistent with these objectives, we have acquired businesses, portfolios, distribution relationships, personnel or other resources. For example, we acquired Protective Life Corporation s Dental Benefits Division in December 2001. Finally, our management has consistently taken a disciplined approach towards withdrawing capital when businesses are no longer anticipated to meet our expectations. For example, we have exited or divested a number of operations including our LTC division, which was sold to John Hancock in 2000 and our FFG division, which was sold to The Hartford in 2001. We believe we have benefited from having the discipline and flexibility to deploy capital opportunistically and prudently to maximize returns to our stockholders.

Diverse Business Mix and Excellent Financial Strength. We have four operating business segments across distinct areas of the insurance market. These businesses are generally not affected in the same way by economic and operating trends, which we believe allows us to maintain a greater level of financial stability than many of our competitors across business and economic cycles. In addition, as of September 30, 2004, we had $23,638 million of total assets, including separate accounts, and $3,555 million of stockholders equity. Our domestic operating insurance subsidiaries rated by A.M. Best have financial strength ratings of A (Excellent) or A- (Excellent) from A.M. Best, six of our domestic operating insurance subsidiaries have financial strength ratings of A2 (Good) or A3 (Good) from Moody s and seven of our domestic operating insurance subsidiaries have financial strength ratings of A (Strong) or A- (Strong) from S&P. We employ a conservative investment policy and our portfolio primarily consists of high grade fixed income securities. As of September 30, 2004, we had $11,434 million of investments, consisting primarily of investment grade bonds with an average rating of A . We believe our solid capital base and overall financial strength allow us to distinguish ourselves from our competitors and continue to enable us to attract clients that are seeking long-term financial stability.

Experienced Management Team with Proven Track Record and Entrepreneurial Culture. We have a talented and experienced management team both at the corporate level and at each of our business segments.

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Our management team is led by our President and Chief Executive Officer, J. Kerry Clayton, who has been with our Company or its predecessors for 34 years. Our senior officers have an average tenure of approximately 21 years with our Company and close to 26 years in the insurance and related risk management business. Our management team has successfully managed our business and executed on our specialized niche strategy through numerous business cycles and political and regulatory challenges. Our management team also shares a set of corporate values and promotes a common corporate culture that we believe enables us to leverage business ideas, risk management expertise and focus on regulatory compliance across our businesses. At the same time, we reward and encourage entrepreneurship at each business segment, accomplished in part by our long history of utilizing performance-based compensation systems.

Growth Strategy

Our objective is to achieve superior financial performance by enhancing our leading positions in our specialized niche insurance and related businesses. We intend to achieve this objective by continuing to execute the following strategies in pursuit of profitable growth:

Enhance Market Position in Our Business Lines;

Develop New Distribution Channels and Strategic Alliances;

Deploy Capital and Resources to Maintain Flexibility and Establish or Enhance Market Leading Positions;

Maintain Disciplined Pricing Approach; and

Continue to Manage Capital Prudently.

Enhance Market Position in Our Business Lines. We have leading market positions in several of our business lines. We have been selective in developing our product and service offerings and will continue to focus on providing products and services to those markets that we believe offer attractive growth opportunities. We will also seek to continue penetrating our target markets and expand our market positions by developing and introducing new products and services that are tailored to the specific needs of our clients. For example, we are developing products that are targeted to purchasers of recreational vehicles, cell phones and other consumer products. In addition, we will continue to market our products to our existing client base and seek to identify clients in new target markets such as Brazil, Mexico, Argentina and other countries with emerging middle class populations.

Develop New Distribution Channels and Strategic Alliances. We have a strong, multi-channel distribution network already in place with leading market participants. These relationships have been critical to our market penetration and growth. We will continue to be selective in developing new distribution channels as we seek to expand our market share, enter new geographic markets and develop new niche businesses. For example, we have entered into a strategic alliance with GE Consumer Products, which will enable us to sell and administer extended service contracts for consumer electronics, major appliances and other consumer goods to General Electric s customers.

Deploy Capital and Resources to Maintain Flexibility and Establish or Enhance Market Leading Positions. We seek to deploy our capital and resources in a manner that provides us with the flexibility to grow internally through product development, new distribution relationships and investments in technology, as well as to pursue acquisitions. As we expand through internal growth and acquisitions, we intend to leverage our expertise in risk management, underwriting and business-to-business management, as well as our technological capabilities in running complex administration systems and support services.

Maintain Disciplined Pricing Approach. We intend to maintain our disciplined pricing approach by seeking to focus on profitable products and markets and by pursuing a flexible approach to product design. We continuously evaluate the profitability of our products, and we will continue to pursue pricing strategies and adjust our mix of businesses by geography and by product so that we can maintain attractive pricing and margins. We seek to price our products at levels in order to achieve our target profit objectives.

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Continue to Manage Capital Prudently. We intend to manage our capital prudently relative to our risk exposure to maximize profitability and long-term growth in stockholder value. Our capital management strategy is to maintain financial strength through conservative and disciplined risk management practices. We do this through product design, strong underwriting and risk selection and prudent claims management and pricing. In addition, we will maintain our conservative investment portfolio management philosophy and properly manage our invested assets in order to match the duration of our insurance product liabilities. We will continue to manage our business segments with the appropriate level of capital required to obtain the ratings necessary to operate in their markets and to satisfy various regulatory requirements. We will also continue to evaluate ways to reduce costs in each of our business lines, including by streamlining the number of legal entities through which we operate.

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Operating Business Segments

Our business is comprised of four operating business segments: Assurant Solutions; Assurant Health; Assurant Employee Benefits; and Assurant PreNeed. We also have a Corporate and Other segment. Our business segments and the related net earned premiums and other considerations and fees and other income and segment income before income tax generated by those segments are as follows for the periods indicated:

Net Earned Premiums and Other Considerations and Fees and Other Income by Business Segment

	For the Nine Months Ended September 30, 2004		For the Year Ended December 31, 2003	
	(in millions)			
Assurant Solutions:				
Specialty Property	$ 604	12%	$ 765	12%
Consumer Protection	1,330	27	1,726	27
Total Assurant Solutions	1,934	39	2,491	39
Assurant Health:				
Individual	924	18	1,060	17
Small Employer Group	778	16	982	15
Total Assurant Health	1,702	34	2,042	32
Assurant Employee Benefits	955	19	1,310	21
Assurant PreNeed	405	8	534	8
Corporate and Other	2		11	
Total Business Segments	$4,998	100%	$6,388	100%

Segment Income (Loss) Before Income Tax by Business Segment

	For the Nine Months Ended September 30, 2004		For the Year Ended December 31, 2003	
	(in millions)			
Assurant Solutions	$119	30%	$ 189	73%
Assurant Health	189	48	185	71
Assurant Employee Benefits	65	16	96	37
Assurant PreNeed	39	10	55	21
Corporate and Other	(16)	(4)	(265)	(102)
Total Business Segments	$396	100%	$ 260	100%

The amount of our total revenues, segment income before and after income tax and total assets by segment and the amount of our revenues and long-lived assets by geographic region is set forth in Note 20 to our consolidated financial statements.

Assurant Solutions

Assurant Solutions, which we began operating with the acquisition of American Security Group in 1980, has leadership positions or is aligned with clients who are leaders in creditor-placed homeowners insurance and related mortgage tracking services based on servicing volume, manufactured housing homeowners insurance based on number of homes built and debt protection administration based on credit card balances outstanding. We develop, underwrite and market our specialty insurance products and services through collaborative relationships with our clients (financial institutions, retailers, manufactured housing and automobile dealers, utilities and other entities) to their customers. We serve our clients throughout North America, the Caribbean and selected countries in South America and Europe.

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Our principal business lines within our Assurant Solutions segment have experienced growth in varying degrees. Growth in premiums in the homeowners market has been driven by increased home purchase activity due to the low interest rate environment, appreciation in home values, an increasing percentage of the population purchasing homes and mortgage industry consolidation. The manufactured housing market has been more challenging because of a more restrictive lending environment with fewer lenders extending credit and increasingly strict underwriting standards being applied since the late 1990 s. Finally, the domestic consumer credit insurance market has been contracting due to an adverse regulatory environment; however, this decline has been offset somewhat by accelerating growth in the debt protection market. This adverse regulatory environment has included, in the last few years, many state regulatory interpretations that impose rigorous agent licensing requirements for employees of lenders who offer credit insurance products as well as federal legislation which dissuades, and various state laws that either dissuade or prohibit, financial institutions from financing single premium credit or other credit insurance on consumer or home loans secured by real estate.

In Assurant Solutions, we provide specialty property and consumer protection products and services. In our specialty property solutions division, our strategy is to further develop our creditor-placed homeowners and manufactured housing homeowners insurance products and related services in order to maintain our leadership position or relationships with clients who are leaders and to gain market share in the mortgage and manufactured housing industries, as well as to develop our renters insurance product line. Renters insurance generally provides coverage for the contents of a renter s home or apartment and for liability. In our consumer protection solutions division, we intend to continue to focus on being a low-cost provider of debt protection administration services, to leverage our administrative infrastructure with our large customer base clients and to manage the switch from credit insurance programs to debt protection programs in the United States. In addition, our consumer protection solutions segment offers a variety of warranties and extended service contracts on consumer electronics, personal computers, appliances and vehicles.

The following table provides net earned premiums and other considerations and fees and other income for Assurant Solutions for the periods indicated:

	For the Nine Months Ended September 30,		For the Year Ended December 31,		
	2004	2003	2003	2002	2001
			(in millions)		
Net earned premiums and other considerations:					
Specialty Property	$ 578	$ 527	$ 733	$ 552	$ 452
Consumer Protection	1,258	1,210	1,629	1,525	1,454
Total	1,836	1,737	2,362	2,077	1,906
Fees and other income	98	99	129	119	98
Total	$1,934	$1,836	$2,491	$2,196	$2,004

Products and Services

Specialty Property Solutions. We underwrite a variety of creditor-placed and voluntary homeowners insurance as well as property coverages on manufactured housing, specialty automobiles, including antique automobiles, recreational vehicles, including motorcycles and watercraft, and leased and financed equipment. We also offer complementary programs such as flood insurance, renters insurance and various other property coverages. We are a leading provider of creditor-placed and other collateral protection insurance programs based on number of homes built. These other collateral protection insurance programs may include those that protect a lender s interest in homes, manufactured homes and automobiles. We also offer administration services for some of the largest mortgage lenders and servicers, manufactured housing lenders, dealers and vertically integrated builders in the United States. Many of our products and services are sold in conjunction with the sale or lease of the underlying property, vehicle or equipment by our clients. Our market strategy is to

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establish relationships with institutions who are leaders in their chosen markets and therefore can effectively and efficiently distribute our products and services to large customer bases.

The homeowners insurance product line is our largest line in our specialty property solutions division and accounted for approximately 17.1% of Assurant Solutions net earned premiums for the nine months ended September 30, 2004. The primary program within this line is our creditor-placed homeowners insurance. Creditor-placed homeowners insurance generally consists of fire and dwelling insurance that we provide to ensure collateral protection to a mortgage lender in the event that a homeowner fails to purchase or renew homeowners insurance on a mortgaged dwelling. In our typical arrangements with our mortgage lender and servicer clients, we agree that we will monitor the client s mortgage loan portfolio over time to verify the existence of homeowners insurance protecting the lender s interest in the underlying properties. We have developed a proprietary insurance tracking and administration process to verify the existence of insurance on a mortgaged property. In situations where such mortgaged property does not have appropriate insurance and after notification to the mortgageholder of the failure to have such insurance, we issue creditor-placed insurance policies to ensure the mortgaged property is protected.

We also provide fee-based services to our mortgage lender and servicer clients in the creditor-placed homeowners insurance administration area, which services are complementary to our insurance products. Our ability to offer these services is a critical factor in establishing relationships with our clients. The vast majority of our mortgage lender and servicer clients outsource their insurance processing to us. These fee-based services include receipt of the insurance-related mail, matching of insurance information to specific loans, payment of insurance premiums on escrowed accounts, insurance-related customer service, loss draft administration and other related services. Loss drafts refers to the payment of insurance proceeds for a claim resulting from a loss to insured mortgage property.

The second largest specialty property line in our specialty property solutions division is homeowners insurance for owners of manufactured homes, which accounted for approximately 8.8% of Assurant Solutions net earned premiums for the nine months ended September 30, 2004. We primarily distribute our manufactured housing insurance programs utilizing three marketing channels. Our primary channel is the nation s leading manufactured housing retailers based on number of homes built. Through our proprietary premium rating technology, which is integrated with our clients sales process, we are able to offer our property coverages at the time the home is being sold, thus enhancing our ability to penetrate the new home point-of-sale market place. We also offer our programs to independent specialty agents who distribute our products to individuals subsequent to new home purchases. Finally, we perform the collateral tracking, homeowners insurance placement and administration services for manufactured housing lending organizations. Through these collaborative relationships, we place our homeowners coverage on the manufactured home in the event that the homeowner fails to obtain or renew homeowners coverage on the home. In a typical arrangement with a manufactured housing lending organization, we agree to monitor the organization s portfolio of loans over time to verify the existence of homeowners insurance protecting the organization s interest in the underlying manufactured homes.

We also provide voluntary homeowners insurance and voluntary manufactured housing homeowners insurance, which generally provide comprehensive coverage for the structure, contents and liability, as well as coverage for floods.

Consumer Protection Solutions. We offer a broad array of credit insurance programs, debt protection services and product warranties and extended service contracts, all of which are consumer-related, both domestically and in selected international markets. Consumer protection products and services accounted for approximately 68.5% of Assurant Solutions net earned premiums for the nine months ended September 30, 2004. Credit insurance and debt protection programs generally offer a consumer a convenient option to protect a credit card or installment loan in the event of a disability, unemployment or death so that the amount of coverage purchased equals the amount of outstanding debt. Under the credit insurance program, the loan or credit card balance is paid off in the case of death and, in the case of unemployment or disability, payments are made on the loan until the covered holder is employed again or medically able to return to work. Under the terms and conditions of a debt protection agreement, the monthly interest due from a customer may be waived or the monthly payments may be paid for a covered life event, such as disability, unemployment or family leave. Most often in the case of the death of a covered account holder, the debt is extinguished under the debt protection program. Coverage is generally available to all consumers without the underwriting restrictions that apply to term life insurance. Term life insurance is life insurance written for a specified period and under which no cash value is generally available on surrender, such as medical examinations and medical history reports. We are the exclusive provider of debt protection administration services and credit insurance for eight of the ten largest general purpose credit card issuers in the United States based on credit card balances outstanding.

Almost all of the largest credit card issuing institutions in the United States have switched from offering credit insurance to their credit card customers to offering their own banking-approved debt protection programs. Assurant Solutions has been able to maintain all of its major credit card clients as they switched from our credit insurance programs to their debt protection programs. We earn fee income rather than net earned premiums from our debt protection administration services. In addition, margins are lower in debt protection administration than in traditional credit insurance programs. However, because debt protection is not an insurance product, certain costs, such as regulatory costs and costs of capital, are expected to be eliminated as the transition from credit insurance to debt protection administration services continues. The fees from debt protection administration do not fully compensate for the decrease in credit insurance premiums. In addition, we continue to provide credit insurance programs for many of the leading retailers, consumer finance companies and other institutions who are involved in consumer lending transactions. For the first nine months of 2004 compared to the same period in 2003, our net earned premiums in the U.S. credit insurance business decreased by approximately $64 million while debt protection fee income increased by $1.6 million. However, the decrease in credit insurance net earned premiums is not analogous to the increase in debt protection fee income because in the credit insurance business we bear insurance risk and pay claims, whereas in the debt protection business we bear no insurance risk and we collect fees for the administrative services we render.

We also underwrite, and provide administration services on, warranties and extended service contracts on appliances, consumer electronics, including personal computers, cellular phones and other wireless devices, and vehicles, including automobiles, recreational vehicles and boats. Our strategy is to provide our clients with all aspects of the warranty or extended service contract, including:

- program design;
- marketing strategy;
- technologically advanced administration;
- claims handling; and
- customer service.

We believe that we maintain a unique differentiated position in the marketplace as a provider of both the required administrative infrastructure and insurance underwriting capabilities.

On September 26, 2003, Assurant Solutions entered into an agreement with General Electric to become the obligor and insurer of all extended service contracts issued directly by entities of GE Consumer Products and their clients. In addition, Assurant Solutions has become the administrator of service contracts covering personal computer products as well as a variety of lawn and garden products.

Marketing and Distribution

Assurant Solutions markets its insurance programs and administration services directly to:

- large financial institutions;
- mortgage lenders and servicers;
- credit card issuers;

- finance companies;
- automobile retailers;
- consumer electronics retailers;
- manufactured housing lenders, dealers and vertically integrated builders; and
- other institutions.

Assurant Solutions enters into exclusive and other distribution agreements, typically with terms of one to five years, and develops interdependent systems with its clients that permit Assurant Solutions information systems to interface with its clients systems in order to exchange information in a seamless and integrated manner. For example, in our manufactured housing business, Assurant Solutions has developed a technology that interfaces its policy management system into its clients loan administration platforms. Through its long-standing relationships, Assurant Solutions has access to numerous potential policyholders and, in collaboration with its clients can tailor its products to suit various market segments. Assurant Solutions maintains a dedicated sales force that establishes and maintains relationships with its clients. Assurant Solutions has a disciplined multiple step business development process that is employed by its direct sales force. This multiple step business development process is a sales methodology for contacting, negotiating and consummating business relationships with new clients and enhancing business relationships with existing clients. Assurant Solutions maintains a specialized consumer acquisition marketing services group that manages its direct marketing efforts on behalf of its clients.

In the United States, we have strong distribution relationships with six out of the ten largest mortgage lenders and servicers based on servicing volume, three out of the six largest manufactured housing builders based on number of homes built, eight out of the ten largest general purpose credit card issuers based on credit card balances outstanding and five out of the ten largest consumer electronics and appliances retailers based on combined product sales. Assurant Solutions relationship with these distributors and clients average more than ten years.

Underwriting and Risk Management

We, along with Assurant Solutions predecessors, have over 50 years of experience in providing specialty insurance programs and therefore maintain extensive proprietary actuarial databases and catastrophe models. We believe these databases and catastrophe models enable us to better identify and quantify the expected loss experience of particular products and are employed in the design of our products and the establishment of rates.

We have a disciplined approach to the management of our property product lines. We vigilantly monitor pricing adequacy on a product by region, state, risk and producer. Subject to regulatory considerations, we seek to make timely commission, premium and coverage modifications where we determine them to be appropriate. In addition, we maintain a segregated risk management area for property exposures whose emphasis includes catastrophic exposure management, reinsurance purchasing and analytical review of profitability based on various catastrophe models. We do not underwrite in our creditor-placed homeowners insurance line, as our contracts with our clients require that we automatically issue these policies, after notice, when a policyholder s homeowners policy lapses or is terminated.

A distinct characteristic of our credit insurance programs is that the majority of these products have relatively low exposures. This is because policy size is equal to the size of the installment loan or credit card balance. Thus, loss severity for most of this business is low relative to other insurance companies writing more traditional lines of insurance. For those product lines where there is exposure to catastrophes (for example, our homeowners policies), we closely monitor and manage our aggregate risk exposure by geographic area and have entered into reinsurance treaties to manage our exposure to these types of events.

Also, a significant portion of Assurant Solutions consumer protection solutions contracts are written on a retrospective commission basis, which permits Assurant Solutions to adjust commissions based on claims experience. Under this performance based arrangement, as permitted, compensation to the financial institutions and other clients is predicated upon the actual losses incurred compared to premiums earned after a specific net allowance to Assurant Solutions, which we believe aligns our clients interests with ours and helps us to better manage risk exposure.

In Assurant Solutions, our claims processing is highly automated and combines the efficiency of centralized claims handling, customer service centers and the flexibility of field representatives. This flexibility adds savings and efficiencies to the claims-handling process. Our claims department also provides automated feedback to help with risk assessment and pricing. In our specialty property solutions division, we complement our automated claims processing with field representatives who manage the claims process on the ground where and when needed.

Assurant Health

Assurant Health, which we began operating in 1978, is a writer of individual and short-term major medical health insurance. We also provide small employer group health insurance to employer groups primarily of two to 50 employees in size, and health insurance plans to full-time college students. We serve more than 1.1 million people throughout the United States. We were one of the first companies to offer the Medical Savings Account (MSA) feature as part of our individual health products and, due to the enactment of the Medicare Prescription and Modernization Act, effective January 1, 2004, we began to offer an HSA feature instead of the MSA feature. HSAs are tax-sheltered savings accounts earmarked for medical expenses and are established in conjunction with one of our qualified high deductible health plans.

We expect growth in the health insurance market to be driven by inflation and increases in the cost of providing medical care as well as growth in demand for individual and small group medical products. We generally expect medical cost inflation to be a principal driver of growth in this market; however, reduced funding of health insurance by employers and the increasing attractiveness and flexibility of HSAs could create opportunities for the individual medical insurance market to expand. We believe that the number of persons covered by individually purchased health insurance as well as the number of small employer groups in the United States could increase as a result of HSAs because HSAs will increase health insurance options available to consumers and would make health insurance more affordable.

At Assurant Health, we intend to continue to concentrate on developing our product capabilities in the individual health insurance market. From 2000 through September 2004, we increased the relative percentage of individual health insurance products to our total health insurance products from approximately 30% of premium dollars to approximately 55% of premium dollars. We have a variety of distribution relationships focused on the individual health insurance market. We seek to maintain the lowest combined ratio of any of our major competitors serving the health care financing needs of individuals, families and small employer groups. We have made progress in achieving this goal and believe we currently have one of the lowest combined ratios in our industry based on the reported results of publicly-traded managed care and health insurance companies as of September 30, 2004.

The following table provides net earned premiums and other considerations, fees and other income and other operating data for Assurant Health for the periods and as of the dates indicated:

	For the Nine Months Ended September 30,		For the Year Ended December 31,		
	2004	2003	2003	2002	2001
	(in millions, except operating statistics and membership data)				
Net earned premiums and other considerations:					
Individual	$ 904	$ 756	$ 1,036	$ 880	$ 738
Small employer group	769	720	973	954	1,100
Total	1,673	1,476	2,009	1,834	1,838
Fees and other income	29	24	33	23	14
Total	$ 1,702	$ 1,500	$ 2,042	$ 1,857	$ 1,852
Operating statistics:					
Loss ratio(1)	63.6%	65.4%	65.6%	66.6%	71.1%
Expense ratio(2)	29.3%	28.6%	28.9%	29.4%	26.8%
Combined ratio(3)	91.8%	93.0%	93.3%	95.2%	97.3%
Membership by product line (in thousands):					
Individual	807	755	761	670	600
Small employer group	348	365	376	355	420
Total membership	1,155	1,120	1,137	1,025	1,020

(1) The loss ratio is equal to policyholder benefits divided by net earned premiums and other considerations.
(2) The expense ratio is equal to selling, underwriting and general expenses divided by net earned premiums and other considerations and fees and other income.
(3) The combined ratio is equal to total benefits, losses and expenses divided by net earned premiums and other considerations and fees and other income.

Products and Services

Individual Health Insurance Products. Assurant Health s individual health insurance products are sold to individuals, primarily between the ages of 18 and 64 years, and their families who do not have employer-sponsored coverage. Due to increasingly stringent federal and state restrictions relating to insurance policies sold directly to individuals, we emphasize the sale of individual products through associations and trusts that act as the master policyholder for such products. Our association and trust products offer greater flexibility in pricing, underwriting and product design compared to products sold directly to individuals on a true individual policy basis.

Substantially all of the individual health insurance products we sell are PPO plans, which offer the member the ability to select any health care provider, with benefits reimbursed at a higher level when care is received from a participating network provider. Coverage is typically subject to co-payments or deductibles and coinsurance, with member cost sharing for covered services limited by lifetime policy maximums of up to $3 million, with options to purchase between $6 million and $8 million. Product features often included in these plans are inpatient pre-certification, benefits for preventative services and an optional HSA to accompany a high deductible health plan. These major medical insurance products are individually underwritten taking into account the member s medical history and other factors. The remaining products we sell are indemnity, or fee-for-service, plans. Indemnity plans offer the member the ability to select any health care provider for covered services.

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At September 30, 2004 and December 31, 2003, we had total in force medical policies of 323,100 and 306,400, respectively, covering approximately 649,000 and 613,000 individuals, respectively. Approximately 21% of the members covered by individual health insurance policies we sold in 2003 included an MSA and approximately 36% of the members covered by individual health insurance policies we sold in the nine months ended September 30, 2004 were sold in conjunction with an HSA.

Assurant Health markets additional products to the individual market: short-term medical insurance and student health coverage plans. The short-term medical insurance product is designed for individuals who are between jobs or seeking interim coverage before their major medical coverage becomes effective. Short-term medical insurance products are generally sold to individuals with gaps in coverage for 12 months or less. Student health coverage plans are medical insurance plans sold to full-time college students who are not covered by their parents health insurance, are no longer eligible for dependant coverage or are seeking a more comprehensive alternative to a college-sponsored plan.

Small Employer Health Insurance Products. Our small employer market primarily includes companies with two to 50 employees, although larger employer coverage is available. Our average group size, as of September 30, 2004, was approximately five employees.

Substantially all of the small employer health insurance products that we sold in 2003 and the first nine months of 2004 were PPO products. At September 30, 2004 and December 31, 2003, we had total in force medical certificates of 190,600 and 204,000, respectively, covering approximately 348,000 and 376,000 individuals, respectively. The number of small employer groups as of September 30, 2004 and December 31, 2003 was approximately 35,200 and 37,700, respectively.

We offer Health Reimbursement Accounts (HRAs), which are employer-funded accounts provided to employees for reimbursement of qualifying medical expenses. We also offer certain ancillary products to meet the demands of small employers for life insurance, short-term disability insurance and dental insurance. In addition, beginning in January 2004, we began offering HSA products to individuals and small employer groups.

Marketing and Distribution

Our health insurance products are principally marketed to an extensive network of independent agents by Assurant Health distributors. Approximately 165,000 agents had access to Assurant Health products during the first nine months of 2004. We also market our products to individuals through a variety of exclusive and non-exclusive national account relationships and direct distribution channels. In addition, we market our products through NorthStar Marketing, a wholly owned affiliate that proactively seeks business directly from independent agents. Since 2000, Assurant Health has had an exclusive national marketing agreement with IPSI, a wholly owned subsidiary of State Farm, pursuant to which IPSI captive agents market Assurant Health s individual health products. Captive agents are representatives of a single insurer or group of insurers who are obligated to submit business only to that insurer, or at a minimum, give that insurer first refusal rights on a sale. The term of this agreement with IPSI will expire in June 2008, but may be extended if agreed to by both parties. In addition, Assurant Health has an exclusive distribution relationship with USAA to market Assurant Health s individual health products. The agreement that provides for our arrangement with USAA terminates in July 2005, but may be extended for a one-year period if agreed to by both parties. All of these arrangements have four-year terms from their commencement dates and are generally terminable upon bankruptcy or similar proceeding or a breach of a material provision by either party. Additionally, some of these arrangements permit termination after a specified notice period. We also have a solid relationship with Health Advocates Alliance, the association through which we provide many of our individual health insurance products through Assurant Health s agreement with Health Advocates Alliance s administrator National Administration Company, Inc. The term of this agreement with National Administration Company will expire in September 2006, but will be automatically extended for an additional two-year term unless prior notice of a party s intent to terminate is given to the other party. Assurant Health also has had a long-term relationship with Rogers Benefit Group, a national marketing organization through which we offer our products through 60

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of their offices. Short-term medical insurance and student health coverage plans are also sold through the Internet by Assurant Health and numerous direct writing agents.

Underwriting and Risk Management

Assurant Health s underwriting and risk management capabilities include pricing discipline, policy underwriting, renewal optimization, development and retention of provider networks and claims processing.

In establishing premium rates for our health care plans, we use underwriting criteria based upon our accumulated actuarial data, with adjustments for factors such as claims experience and member demographics to evaluate anticipated health care costs. Our pricing considers the expected frequency and severity of claims and the costs of providing the necessary coverage, including the cost of administering policy benefits, sales and other administrative costs. State rate regulation significantly affects pricing. Our health insurance operations are subject to a variety of legislative and regulatory requirements and restrictions covering a range of trade and claim settlement practices. State insurance regulatory authorities have broad discretion in approving a health insurer s proposed rates. In addition, HIPAA requires certain guaranteed issuance and renewability of health insurance coverage for individuals and small employer groups and limits exclusions based on existing conditions.

In our individual health insurance business, we medically underwrite our applicants and have implemented new programs to improve our underwriting process. These include our tele-underwriting program, which enables individual insurance applicants to be interviewed over the telephone by trained underwriters. Gathering information directly from prospective clients over the telephone greatly reduces the need for costly and time-consuming medical exams and physician reports. We believe this approach leads to lower costs, improved productivity, faster application processing times and improved underwriting information. Our individual underwriting considers not only an applicant s medical history, but also lifestyle factors such as avocations and alcohol and drug and tobacco use. Our individual health insurance products generally permit us to rescind coverage if an insured has falsified his or her application.

Assurant Health offers a broad choice of PPO network options in each of its markets and enrolls members in the network that Assurant Health believes reduces our price paid for health care services while providing high quality care. Assurant Health enrolls indemnity customers in selected PPO networks to obtain discounts on provider services that would otherwise not be available. In situations where a customer does not obtain services from a contracted provider, Assurant Health applies various usual and customary fees, which limit the amount paid to providers within specific geographic areas.

Provider network contracts are a critical dimension in controlling medical costs since there is often a significant difference between a network negotiated rate and the non-discounted rate. To this end, we retain provider networks through a variety of relationships, which include leased networks that contract directly with individual health care providers, proprietary contracts and Private Health Care Systems, Inc. (PHCS). PHCS is a national private company that maintains a provider network, which consisted of approximately 4,200 hospitals and approximately 450,000 physicians as of September 30, 2004. Assurant Health was a co-founder of PHCS, and as of September 30, 2004 we owned approximately 38% of the company. PHCS has a staff solely dedicated to provider relations.

We seek to manage claim costs in our PPO plans by selecting provider networks that have negotiated favorable arrangements with physicians, hospitals and other health care professionals and requiring participation in our various medical management programs. In addition, we manage costs through extensive underwriting, pricing and product design decisions intended to influence the behavior of our insureds. We provide case management programs and have doctors, nurses and pharmacists on staff who endeavor to manage risks related to medical claims and prescription costs.

We utilize a broad range of focused traditional cost containment and care management processes across our various product lines to manage risk and to lower costs. These include case management, disease management and pharmacy benefits management programs. Our case management philosophy is built on helping our insureds confront a complex care system to find the appropriate care in a timely and cost effective manner. We believe this approach builds positive relationships with our providers and insureds and helps us achieve cost savings.

Effective July 1, 2003, Assurant Health transitioned its pharmacy benefits management function to Medco Health Solutions, formerly known as Merck-Medco. Medco Health Solutions has established itself as a leader in its industry with almost 60,000 participating pharmacies nationwide. Through Medco Health Solutions advanced technology platforms, Assurant Health is able to access information about customer utilization patterns on a more timely basis to improve its risk management capabilities. In addition to the technology-based advantages, Medco Health Solutions allows us to purchase our pharmacy benefits at competitive prices. Our agreement with Medco Health Solutions expires in June 2007. Assurant Health also utilizes co-payments and deductibles to reduce prescription drug costs.

We employ approximately 540 claims employees in locations throughout the United States dedicated to Assurant Health. We have an appeals process pursuant to which policyholders can appeal claims decisions made.

Assurant Employee Benefits

Assurant Employee Benefits, which we began operating with the acquisition of Mutual Benefit Life Group Division (now Fortis Benefits Insurance Company) in 1991, is a market leader in group dental benefit plans sponsored by employers and funded through payroll deductions based on the number of master contracts in force. We are also a leading provider of disability and term life insurance products and related services to small and medium-sized employers based on number of master contracts in force.

In our core benefits business, we focus on employer-sponsored programs for employers with typically between 20 and 1,000 employees. We are willing to write programs for employers with more than 1,000 covered employees when they meet our risk profile. At September 30, 2004, substantially all of our coverages in force and 77% of our annualized premiums in force were for employers with less than 1,000 employees. We have a particularly strong emphasis on employers with under 250 employees, which represented approximately 97% and 60% of our in force coverages and premiums, respectively, as of September 30, 2004. Our average in force case size was 57 enrolled employees as of September 30, 2004.

We believe that the small employer market is growing, and that there is no dominant player in the small group market. We believe that growth in our Assurant Employee Benefits segment will be principally driven by increases in the numbers of employees enrolled in our plans, inflation and increases in the cost of providing dental care and, for our group disability and term life business, increases in salaries. We believe that increased penetration of our target employer base could generate growth for this segment. According to the 2004 National Compensation Survey conducted by the Bureau of Labor Statistics, U.S. Department of Labor, in March 2004, 40% of full-time non-agricultural private industry employees lack employer provided or sponsored life insurance coverage, 54% lack short-term disability coverage, 64% lack long-term disability coverage and 54% lack dental coverage. During 2003, according to National Association of Dental Plans and Life Insurance Marketing Research Association studies, approximately $7.5 billion in annualized premiums of group dental, disability and life insurance was sold in the United States. Exclusive of group dental, for which historical data from these sources is not available, the average annual growth rate in sales of the remaining group products for 2000 through 2003 was 4.1% per year. We believe that our broad product and distribution coverage and our expertise in small case underwriting will position us favorably as these markets continue to grow.

Trends in the U.S. employment market and, in particular, in the cost of the medical benefits component of total compensation, are leading an increasing number of employers to offer new benefits on a voluntary basis. That is, after originally vetting the insurer and typically selecting the particular plan features to be offered, the employer offers the new benefits to employees at their election and at their cost, administered through payroll deduction. Because these products can be economically distributed on this group basis and are convenient to purchase and maintain, they are appealing to employees who might have little opportunity or inclination to purchase similar coverage on an individual basis.

We believe that voluntary products represent a sizeable growth opportunity. Soliciting employees to enroll in employer-sponsored health plans requires effective communication and interaction with the target employee. We have reorganized our home office and sales operations to reflect the strategic importance of this area. As part of this reorganization, we have divided our sales force into those who sell voluntary products and those who sell true group products with each division collaborating with the other to help meet the needs of shared brokers and clients. True group is group insurance in which the employer or other group policyholder pays all or part of the premium on behalf of the insured members. We are also investing resources in enhanced enrollment and specialized administrative capabilities for the voluntary market.

The following table provides net earned premiums and other considerations, fees and other income and other operating data for Assurant Employee Benefits for the periods and as of the dates indicated:

	For the Nine Months Ended September 30,		For the Year Ended December 31,		
	2004	**2003**	**2003**	**2002**(4)	**2001**(4)
	(in millions, except operating statistics and master contract data)				
Net earned premiums and other considerations:					
Group dental	$ 390	$ 404	$ 539	$ 554	$ 255
Group disability	355	321	461	400	398
Group life	188	195	256	279	281
Total	933	920	1,256	1,233	934
Fees and other income	22	37	54	74	39
Total	$ 955	$ 957	$ 1,310	$ 1,307	$ 973
Operating statistics:					
Loss ratio(1)	74.7%	72.6%	73.3%	76.6%	79.0%
Expense ratio(2)	31.8%	33.3%	33.1%	32.3%	32.5%
Premium persistency ratio(3)	83.4%	83.5%	79.9%	79.9%	84.3%
Number of direct master contracts (rounded to the nearest 100):					
Group dental	25,200	29,500	29,300	30,300	12,500
Group disability	24,200	25,700	25,400	27,300	28,700
Group life	25,200	25,000	25,200	25,600	25,500
Total	74,600	80,200	79,900	83,200	66,700

(1) The loss ratio is equal to policyholder benefits divided by net earned premiums and other considerations.

(2) The expense ratio is equal to selling, underwriting and general expenses divided by net earned premiums and other considerations and fees and other income.

(3) The premium persistency ratio is equal to the year-to-date (not annualized) rate at which existing business for all issue years at the beginning of the period remains in force at the end of the period. The calculation for the year ended December 31, 2002 excludes the Dental Benefits Division (DBD) of Protective Life Corporation.

(4) The results of DBD, which we acquired on December 31, 2001, and the results of CORE, which we acquired on July 12, 2001, are included in the financial results of the Assurant Employee Benefits segment beginning in 2002 and July 2001, respectively. DBD at the time of acquisition was a leading provider of voluntary (employee-paid) indemnity dental and prepaid dental coverage for employee groups. CORE at the time of acquisition was a leading national provider of employee absence management services and a major provider of disability reinsurance management services to middle-market insurance carriers.

Products and Services

Group Dental. Dental benefit plans provide for the funding of necessary or elective dental care. We provide both employee-paid and employer-paid plans. Plans may involve a traditional indemnity, or fee-for-service, arrangement, a PPO, a managed care, or prepaid, arrangement, or some combination of these programs with employee choice. In a PPO plan, insureds may select any dental provider, but benefits are reimbursed at a higher level when they visit a provider who participates in the PPO. Coverage is subject to deductibles, coinsurance and annual or lifetime maximums. In a prepaid plan, members must go to participating dentists in order to receive benefits. Depending upon the procedure, dental benefits are provided by participating dentists at either no cost or a nominal co-payment.

Success in the group dental business requires strong provider network development and management skills, a focus on expense management and a claim system capable of efficiently and accurately adjudicating high volumes of transactions. We have developed local managed care networks in 26 states.

In addition to fully insured dental benefits, we also offer administrative services only (ASO) for self-funded dental plans. Under these arrangements, the employers or sponsors pay Assurant Employee Benefits a fee for providing these services. As of October 1, 2004, our block of this business consisted of approximately 230 groups and approximately 83,000 covered employees and, for the nine months ended September 30, 2004, generated $3.1 million of fee revenue.

As of September 30, 2004 and December 31, 2003, we had approximately 25,200 and 29,300 group dental plans insured or administered through this segment, respectively, covering or involving approximately 1.3 million and 1.4 million members, respectively.

Group Disability Insurance. Group disability insurance provides partial replacement of lost earnings for insured employees who become disabled and otherwise qualify for benefits. Our group disability products include both short-term and long-term disability insurance. Group long-term disability insurance provides employees with insurance coverage for loss of income in the event of extended work absences due to sickness or injury. Most policies begin providing benefits following 90 or 180 day waiting periods, and benefits are limited to specified maximums as a percentage of income. Group short-term disability insurance provides coverage for temporary loss of income due to injury or sickness, often effective immediately for accidents and after one week for sickness also limited to specified maximums as a percentage of income.

Disability Reinsurance Management Services, Inc., our wholly owned subsidiary, provides insurance carriers that wish to supplement their core product offerings a turnkey facility with which to write group disability insurance. Services we provide to the insurers for a fee include product development, state insurance regulatory filings, underwriting, claims management or any of the other functions typically performed by an insurer s back office. The risks written by DRMS various clients are reinsured into a pool, with the clients generally retaining shares ranging from 0% to 50% of the risks they write. As the largest reinsurer in the pools, our licensed insurance subsidiaries reinsure a substantial majority of the insurance risk that is ceded by the client. Since DRMS clients operate in niches not often reached through our traditional distribution, our participation in the pools enables us, through a form of alternate distribution, to reach customers to whom we would not otherwise have access.

As of September 30, 2004 and December 31, 2003, we had approximately 38,000 and 37,500 group disability plans in force, reinsured or administered on an ASO basis, covering approximately 2.9 million and 2.7 million enrolled employees, respectively.

Group Term Life Insurance. Group term life insurance is one of the principal means by which working people in the United States provide for their families against the risk of premature death and often the means whereby they obtain lesser amounts of coverage for their spouses, children or domestic partners. Group term life insurance provides coverage to employees, with limited coverage also available to their dependents, for a specified period. Our policies are generally the standard or basic term life insurance offered by employers. Group term life insurance consists primarily of renewable term life insurance, which is term life coverage that is renewable at the option of the insured who is not required to take a medical examination in order to renew existing amounts of coverage, with the amount of coverage as a flat amount, an amount linked to the

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employees earnings, amounts or a combination of the two. Employers generally provide a base or foundation level of coverage for their employees and offer the opportunity for employees to increase their coverage to meet specific needs. Also, basic term life insurance is often supplemented with an accidental death or dismemberment policy or rider, which provides additional benefits in the indicated events. Because there are few ways to differentiate an insurer in the area of traditional group term life insurance, we often sell this product line as a complement to our other core employee benefit insurance products.

As of September 30, 2004 and December 31, 2003, we had approximately 25,200 group life plans in force, covering approximately 1.6 million and 1.7 million enrolled employees, respectively.

Marketing and Distribution

We distribute the products of Assurant Employee Benefits primarily through approximately 170 group sales representatives, working through 37 offices in or near major U.S. metropolitan areas. These representatives work through independent employee benefits advisors, including brokers and other intermediaries, to reach our customers, who are primarily small to medium-sized employers. DRMS employs an independent distribution arm tailored to its needs.

Our marketing efforts concentrate on:

- the identification of the employee benefit needs of our targeted customers;
- the development of tailored products and services designed to meet those needs;
- the alignment of our Company with select brokers and other intermediaries who value our approach to the market; and
- the promotion of our Company s brand.

To compete effectively in the small to medium-sized employer marketplace requires a large and broadly distributed sales force with relationships with the brokers and other intermediaries who act as advisors to those employers in connection with their benefits programs. In many cases, these employers and their advisors rely on us for expertise in matching their needs to the collection of solutions available through group benefit programs. Competing effectively also requires systems and work practices suited to a high transaction volume business and the ability to provide a high level of customer service to a large number of clients operating in almost all industries found in the U.S. economy.

Underwriting and Risk Management

True group products are normally offered to employees on a guaranteed issue basis, meaning that if the group is an acceptable risk, the insurer generally foregoes individual medical underwriting and agrees in advance to accept all applications for insurance from members of the eligible class up to a formula-determined limit. Individual medical underwriting is required on applications for amounts in excess of this limit, or in connection with untimely applications. Our sales representatives and underwriters evaluate the risk characteristics of each prospective insured group and design appropriate plans of insurance. They utilize various techniques such as deductibles, co-payments, guarantee issue limits and waiting periods to control the risk we assume. Voluntary products introduce additional risks due to the fact that employees have some awareness of the risk of loss they personally face, and those employees who believe themselves to be more at risk will be more likely to elect coverage. In order to manage these risks, we customize our plan designs to seek to mitigate adverse selection problems. We also require that a minimum percentage of eligible employees elect a voluntary coverage.

We base the pricing of our products on the expected pay-out of benefits that we calculate using assumptions for mortality, morbidity, interest, expenses and persistency, depending upon the specific product features. Group underwriting takes into account demographic factors such as age, gender and occupation of members of the group as well as the geographic location and concentration of the group. Our disability policies often limit the payment of benefits for certain kinds of conditions, such as pre-existing conditions or disabilities arising from specifically listed medical conditions, in each case as defined in the policies.

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Generally, we are not obligated to accept any risk or group of risks from, or to issue a policy or group of policies to, any employer or intermediary. Requests for coverage are reviewed on their merits and generally a policy is not issued unless the particular risk or group has been examined and approved by our underwriters. Group products are typically written with an initial rate guarantee of two years for disability and life insurance and one year for other group products. They are also written on a guaranteed renewable basis, meaning that they are renewable at the option of the insured for a specified number of years, with the right, upon expiration of the guarantee, to re-price to reflect the aggregate experience of our block of business and, where credible, the experience of the group. Credibility in this context means the assessment of the likelihood that the past history of the group is predictive of the future experience of the group. Credibility generally increases with group size or with the quantity of claims filed.

The business underwritten by our Assurant Employee Benefits segment is widely dispersed across geographic areas as well as the industries insured. At September 30, 2004, our top ten states measured by percentage of in force annual premiums contributed approximately 54.5% of our total annualized premiums in force, with our largest geographic area, California, contributing 10.7%.

Similarly, at September 30, 2004, our top ten industry segments measured by percentage of in force annual premiums, as aggregated by the first two digits of their standard industry code (SIC), contributed approximately 49.3% of our total annualized premiums in force, with the largest contributor, health services, accounting for 9.0%.

Our efforts are focused on facilitating claimants return to work through a variety of means, including physical therapy, vocational rehabilitation and retraining and workplace accommodation to assist the insured. In support of this effort, we also employ or contract with a staff of doctors, nurses and vocational rehabilitation specialists. We also utilize a broad range of outside medical and vocational experts for independent evaluations and local vocational services. Finally, we have an investigations unit focused on individuals who have or may be capable of returning to work but continue to claim benefits. Our dental business utilizes a highly automated claims system focused on rapid handling of claims, with 67% of claims adjudicated within seven calendar days for claims received from January 1, 2004 to and including September 30, 2004.

We employ approximately 660 claims employees in locations throughout the United States dedicated to the Assurant Employee Benefits segment. We have a comprehensive claims review process, including an appeals process pursuant to which policyholders can appeal claims decisions made.

Assurant PreNeed

Assurant PreNeed, which we began operating with the acquisition of United Family Life Insurance Company in 1980, is the market leader in the United States in pre-funded funeral insurance based on face amount of new policies sold. Pre-funded funeral insurance provides whole life insurance death benefits or annuity benefits used to fund costs incurred in connection with pre-arranged funerals. An annuity is a contract that provides for periodic payments to an annuitant for a specified period of time. In the case of annuities sold by Assurant PreNeed, all the benefits under the contract are generally paid out at the death of the purchaser of the annuity. We distribute our pre-funded funeral insurance products through two separate channels, our independent channel and our AMLIC channel. Our pre-funded funeral insurance products provide benefits to cover the costs incurred in connection with pre-arranged funeral contracts and are distributed primarily through funeral homes and sold mainly to consumers over the age of 65, with an average issue age of 72. Our pre-funded funeral insurance products are typically structured as whole life insurance policies in the United States and as annuity products in Canada. Our independent channel s target market is comprised of the 23,000 funeral firms in the United States and Canada, of which approximately 2,000 are active customers.

With our acquisition of AMLIC in 2000, we have become the market leader in the area of pre-funded funeral insurance based on face amount of policies sold. Through our AMLIC channel, we provide the insurance products and support services for the pre-need activities of SCI, the largest funeral provider in North America based on total revenues. As of September 30, 2004, SCI operated approximately 1,200 funeral service locations in North America. This commission-based arrangement is anchored by an exclusive ten-year marketing agreement, which commenced on October 1, 2000.

Growth in pre-need sales has been traditionally driven by distribution with a high correlation between new sales of pre-funded funeral insurance and the number of pre-need counselors marketing the product and expansion in sales and marketing capabilities. In addition, as alternative distribution channels are identified, such as targeting affinity groups and employers, we believe growth in this market could accelerate above projected rates. We believe that the pre-need market is characterized by an aging population combined with low penetration of the over-65 market.

In Assurant PreNeed, our strategy in our independent channel is to increase sales potential by strengthening our distribution relationships. We offer marketing support and programs to our funeral firm clients to increase their local market share, providing training for their sales counselors and assisting them in developing direct-to-consumer marketing programs and lead generation and management tools. Through our AMLIC channel our strategy is to reduce SCI s cost to sell and manage its pre-need operation. We integrate our processes for managing SCI s insurance production into its process for managing its pre-need business. Additionally, in keeping with our goal of aligning SCI s interest with ours, our arrangement with SCI is commission-based; however, we compensate SCI with an escalating production-based commission, with a defined maximum.

The following table provides net earned premiums and other considerations, fees and other income and other operating data for Assurant PreNeed for the periods and as of the dates indicated:

	For the Nine Months Ended September 30,		For the Year Ended December 31,		
	2004	2003	2003	2002	2001
			(in millions)		
Net earned premiums and other considerations:					
AMLIC	$ 212	$ 216	$ 283	$ 293	$ 278
Independent	190	185	246	245	229
Total	$ 402	$ 401	529	$ 538	$ 507
Fees and other income	$ 4	$ 3	5	$ 5	$ 3
Total	$ 406	$ 404	$ 534	$ 543	$ 510
New face sales (life and annuity) net of reinsurance:					
AMLIC	$ 235	$ 237	$ 308	$ 392	$ 372
Independent and other	230	234	312	319	258
Total	$ 465	$ 471	$ 620	$ 711	$ 630
Policies in force	1.71	1.71	1.71	1.69	1.67
Policyholder liabilities	$3,168	$2,926	$2,996	$2,717	$2,499

Products

Pre-Funded Funeral Insurance Policies. Pre-funded funeral insurance provides whole life insurance death benefits or annuity benefits to fund the costs incurred in connection with pre-arranged funeral contracts, or, in a minority of situations, pre-arranged funerals without a pre-arranged funeral contract, which costs typically include funeral firm merchandise and services. Our pre-funded funeral insurance products are typically structured as whole life insurance policies in the United States. In Canada, our pre-funded funeral insurance products typically include annuity contracts or whole life insurance contracts for newly issued business. A pre-arranged funeral contract is an arrangement between a funeral firm and an individual whereby the funeral firm agrees to perform the selected funeral upon the individual s death. The consumer then purchases an insurance policy intended to cover the cost of the pre-arranged funeral, and the funeral home generally becomes the irrevocable assignee, or, in certain cases, the beneficiary, of the insurance policy proceeds. However, the insured may name a beneficiary other than the funeral home. The funeral home agrees to provide the selected funeral at death in exchange for the policy proceeds. Because the death benefit under

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many of our policies is designed to grow over time, the funeral firm that is the assignee of such a policy has managed some or all of its funeral inflation risk. Consumers have the choice of making their policy payments as a single lump-sum payment or through multi-payment plans that spread payments out over a period of three to ten years. We do not provide any funeral goods and services in connection with our pre-funded funeral insurance policies; these policies pay death benefits in cash only.

Marketing and Distribution

We distribute our pre-funded funeral insurance products through two distribution channels: the independent channel, which distributes through approximately 2,000 funeral homes and selected third-party general agencies, and our AMLIC channel, which distributes through an exclusive relationship with SCI in North America. Our policies are sold by licensed insurance agents or enrollers who in some cases may also be a funeral director. As of September 30, 2004 and December 31, 2003, the face amount of our contracts sold through our AMLIC channel represented approximately 50% of our total new life and annuity face sales in Assurant PreNeed.

Risk Management

Assurant PreNeed generally writes whole life insurance policies with increasing death benefits and obtains the majority of its profits through interest rate spreads. Interest rate spreads refer to the difference between the death benefit growth rates on pre-funded funeral insurance policies and the investment returns generated on the assets we hold related to those policies. To manage these spreads, we monitor weekly the movement in new money yields and monthly evaluate our actual net new achievable yields. This information is used to evaluate rates to be credited on applicable new and in force pre-funded funeral insurance policies and annuities. In addition, we review asset benchmarks and perform asset/liability matching studies to develop the optimum portfolio to maximize yield and reduce risk.

In Assurant PreNeed, we utilize prudent underwriting to select and price insurance risks. We regularly monitor mortality assumptions to determine if experience remains consistent with these assumptions and to ensure that our product pricing remains appropriate. We continually review our underwriting, agent and policy contract provisions and pricing guidelines so that our policies remain competitive and supportive of our marketing strategies and profitability goals.

Many of our pre-funded whole-life funeral insurance policies have increasing death benefits. As of September 30, 2004, approximately 83% of Assurant PreNeed s in force insurance policy reserves relate to policies that provide for death benefit growth, some of which provide for minimum death benefit growth pegged to changes in the Consumer Price Index. Policies that have rates guaranteed to change with the Consumer Price Index represented approximately 15% of Assurant PreNeed s reserves as of September 30, 2004. We have employed risk mitigation strategies to seek to minimize our exposure to a rapid increase in inflation.

In our independent channel, we outsource all of the servicing and administration of our policies.

Ceded Reinsurance

Our operating business segments utilize ceded reinsurance for three major business purposes:

Loss Protection and Capital Management. As part of our overall risk and capacity management strategy, we purchase reinsurance for certain risks underwritten by our various operating business segments, including significant individual or catastrophic claims, and to free up capital to enable us to write additional business.

Business Dispositions. We have used reinsurance to exit certain businesses, such as our FFG division in 2001 and our LTC business in 2000. Reinsurance was used in these cases to facilitate the transactions because the businesses shared legal entities with business segments that we retained.

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Assurant Solutions Client Risk and Profit Sharing. Assurant Solutions writes business produced by its clients, such as mortgage lenders and servicers, financial institutions and retailers, and reinsures all or a portion of such business to insurance subsidiaries of the clients. Such arrangements allow significant flexibility in structuring the sharing of risks and profits on the underlying business.

Loss Protection and Capital Management

In a traditional indemnity reinsurance transaction, a reinsurer agrees to indemnify another insurer for part or all of its liability under a policy or policies it has issued for an agreed upon premium. These agreements provide for recovery of a portion of losses and associated loss expenses from reinsurers. These losses and loss expenses refer to the expenses of settling claims, including legal and other fees, and the portion of general expenses allocated to claim settlement costs plus losses incurred with respect to claims. The terms of these agreements, which are typical for agreements of this type, generally provide, among other things, for the automatic acceptance by the reinsurer of ceded risks in excess of our retention limits (i.e., the amount of loss per individual risk that we are willing to absorb). For excess of loss coverage, we pay premiums to the reinsurers based on rates negotiated and stated in the treaties. For pro rata reinsurance, we pay premiums to the reinsurers based upon percentages of premiums received by us on the business reinsured. These agreements are generally terminable as to new risks by us or by the reinsurer on appropriate notice; however, termination does not affect risks ceded during the term of the agreement, which generally remain with the reinsurer.

We work with our business segments to develop effective reinsurance arrangements that are consistent with their pricing and operational goals. For example, Assurant Employee Benefits cedes 100% of monthly disability claims in excess of $10,000 per individual insured. For our group term life business, the maximum amount retained on any one life is $800,0