LOEWS CORP
Form 10-K
February 13, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

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

THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2018

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period From _____ to _____

Commission File Number 1-6541

LOEWS CORPORATION

(Exact name of registrant as specified in its charter)

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

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

(Address of principal executive offices) (Zip Code)

(212) 521-2000

(Registrant s telephone number, including area code)

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

Title of each class	**Name of each exchange on which registered**

Common Stock, par value $0.01 per share New York Stock Exchange

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes X No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No X

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

Yes X No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes X No

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

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

Large accelerated filer X Accelerated filer Non-accelerated filer

Smaller reporting company

Emerging growth company

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes _____ No ____X____

The aggregate market value of common stock held by non-affiliates of the registrant as of June 29, 2018, the last business day of the registrant s most recently completed second fiscal quarter, was approximately $13,382,000,000.

As of February 1, 2019, there were 311,299,326 shares of the registrant s common stock outstanding.

Documents Incorporated by Reference:

Portions of the registrant s definitive proxy statement for the 2019 annual meeting of shareholders intended to be filed by the registrant with the Commission not later than 120 days after the close of its fiscal year are incorporated by reference into Part III of this Report.

LOEWS CORPORATION

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FORM 10-K FILED WITH THE

SECURITIES AND EXCHANGE COMMISSION

For the Year Ended December 31, 2018

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PART I

Item 1. Business.

Loews Corporation was incorporated in 1969 and is a holding company. Our subsidiaries are engaged in the following lines of business:

- 🌑 commercial property and casualty insurance (CNA Financial Corporation, a 89% owned subsidiary);
- 🌑 operation of offshore oil and gas drilling rigs (Diamond Offshore Drilling, Inc., a 53% owned subsidiary);
- 🌑 transportation and storage of natural gas and natural gas liquids (Boardwalk Pipeline Partners, LP, a wholly owned subsidiary);
- 🌑 operation of a chain of hotels (Loews Hotels Holding Corporation, a wholly owned subsidiary); and
- 🌑 manufacture of rigid plastic packaging solutions (Consolidated Container Company LLC, a 99% owned subsidiary).

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

On June 29, 2018, Boardwalk GP, LP (General Partner), the general partner of Boardwalk Pipeline Partners LP and an indirect wholly owned subsidiary of the Company, elected to exercise its right to purchase all of the issued and outstanding common units representing limited partnership interests in Boardwalk Pipeline Partners LP not already owned by the General Partner or its affiliates pursuant to Section 15.1(b) of Boardwalk Pipeline Partners LP s Third Amended and Restated Agreement of Limited Partnership, as amended (Limited Partnership Agreement). On July 18, 2018, the General Partner completed the transaction for a cash purchase price, determined in accordance with the Limited Partnership Agreement, of $12.06 per unit, or approximately $1.5 billion, in the aggregate. For further information on this transaction, see Note 2 of the Notes to the Consolidated Financial Statements, included under Item 8.

We have five reportable segments comprised of CNA Financial Corporation, Diamond Offshore Drilling, Inc., Boardwalk Pipeline Partners, LP, Loews Hotels Holding Corporation and the Corporate segment. The operations of Consolidated Container since the acquisition date in the second quarter of 2017 are included in the Corporate segment. Each of our operating subsidiaries is headed by a chief executive officer who is responsible for the operation of its business and has the duties and authority commensurate with that position. Additional financial information on each of our segments is included under Item 7, Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A).

CNA FINANCIAL CORPORATION

CNA Financial Corporation (together with its subsidiaries, CNA) is an insurance holding company. CNA s property and casualty and remaining life and group insurance operations are primarily conducted by Continental Casualty

Company (CCC), The Continental Insurance Company, Western Surety Company, CNA Insurance Company Limited and Hardy Underwriting Bermuda Limited and its subsidiaries (Hardy). CNA accounted for 72.0%, 69.8% and 71.6% of our consolidated total revenue for the years ended December 31, 2018, 2017 and 2016.

CNA s insurance products primarily include commercial property and casualty coverages, including surety. CNA s services include warranty, risk management, information services, and claims administration. CNA s products and services are primarily marketed through independent agents, brokers and managing general underwriters to a wide variety of customers, including small, medium and large businesses, insurance companies, associations, professionals and other groups.

Property & Casualty Operations

CNA s commercial property and casualty insurance operations (Property & Casualty Operations) includes its Specialty, Commercial and International lines of business.

Specialty

Specialty provides management and professional liability and other coverages through property and casualty products and services using a network of brokers, independent agencies and managing general underwriters. Specialty includes the following business groups:

Management & Professional Liability: Management & Professional Liability consists of the following coverages and products:

- 🌑 professional liability coverages and risk management services to various professional firms, including architects, real estate agents, accounting firms and law firms;
- 🌑 directors and officers (D&O), employment practices, fiduciary and fidelity coverages. Specific areas of focus include small and mid-size firms, public as well as privately held firms and not-for-profit organizations;
- 🌑 insurance products to serve the health care industry including professional and general liability as well as associated standard property and casualty coverages. Key customer groups include aging services, allied medical facilities, dentists, physicians, hospitals, nurses and other medical practitioners.

Surety: Surety offers small, medium and large contract and commercial surety bonds. Surety provides surety and fidelity bonds in all 50 states.

Warranty and Alternative Risks: Warranty and Alternative Risks provides extended service contracts and insurance products that provide protection from the financial burden associated with mechanical breakdown and other related losses, primarily for vehicles, portable electronic communication devices and other consumer goods. Service contracts are generally distributed by commission-based independent representatives and sold by auto dealerships and retailers in North America to customers in conjunction with the purchase of a new or used vehicle or new consumer goods. Additionally, CNA s insurance companies may issue contractual liability insurance policies or guaranteed asset protection reimbursement insurance policies to cover the liabilities of these service contracts issued by affiliated entities or third parties.

Commercial

Commercial works with a network of brokers and independent agents to market a broad range of property and casualty insurance products and services to small, middle-market and large businesses. Property products include standard and excess property, marine and boiler and machinery coverages. Casualty products include standard casualty insurance products such as workers compensation, general and product liability, commercial auto and umbrella coverages. Most insurance programs are provided on a guaranteed cost basis; however, CNA also offers specialized loss-sensitive insurance programs and total risk management services relating to claim and information services to the large commercial insurance marketplace. These property and casualty products are offered through CNA s Middle Market, Small Business and Other Commercial insurance groups.

International

International underwrites property and casualty coverages on a global basis through its United Kingdom-based insurance company, a branch operation in Canada as well as through its presence at Lloyd s of London (Lloyd s) through Hardy Syndicate 382. Effective January 1, 2019, European Economic Area (EEA) business will be written through a Luxembourg-based insurance company. Underwriting activities are managed through three business units that operate across all locations: Property, Energy & Marine, Casualty and Specialty and managed from headquarters in London.

Property & Casualty Structure

CNA s Property & Casualty Operations field structure in the United States of America (U.S.) consists of 49 underwriting locations. In addition, there are five centralized processing operations which handle policy processing, billing and collection activities and also act as call centers to optimize service. CNA s claim presence consists of six primary locations where it handles multiple claim types and key business functions. Additionally, regional claim offices are aligned with CNA s underwriting field structure. CNA also has a presence in Canada and Europe consisting of 17 branch operations and access to business placed at Lloyd s through Hardy.

Other Insurance Operations

Other Insurance Operations include CNA s long term care business that is in run-off, certain corporate expenses, including interest on CNA corporate debt, and certain property and casualty businesses in run-off, including CNA Re and asbestos and environmental pollution (A&EP).

Other

Competition: The property and casualty insurance industry is highly competitive both as to rate and service. CNA competes with a large number of stock and mutual insurance companies and other entities for both distributors and customers. Insurers compete on the basis of factors including products, price, services, ratings and financial strength. Accordingly, CNA must continuously allocate resources to refine and improve its insurance products and services. CNA is one of the largest commercial property and casualty insurance companies in the U.S.

Current Regulation: The insurance industry is subject to comprehensive and detailed regulation and supervision. Regulatory oversight by applicable agencies is exercised through review of submitted filings and information, examinations (both financial and market conduct), direct inquiries and interviews. Each domestic and foreign jurisdiction has established supervisory agencies with broad administrative powers relative to licensing insurers and agents, approving policy forms, establishing reserve requirements, prescribing the form and content of statutory financial reports and regulating capital adequacy and the type, quality and amount of investments permitted. Such regulatory powers also extend to corporate governance requirements, risk management practices and disclosures and premium rate regulations requiring rates not be excessive, inadequate or unfairly discriminatory. In addition to regulation of dividends by insurance subsidiaries, intercompany transfers of assets or payments may be subject to prior notice or approval by insurance regulators, depending on the size of such transfers and payments in relation to the financial position of the insurance subsidiaries making the transfers or payments.

As CNA s insurance operations are conducted in both domestic and foreign jurisdictions, CNA is subject to a number of regulatory agency requirements applicable to a portion, or all, of CNA s operations. These include but are not limited to, the State of Illinois Department of Insurance (which is CNA s global group-wide supervisor), the U.K. Prudential Regulatory Authority and Financial Conduct Authority, the Office of Superintendent of Financial Institutions of Canada and the Bermuda Monetary Authority.

Domestic insurers are also required by state insurance regulators to provide coverage to certain insureds who would not otherwise be considered eligible by the insurers. Each state dictates the types of insurance and the level of coverage that must be provided to such involuntary risks. CNA s share of these involuntary risks is mandatory and generally a function of its respective share of the voluntary market by line of insurance in each state.

Further, domestic insurance companies are subject to state guaranty fund and other insurance-related assessments. Guaranty funds are governed by state insurance guaranty associations which levy assessments to meet the funding needs of insolvent insurer estates. Other insurance-related assessments are generally levied by state agencies to fund various organizations including disaster relief funds, rating bureaus, insurance departments, and workers

compensation second injury funds, or by industry organizations that assist in the statistical analysis and ratemaking process and CNA has the ability to recoup certain of these assessments from policyholders.

Although the U.S. federal government does not currently directly regulate the business of insurance, federal legislative and regulatory initiatives can affect the insurance industry. These initiatives and legislation include proposals relating to terrorism and natural catastrophe exposures, cybersecurity risk management, federal financial services reforms and certain tax reforms.

The Terrorism Risk Insurance Program Reauthorization Act of 2015 provides for a federal government backstop for insured terrorism risks through 2020. The mitigating effect of such law is part of the analysis of CNA s overall risk posture for terrorism and, accordingly, CNA s risk positioning may change if such law were modified.

CNA also continues to invest in the security of its systems and network on an enterprise-wide basis. This requires investment of a significant amount of resources by CNA on an ongoing basis. Potential implications of possible cybersecurity legislation on such current investment, if any, are uncertain.

The foregoing laws, regulations and proposals, either separately or in the aggregate, create a regulatory and legal environment that may require changes in CNA s business plan or significant investment of resources in order to operate in an effective and compliant manner.

Additionally, various legislative and regulatory efforts to reform the tort liability system have, and will continue to, affect the industry. Although there has been some tort reform with positive impact to the insurance industry, new causes of action and theories of damages continue to be proposed in court actions and by federal and state legislatures that continue to expand liability for insurers and their policyholders.

Hardy, a specialized Lloyd s underwriter, is also supervised by the Council of Lloyd s, which is the franchisor for all Lloyd s operations. The Council of Lloyd s has wide discretionary powers to regulate Lloyd s underwriting, such as establishing the capital requirements for syndicate participation. In addition, the annual business plan of each syndicate is subject to the review and approval of the Lloyd s Franchise Board, which is responsible for business planning and monitoring for all syndicates.

Capital adequacy and risk management regulations, referred to as Solvency II, apply to CNA s European operations and are enacted by the European Commission, the executive body of the European Union (E.U.). Additionally, the International Association of Insurance Supervisors (IAIS) continues to consider regulatory proposals addressing group supervision, capital requirements and enterprise risk management.

Regulation Outlook: The IAIS has developed a Common Framework for the Supervision of Internationally Active Insurance Groups (ComFrame) which is focused on the effective group-wide supervision of internationally active insurance groups, such as CNA. As part of ComFrame, the IAIS is developing an international capital standard for insurance groups. While the details of ComFrame including a global group capital standard and its applicability to CNA are uncertain at this time, certain jurisdictional regulatory regimes are subject to revision in response to these global developments.

There have also been definitive developments with respect to prudential insurance supervision unrelated to the IAIS activities. On September 22, 2017, the U.S. Treasury Department, the U.S. Trade Representative (USTR) and the E.U. announced they had formally signed a covered agreement on Prudential Measures Regarding Insurance and Reinsurance (U.S.-E.U. Covered Agreement). The U.S.-E.U. Covered Agreement requires U.S. states to prospectively eliminate the requirement that domestic insurance companies must obtain collateral from E.U. reinsurance companies that are not licensed in their state (alien reinsurers) in order to obtain reserve credit under statutory accounting. In exchange, the E.U. will not impose local presence requirements on U.S. firms operating in the E.U., and effectively must defer to U.S. group capital regulation for these firms. On December 18, 2018, the U.S. Treasury Department, the USTR, and the United Kingdom (U.K.) announced they formally signed the Bilateral Agreement on Prudential Measures Regarding Insurance and Reinsurance (U.S.-U.K. Covered Agreement). This Agreement has similar terms

as the U.S.-E.U. Covered Agreement, and will become effective upon the U.K. s exit from the E.U.

Because these covered agreements are not self-executing, U.S. state laws will need to be revised to change reinsurance collateral requirements to conform to the provisions within each of the agreements. Before any such revision to state laws can be advanced, the National Association of Insurance Commissioners (NAIC) must develop a new approach for determination of the appropriate reserve credit under statutory accounting for E.U. and U.K. based alien reinsurers. In addition, the NAIC is currently developing an approach to group capital regulation as the current U.S. regulatory regime is based on legal entity regulation. Both the reinsurance collateral requirement change and adoption of group capital regulation must be effected by the states within five years from the signing of the Covered Agreements, or states risk federal preemption. CNA will monitor the modification of state laws and regulations in order to comply with the provisions of the Covered Agreements and assess potential effects on its operations and prospects.

Properties: CNA s principal executive offices are based in Chicago, Illinois. CNA s subsidiaries maintain office space in various cities throughout the United States and various countries. CNA leases all of its office space.

DIAMOND OFFSHORE DRILLING, INC.

Diamond Offshore Drilling, Inc. (together with its subsidiaries, Diamond Offshore) provides contract drilling services to the energy industry around the world with a fleet of 17 offshore drilling rigs consisting of four drillships and 13 semisubmersible rigs. Diamond Offshore accounted for 7.8%, 10.9% and 12.1% of our consolidated total revenue for the years ended December 31, 2018, 2017 and 2016.

A floater rig is a type of mobile offshore drilling rig that floats and does not rest on the seafloor. This asset class includes self-propelled drillships and semisubmersible rigs. Semisubmersible rigs are comprised of an upper working and living deck resting on vertical columns connected to lower hull members. Such rigs operate in a semi-submerged position, remaining afloat, off bottom, in a position in which the lower hull is approximately 55 feet to 90 feet below the water line and the upper deck protrudes well above the surface. Semisubmersibles hold position while drilling by use of a series of small propulsion units or thrusters that provide dynamic positioning (DP) to keep the rig on location, or with anchors tethered to the seabed. Although DP semisubmersibles are self-propelled, such rigs may be moved long distances with the assistance of tug boats. Non-DP, or moored, semisubmersibles require tug boats or the use of a heavy lift vessel to move between locations.

A drillship is an adaptation of a maritime vessel that is designed and constructed to carry out drilling operations by means of a substructure with a moon pool centrally located in the hull. Drillships are typically self-propelled and are positioned over a drillsite through the use of a DP system similar to those used on semisubmersible rigs.

Fleet Enhancements and Additions: Diamond Offshore s long-term strategy is to upgrade its fleet to meet customer demand for advanced, efficient and high-tech rigs by acquiring or building new rigs when possible to do so at attractive prices. Diamond Offshore s most recent fleet enhancement cycle was completed in 2016 with the delivery of the *Ocean GreatWhite*. During 2018, Diamond Offshore began reactivation of the *Ocean Endeavor*. The rig is currently in the U.K., where it is completing its reactivation and is undergoing contract preparation activities in advance of its upcoming contract in the second quarter of 2019. In addition, in late 2018, Diamond Offshore initiated the reactivation and upgrade of the *Ocean Onyx* to increase the rig s marketability by expanding its lower deck load, reducing rig motion response and making other technologically desirable enhancements sought by Diamond Offshore s customers. The *Ocean Onyx* has been moved to Singapore, where Diamond Offshore expects its upgrade to be completed in the later part of 2019.

Diamond Offshore continues to evaluate further rig acquisition and enhancement opportunities as they arise. However, Diamond Offshore can provide no assurance whether, or to what extent, it will continue to make rig acquisitions or enhancements to its fleet.

Markets: The principal markets for Diamond Offshore s contract drilling services are:

🌑 the Gulf of Mexico, including the U.S. and Mexico;

🌑 South America, principally offshore Brazil and Trinidad and Tobago;

🌑 Australia and Southeast Asia, including Malaysia, Indonesia, Myanmar and Vietnam;

🌑 Europe, principally offshore the U.K. and Norway;

🌑 East and West Africa; and

🌑 the Mediterranean.

Drilling Contracts: Diamond Offshore s contracts to provide offshore drilling services vary in their terms and provisions. Diamond Offshore typically obtains its contracts through a competitive bid process, although it is not unusual for Diamond Offshore to be awarded drilling contracts following direct negotiations. Drilling contracts generally provide for a basic dayrate regardless of whether or not drilling results in a productive well. Drilling contracts generally also provide for reductions in rates during periods when the rig is being moved or when drilling operations are interrupted or restricted by equipment breakdowns, adverse weather conditions or other circumstances. Under dayrate contracts, Diamond Offshore generally pays the operating expenses of the rig, including wages and the cost of incidental supplies. Historically, dayrate contracts have accounted for the majority of Diamond Offshore s revenues. In addition, from time to time, Diamond Offshore s dayrate contracts may also provide for the ability to earn an incentive bonus from its customer based upon performance.

The duration of a dayrate drilling contract is generally tied to the time required to drill a single well or a group of wells, which Diamond Offshore refers to as a well-to-well contract, or a fixed period of time, in what Diamond Offshore refers to as a term contract. Diamond Offshore s drilling contracts may be terminated by the customer in the event the drilling rig is destroyed or lost or if drilling operations are suspended for an extended period of time as a result of a breakdown of equipment or, in some cases, due to events beyond the control of either party to the contract. Certain of Diamond Offshore s contracts also permit the customer to terminate the contract early by giving notice; in most circumstances, this requires the payment of an early termination fee by the customer. The contract term in many instances may also be extended by the customer exercising options for the drilling of additional wells or for an additional length of time, generally subject to mutually agreeable terms and rates at the time of the extension. In periods of decreasing demand for offshore rigs, drilling contractors may prefer longer term contracts to preserve dayrates at existing levels and ensure utilization, while customers may prefer shorter contracts that allow them to more quickly obtain the benefit of declining dayrates. Moreover, drilling contractors may accept lower dayrates in a declining market in order to obtain longer-term contracts and add backlog.

Customers: Diamond Offshore provides offshore drilling services to a customer base that includes major and independent oil and gas companies and government-owned oil companies. During 2018, 2017 and 2016, Diamond Offshore performed services for 13, 14 and 18 different customers. During 2018, 2017 and 2016, Anadarko accounted for 34%, 25% and 22% of Diamond Offshore s annual total consolidated revenues and Petróleo Brasileiro S.A. accounted for 16%, 19% and 18% of Diamond Offshore s annual total consolidated revenues. During 2018 and 2017, Hess Corporation accounted for 25% and 16% of Diamond Offshore s annual total consolidated revenues and BP accounted for 11% and 16% of Diamond Offshore s annual total consolidated revenues. No other customer accounted for 10% or more of Diamond Offshore s annual total consolidated revenues during 2018, 2017 or 2016.

As of January 1, 2019, Diamond Offshore s contract backlog was $2.0 billion attributable to 12 customers. All four of its drillships are currently contracted to work in the U.S. Gulf of Mexico (GOM). As of January 1, 2019, contract backlog attributable to Diamond Offshore s expected operations in the GOM was $471 million, $372 million, $217 million and $36 million for the years 2019, 2020, 2021 and 2022, all of which was attributable to three customers.

Competition: Based on industry data as of the date of this Report, there are approximately 760 mobile drilling rigs in service worldwide, including approximately 240 floater rigs. Despite consolidation in previous years, the offshore contract drilling industry remains highly competitive with numerous industry participants, none of which at the present time has a dominant market share. Some of Diamond Offshore s competitors may have greater financial or other resources than it does.

Drilling contracts are traditionally awarded on a competitive bid basis. Price is typically the primary factor in determining which qualified contractor is awarded a job. Customers may also consider rig availability and location, a drilling contractor s operational and safety performance record, and condition and suitability of equipment. Diamond Offshore believes it competes favorably with respect to these factors.

Diamond Offshore competes on a worldwide basis, but competition may vary significantly by region at any particular time. Competition for offshore rigs generally takes place on a global basis, as these rigs are highly mobile and may be moved, although at a cost that may be substantial, from one region to another. It is characteristic of the offshore drilling industry to move rigs from areas of low utilization and dayrates to areas of greater activity and relatively higher dayrates. The current oversupply of offshore drilling rigs also intensifies price competition.

Governmental Regulation: Diamond Offshore s operations are subject to numerous international, foreign, U.S., state and local laws and regulations that relate directly or indirectly to its operations, including regulations controlling the discharge of materials into the environment, requiring removal and clean-up under some circumstances, or otherwise relating to the protection of the environment, and may include laws or regulations pertaining to climate change, carbon emissions or energy use.

Properties: Diamond Offshore owns an office building in Houston, Texas, where its corporate headquarters are located, and offices and other facilities in New Iberia, Louisiana, Aberdeen, Scotland, Macae, Brazil and Ciudad del Carmen, Mexico. Additionally, Diamond Offshore currently leases various office, warehouse and storage facilities in Australia, Louisiana, Malaysia, Singapore and the U.K. to support its offshore drilling operations.

BOARDWALK PIPELINE PARTNERS, LP

Boardwalk Pipeline Partners, LP (together with its subsidiaries, Boardwalk Pipeline) is engaged in the business of natural gas and natural gas liquids and hydrocarbons (herein referred to together as NGLs) transportation and storage. Boardwalk Pipeline accounted for 8.7%, 9.6% and 10.0% of our consolidated total revenue for the years ended December 31, 2018, 2017 and 2016.

A wholly owned subsidiary of ours, Boardwalk Pipelines Holding Corp. (BPHC) owns, directly and indirectly, the General Partner interest and all of the limited partnership interests of Boardwalk Pipeline.

Boardwalk Pipeline owns and operates approximately 13,805 miles of interconnected natural gas pipelines directly serving customers in 13 states and indirectly serving customers throughout the northeastern and southeastern U.S. through numerous interconnections with unaffiliated pipelines. Boardwalk Pipeline also owns and operates approximately 425 miles of NGL pipelines in Louisiana and Texas. In 2018, its pipeline systems transported approximately 2.7 trillion cubic feet of natural gas and approximately 70.8 million barrels (MMBbls) of NGLs. Average daily throughput on Boardwalk Pipeline s natural gas pipeline systems during 2018 was approximately 7.3 billion cubic feet (Bcf). Boardwalk Pipeline s natural gas storage facilities are comprised of 14 underground storage fields located in four states with aggregate working gas capacity of approximately 205.0 Bcf and Boardwalk Pipeline s NGL storage facilities consist of 11 salt dome storage caverns located in Louisiana with an aggregate storage capacity of approximately 31.8 MMBbls. Boardwalk Pipeline also owns five salt dome caverns and related brine infrastructure for use in providing brine supply services and to support the NGL storage operations.

Boardwalk Pipeline s pipeline and storage systems are described below:

The Gulf South Pipeline Company, LP (Gulf South) pipeline system runs approximately 7,190 miles along the Gulf Coast in the states of Texas, Louisiana, Mississippi, Alabama and Florida. The pipeline system has a peak-day delivery capacity of 9.7 Bcf per day and average daily throughput for the year ended December 31, 2018 was 3.1 Bcf per day. Gulf South has ten natural gas storage facilities. The two natural gas storage facilities located in Louisiana and Mississippi have approximately 83.5 Bcf of working gas storage capacity and the eight salt dome natural gas storage caverns in Mississippi have approximately 46.0 Bcf of total storage capacity, of which approximately 29.6 Bcf is working gas capacity. Gulf South also owns undeveloped land which is suitable for up to five additional storage caverns.

The Texas Gas Transmission, LLC (Texas Gas) pipeline system runs approximately 5,975 miles and is located in Louisiana, East Texas, Arkansas, Mississippi, Tennessee, Kentucky, Indiana and Ohio with smaller diameter lines extending into Illinois. The pipeline system has a peak-day delivery capacity of 5.7 Bcf per day and average daily throughput for the year ended December 31, 2018 was 2.8 Bcf per day. Texas Gas owns nine natural gas storage fields with 84.3 Bcf of working gas storage capacity.

The Gulf Crossing Pipeline Company LLC (Gulf Crossing) pipeline system is located in Texas and runs approximately 375 miles into Louisiana. The pipeline system has a peak-day delivery capacity of 1.9 Bcf per day and average daily throughput for the year ended December 31, 2018 was 1.4 Bcf per day.

Boardwalk Louisiana Midstream, LLC and Boardwalk Petrochemical Pipeline, LLC (collectively Louisiana Midstream) provide transportation and storage services for natural gas, NGLs and ethylene, fractionation services for NGLs and brine supply services. These assets provide approximately 49.5 MMBbls of salt dome storage capacity, including approximately 7.6 Bcf of working natural gas storage capacity, significant brine supply infrastructure, and approximately 260 miles of pipeline assets. Louisiana Midstream owns and operates the Evangeline Pipeline (Evangeline), which is an approximately 175 mile interstate ethylene pipeline that is capable of transporting approximately 3.3 billion pounds of ethylene per year between Texas and Louisiana, where it interconnects with its ethylene distribution system. Throughput for Louisiana Midstream was 70.8 MMBbls for the year ended December 31, 2018.

Boardwalk Texas Intrastate, LLC (Texas Intrastate) provides intrastate natural gas transportation services on approximately 255 miles of pipeline located in South Texas. Texas Intrastate is situated to provide access to industrial and liquefied natural gas (LNG) export markets, proposed power plants and third-party pipelines for exports to Mexico.

Boardwalk Pipeline has been engaged in several growth projects. Since 2016, Boardwalk Pipeline has placed into service several growth projects that represent more than $1.5 billion of total capital expenditures and provide more than 2.9 Bcf of natural gas transportation capacity to producers, power plants and an LNG export facility. These projects include Boardwalk Pipeline s Northern Supply Access, Coastal Bend Header, Sulphur Storage and Pipeline Expansion and a power plant project in Louisiana. Boardwalk Pipeline expects to spend approximately $480 million on its growth projects currently under construction through 2022 that are expected to serve increased demand from natural gas end-users such as power generation plants and industrials, as well as liquids demand from petrochemical facilities. Collectively, these projects represent more than 1.3 Bcf per day of natural gas transportation to end-users. These growth projects include three projects that will provide firm transportation services to new power plant customers, one each in Louisiana, Texas and Indiana. Boardwalk Pipeline is also progressing with the construction of several NGL growth projects that are expected to provide transportation and storage services and brine supply services to petrochemical and industrial customers in southern Louisiana. All of Boardwalk Pipeline s growth projects are secured by long-term firm contracts.

Customers: Boardwalk Pipeline serves a broad mix of customers, including producers of natural gas, and with end-use customers, including local distribution companies, marketers, electric power generators, industrial users and interstate and intrastate pipelines who, in turn, provide transportation and storage services for end-users. These customers are located throughout the Gulf Coast, Midwest and Northeast regions of the U.S.

Competition: Boardwalk Pipeline competes with numerous other pipelines that provide transportation, storage and other services at many locations along its pipeline systems. Boardwalk Pipeline also competes with pipelines that are attached to natural gas supply sources that are closer to some of its traditional natural gas market areas. In addition, regulators continuing efforts to increase competition in the natural gas industry have increased the natural gas transportation options of Boardwalk Pipeline s traditional customers. For example, as a result of regulators policies, capacity segmentation and capacity release have created an active secondary market which increasingly competes with Boardwalk Pipeline s natural gas pipeline services. Further, natural gas competes with other forms of energy available to Boardwalk Pipeline s customers, including electricity, coal, fuel oils and alternative fuel sources.

The principal elements of competition among pipelines are availability of capacity, rates, terms of service, access to gas supplies, flexibility and reliability of service. In many cases, the elements of competition, in particular, flexibility, terms of service and reliability, are key differentiating factors between competitors. This is especially the case with capacity being sold on a longer term basis. Boardwalk Pipeline is focused on finding opportunities to enhance its competitive profile in these areas by increasing the flexibility of its pipeline systems, such as modifying them to allow for bi-directional flows, to meet the demands of customers, such as power generators and industrial users, and is continually reviewing its services and terms of service to offer customers enhanced service options.

Governmental Regulation: The Federal Energy Regulatory Commission (FERC) regulates Boardwalk Pipeline s interstate natural gas operating subsidiaries under the Natural Gas Act of 1938 (NGA) and the Natural Gas Policy Act of 1978 (NGPA). The FERC regulates, among other things, the rates and charges for the transportation and storage of natural gas in interstate commerce and the extension, enlargement or abandonment of facilities under its jurisdiction. Where required, Boardwalk Pipeline s natural gas pipeline subsidiaries hold certificates of public convenience and necessity issued by the FERC covering certain of their facilities, activities and services. The maximum rates that may be charged by Boardwalk Pipeline s subsidiaries operating under the FERC s jurisdiction, for all aspects of the natural gas transportation services they provide, are established through the FERC s cost-based rate-making process. Key determinants in the FERC s cost-based rate-making process are the costs of providing service, the volumes of gas being transported, the rate design, the allocation of costs between services, the capital structure and the rate of return a pipeline is permitted to earn. The maximum rates that may be charged by Boardwalk Pipeline for storage services on Texas Gas, with the exception of services associated with a portion of the working gas capacity on that system, are also established through the FERC s cost-based rate-making process. The FERC has authorized Boardwalk Pipeline to charge market-based rates for its firm and interruptible storage services for the majority of its other natural gas storage facilities. None of Boardwalk Pipeline s FERC-regulated entities currently have an obligation to file a new rate case and Gulf South is prohibited from filing a rate case until May 1, 2023, subject to certain exceptions. Texas Intrastate transports natural gas in intrastate commerce under the rules and regulations established by the Texas Railroad Commission and in interstate commerce that is subject to FERC jurisdiction under Section 311 of the NGPA. The maximum rates for services are established under Section 311 of the NGPA and are generally subject to review every five years by the FERC.

Boardwalk Pipeline is also regulated by the U.S. Department of Transportation (DOT) through the Pipeline and Hazardous Material Safety Administration (PHMSA) under the Natural Gas Pipeline Safety Act of 1968, as amended (NGPSA) and the Hazardous Liquids Pipeline Safety Act of 1979, as amended (HLPSA). The NGPSA and HLPSA govern the design, installation, testing, construction, operation, replacement and management of interstate natural gas and NGL pipeline facilities. Boardwalk Pipeline has authority from PHMSA to operate certain natural gas pipeline assets under issued permits with specific conditions that allow it to operate those pipeline assets at higher than normal operating pressures of up to 0.80 of the pipeline s Specified Minimum Yield Strength (SMYS). Operating at these pressures allows these pipelines to transport all of the existing natural gas volumes Boardwalk Pipeline has contracted for with its customers. PHMSA retains discretion whether to grant or maintain authority for Boardwalk Pipeline to operate its natural gas pipeline assets at higher pressures and, in the event that PHSMA should elect not to allow Boardwalk Pipeline to operate at these higher pressures, it could affect its ability to transport all of its contracted quantities of natural gas on these pipeline assets, and Boardwalk Pipeline could incur significant additional costs to

reinstate this authority or to develop alternate ways to meet its contractual obligations.

PHMSA s regulations also require transportation pipeline operators to implement integrity management programs to comprehensively evaluate certain high risk areas, known as high consequence areas (HCAs) along Boardwalk Pipeline s pipelines and take additional safety measures to protect people and property in these highly populated areas. Recent legislation has resulted in more stringent mandates for pipeline safety and has charged PHMSA with

developing and adopting regulations that impose increased pipeline safety requirements on pipeline operators. The NGPSA and HLPSA were amended by the Pipeline Safety, Regulatory Certainty, and Job Creation Act of 2011 (2011 Act). The 2011 Act increased the penalties for safety violations, established additional safety requirements for newly constructed pipelines and required studies of safety issues that could result in the adoption of new regulatory requirements by PHMSA for existing pipelines. In 2016, the NGPSA and HLPSA were amended by the Protecting Our Infrastructure of Pipelines and Enhancing Safety Act of 2016 (2016 Act), extending PHMSA s statutory mandate through 2019 and, among other things, requiring PHMSA to complete certain of its outstanding mandates under the 2011 Act and developing new safety standards for natural gas storage facilities in 2018. Subsequently, in December of 2016, PHMSA published an interim final rule that addresses certain safety issues related to natural gas storage facilities, including wells, wellbore tubing and casing. However, in June of 2017, PHMSA temporarily suspended specified enforcement actions pertaining to provisions of the December 2016 interim final rule, as PHMSA announced it would reconsider the interim final rule, and subsequently re-opened the rule to public comment in October of 2017. The rule has yet to be finalized. The 2016 Act also empowers PHMSA to address imminent hazards by imposing emergency restrictions, prohibitions and safety measures on owners and operators of gas or hazardous liquid pipeline facilities without prior notice or an opportunity for a hearing. PHMSA issued interim final regulations in 2016 to implement the agency s expanded authority to address unsafe pipeline conditions or practices that pose an imminent hazard to life, property, or the environment. New legislation or any new regulations adopted by PHMSA may impose more stringent requirements applicable to integrity management programs and other pipeline safety aspects of Boardwalk Pipeline s operations, which could cause it to incur increased capital and operating costs and operational delays. For example, in 2016, PHMSA published a proposed rulemaking that would impose new or more stringent requirements for certain natural gas pipelines including, among other things, expanding certain of PHMSA s current regulatory safety programs for natural gas lines in newly defined moderate consequence areas that do not qualify as HCAs and requiring maximum allowable operating pressure validation through re-verification of all historical records for pipelines in service, which may require natural gas pipelines installed before 1970 (previously excluded from certain pressure testing obligations) to be pressure tested. PHMSA has split this proposed rule into three separate rulemaking proceedings and expects to publish these proceedings in 2019.

The Surface Transportation Board (STB) regulates the rates Boardwalk Pipeline charges for interstate service on its ethylene pipelines. The Louisiana Public Service Commission (LPSC) regulates the rates Boardwalk Pipeline charges for intrastate service within the state of Louisiana on its petrochemical and NGL pipelines. The STB and LPSC require that Boardwalk Pipeline s transportation rates are reasonable and that its practices cannot unreasonably discriminate among its shippers.

Boardwalk Pipeline s operations are also subject to extensive federal, state, and local laws and regulations relating to protection of the environment and occupational health and safety. Such laws and regulations impose, among other things, restrictions, liabilities and obligations in connection with the generation, handling, use, storage, transportation, treatment and disposal of hazardous substances and waste and in connection with spills, releases, discharges and emissions of various substances into the environment. Environmental regulations also require that Boardwalk Pipeline s facilities, sites and other properties be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Occupational health and safety regulations establish standards protective of workers, both generally and within the pipeline industry.

Many states where Boardwalk Pipeline operates also have, or are developing, similar environmental or occupational health and safety legal requirements governing many of the same types of activities and those requirements can be more stringent than those adopted under federal laws and regulations. Failure to comply with these federal, state and local laws and regulations may result in the assessment of administrative, civil and criminal penalties, the imposition of corrective or remedial obligations, the incurrence of capital expenditures, the occurrence of delays, denials or cancellations in permitting or the development or expansion of projects and the issuance of orders enjoining performance of some or all of Boardwalk Pipeline s operations in the affected areas. Historically, Boardwalk Pipeline s environmental compliance costs have not had a material adverse effect on its business, but there can be no assurance

that continued compliance with existing requirements will not materially affect them, or that the current regulatory standards will not become more onerous in the future, resulting in more significant costs to maintain compliance or increased exposure to significant liabilities.

Properties: Boardwalk Pipeline is headquartered in approximately 103,000 square feet of leased office space located in Houston, Texas. Boardwalk Pipeline also leases approximately 60,000 square feet of office space in Owensboro, Kentucky. Boardwalk Pipeline s operating subsidiaries own their respective pipeline systems in fee. However, substantial portions of these systems are constructed and maintained on property owned by others pursuant to rights-of-way, easements, permits, licenses or consents.

LOEWS HOTELS HOLDING CORPORATION

Loews Hotels Holding Corporation (together with its subsidiaries, Loews Hotels & Co) operates a chain of 24 hotels. Twelve of these hotels are owned by Loews Hotels & Co, eight are owned by joint ventures in which Loews Hotels & Co has equity interests and four are managed for unaffiliated owners. Loews Hotels & Co s earnings are derived from the operation of its wholly owned hotels, its share of earnings in joint venture hotels and hotel management fees earned from both joint venture and managed hotels. Loews Hotels & Co accounted for 5.4%, 5.0% and 5.1% of our consolidated total revenue for the years ended December 31, 2018, 2017 and 2016. The hotels are described below.

Name and Location	Number of Rooms
Owned:	
Loews Chicago Hotel, Chicago, Illinois	400
Loews Chicago O Hare Hotel, Chicago, Illinois	556
Loews Coronado Bay Resort, San Diego, California (a)	439
Loews Hotel 1000, Seattle, Washington	120
Loews Hotel Vogue, Montreal, Canada	142
Loews Miami Beach Hotel, Miami Beach, Florida	790
Loews Minneapolis Hotel, Minneapolis, Minnesota	251
Loews Philadelphia Hotel, Philadelphia, Pennsylvania	581
Loews Regency New York Hotel, New York, New York (a)	379
Loews San Francisco Hotel, San Francisco, California	155
Loews Vanderbilt Hotel, Nashville, Tennessee	340
Loews Ventana Canyon Resort, Tucson, Arizona	398
Joint Venture:	
Hard Rock Hotel, at Universal Orlando, Orlando, Florida	650
Loews Atlanta Hotel, Atlanta, Georgia	414
Loews Hollywood Hotel, Hollywood, California	628
Loews Portofino Bay Hotel, at Universal Orlando, Orlando, Florida	750
Loews Royal Pacific Resort, at Universal Orlando, Orlando, Florida	1,000
Loews Sapphire Falls Resort, at Universal Orlando, Orlando, Florida	1,000
Universal s Aventura Hotel, Orlando, Florida	600
Universal s Cabana Bay Beach Resort, Orlando, Florida	2,200
Management Contract:	
Bisha Hotel and Residences, Toronto, Canada	96
Loews Boston Hotel, Boston, Massachusetts	225
Loews New Orleans Hotel, New Orleans, Louisiana	285
Loews Santa Monica Beach Hotel, Santa Monica, California	347

(a) Owned hotels subject to a land lease.

Competition: Competition from other hotels and lodging facilities is vigorous in all locations in which Loews Hotels & Co operates. The demand for hotel rooms is seasonal and dependent on general and local economic conditions. Loews Hotels & Co properties also compete with facilities offering similar services in locations other than those in which its hotels are located. Competition among hotels is based primarily on quality of location, facilities, price and service. Because of the competitive nature of the industry, hotels must continually make expenditures for updating, refurnishing and repairs and maintenance in order to prevent competitive obsolescence and remain competitive.

Recent Developments and Growth Projects:

- 🌑 In 2018, Universal s Aventura Hotel in Orlando Florida, a 600 guestroom hotel, opened. As with Loews Hotels & Co s other properties at Universal Orlando, Loews Hotels & Co serves as manager and has a 50% joint venture interest in this hotel;

- 🌑 In 2018, the sale of Loews Annapolis Hotel in Annapolis, Maryland, was completed;

- 🌑 In 2018, the sale of an equity interest in Loews Boston Hotel in Boston Massachusetts was completed;

- 🌑 In 2019, Live! by Loews in Arlington, Texas, an approximately 300 guestroom hotel in which Loews Hotels & Co serves as manager and has a joint venture interest, is expected to be completed;

- 🌑 In 2019 and 2020, Universal s Endless Summer Resort Surfside Inn and Suites and Universal s Endless Summer Resort Dockside Inn and Suites at Universal Orlando, with an aggregate of approximately 2,800 guestrooms, are expected to open. As with Loews Hotels & Co s other properties at Universal Orlando, Loews Hotels & Co serves as manager and has a 50% joint venture interest in these hotels;

- 🌑 In 2020, Loews Kansas City Hotel in Kansas City, Missouri, an approximately 800 guestroom hotel in which Loews Hotels & Co serves as manager and has a majority equity interest, is expected to be completed; and

- 🌑 In 2020, Live! by Loews in St. Louis, Missouri, an approximately 216 guestroom hotel in which Loews Hotels & Co serves as manager and has a joint venture interest, is expected to be completed.

CONSOLIDATED CONTAINER COMPANY LLC

Consolidated Container manufactures rigid plastic packaging to provide packaging solutions to end markets such as beverage, food and household chemicals through a network of manufacturing locations across North America. Consolidated Container develops, manufactures and markets a wide range of extrusion blow-molded and injection molded plastic containers for target markets. In addition, Consolidated Container manufactures commodity and differentiated plastic resins from recycled plastic materials for a variety of end markets. Consolidated Container accounted for 6.2% and 3.6% of our consolidated total revenue for the years ended December 31, 2018 and 2017.

Customers: Consolidated Container sells its products to approximately 1,570 customers throughout North America. Consolidated Container s largest customers for rigid packaging include a diverse customer base of many nationally recognized branded food, beverage and consumer products companies. The recycled resins customer base is primarily domestic with customers in several end markets such as packaging, automotive, industrial and consumer goods. Dean Foods Company represented approximately 11% of Consolidated Container s net sales for the year ended December 31, 2018 and 11% of its net sales, since the date of acquisition, for the year ended December 31, 2017. No other customer accounted for 10% or more of Consolidated Container s net sales during 2018 or 2017.

Competition: Consolidated Container faces competition throughout its product lines from a number of regional and local manufacturers, including smaller firms operating in similar geographic regions and well-established businesses operating nationally. Consolidated Container believes that its long term success is largely dependent on its ability to continue to address logistically complex and technically demanding customer needs, maintain strong relationships with current customers, attract new customers, develop product innovations, provide superior service to its customers and reduce its cost structure.

Properties: Consolidated Container leases its corporate offices in Atlanta, Georgia and Omaha, Nebraska. It operates 57 manufacturing facilities located throughout the United States and five facilities located in Canada, of which 57 are leased and five are owned. In addition, Consolidated Container utilizes eight warehouse facilities, of which seven are leased and one is owned.

EMPLOYEE RELATIONS

Including our operating subsidiaries as described below, we employed approximately 17,900 persons at December 31, 2018. CNA employed approximately 6,100 persons. Diamond Offshore employed approximately 2,300 persons, including international crew personnel furnished through independent labor contractors. Boardwalk Pipeline employed approximately 1,240 persons, approximately 110 of whom are union members covered under collective bargaining agreements. Loews Hotels & Co employed approximately 5,460 persons, approximately 1,770 of whom are union members covered under collective bargaining agreements. Consolidated Container employed approximately 2,600 persons, approximately 230 of whom are covered under collective bargaining agreements. We and our subsidiaries have satisfactory labor relations.

EXECUTIVE OFFICERS OF THE REGISTRANT

Name	Position and Offices Held	Age	First Became Officer
Marc A. Alpert	Senior Vice President, General Counsel and Secretary	56	2016
David B. Edelson	Senior Vice President and Chief Financial Officer	59	2005
Richard W. Scott	Senior Vice President and Chief Investment Officer	65	2009
Kenneth I. Siegel	Senior Vice President	61	2009
Andrew H. Tisch	Office of the President, Co-Chairman of the Board and Chairman of the Executive Committee	69	1985
James S. Tisch	Office of the President, President and Chief Executive Officer	66	1981
Jonathan M. Tisch	Office of the President and Co-Chairman of the Board	65	1987

Andrew H. Tisch and James S. Tisch are brothers and are cousins of Jonathan M. Tisch. None of our other executive officers or directors is related to any other.

All of our executive officers, except for Marc A. Alpert and David B. Edelson, have served in their current roles at the Company for at least the past five years. Prior to assuming his current role at the Company in July of 2016, Mr. Alpert served as a partner and head of the Public Companies Practice Group at the law firm of Chadbourne & Parke LLP. Mr. Edelson served as our Senior Vice President prior to May of 2014, when he assumed his current role.

Officers are elected annually and hold office until their successors are elected and qualified, and are subject to removal by the Board of Directors.

AVAILABLE INFORMATION

Our website address is www.loews.com. We make available, free of charge, through the website our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after these reports are electronically filed with or furnished to the SEC. Copies of our Code of Business Conduct and Ethics, Corporate Governance Guidelines, Audit Committee charter, Compensation Committee

charter and Nominating and Governance Committee charter are also available on our website. Information on or accessible through our website is not incorporated by reference into this Report. This Annual Report on Form 10-K and other SEC filings made by the Company are also accessible through the SEC s website at www.sec.gov.

Item 1A. Risk Factors.

Our business and the businesses of our subsidiaries face many risks and uncertainties. These risks and uncertainties could lead to events or circumstances that have a material adverse effect on our business, results of operations, cash flows, financial condition or equity and/or the business, results of operations, financial condition or equity of one or more of our subsidiaries. We have described below the most significant risks facing us and our subsidiaries. There may be additional risks that we do not yet know of or that we do not currently perceive to be as significant that may also impact our business or the businesses of our subsidiaries.

You should carefully consider and evaluate all of the information included in this Report and any subsequent reports we may file with the Securities and Exchange Commission (SEC) and the information we make available to the public before investing in any securities issued by us. Our subsidiaries, CNA Financial Corporation, Diamond Offshore Drilling, Inc. and Boardwalk Pipeline Partners, LP, also file reports with the SEC. You are also cautioned to carefully review and consider the information contained in the reports filed by those subsidiaries with the SEC and the information they make available to the public before investing in any of their securities.

Risks Related to Us and Our Subsidiary, CNA Financial Corporation

If CNA determines that its recorded insurance reserves are insufficient to cover its estimated ultimate unpaid liability for claim and claim adjustment expenses, CNA may need to increase its insurance reserves which would result in a charge to CNA s earnings.

CNA maintains insurance reserves to cover its estimated ultimate unpaid liability for claim and claim adjustment expenses, including the estimated cost of the claims adjudication process, for reported and unreported claims. Insurance reserves are not an exact calculation of liability but instead are complex management estimates developed utilizing a variety of actuarial reserve estimation techniques as of a given reporting date. The reserve estimation process involves a high degree of judgment and variability and is subject to a number of factors which are highly uncertain. These variables can be affected by both changes in internal processes and external events. Key variables include frequency of claims, claim severity, mortality, morbidity, discount rates, inflation, claim handling policies and procedures, case reserving approach, underwriting and pricing policies, changes in the legal and regulatory environment and the lag time between the occurrence of an insured event and the time of its ultimate settlement. Mortality is the relative incidence of death. Morbidity is the frequency and severity of injury, illness, sickness and diseases contracted.

There is generally a higher degree of variability in estimating required reserves for long-tail coverages, such as general liability and workers compensation, as they require a relatively longer period of time for claims to be reported and settled. The impact of changes in inflation and medical costs are also more pronounced for long-tail coverages due to the longer settlement period. Certain risks and uncertainties associated with CNA s insurance reserves are outlined in the Insurance Reserves and Critical Accounting Estimates sections of MD&A in Item 7.

CNA is subject to the uncertain effects of emerging or potential claims and coverage issues that arise as industry practices and legal, judicial, social, economic and other environmental conditions change. These issues have had, and may continue to have, a negative effect on CNA s business by either extending coverage beyond the original underwriting intent or by increasing the number or size of claims, resulting in further increases in CNA s reserves. The effects of unforeseen emerging claim and coverage issues are extremely difficult to predict.

In light of the many uncertainties associated with establishing the estimates and making the judgments necessary to establish reserve levels, CNA continually reviews and changes its reserve estimates in a regular and ongoing process as experience develops from the actual reporting and settlement of claims and as the legal, regulatory and economic environment evolves. If CNA s recorded reserves are insufficient for any reason, the required increase in reserves

would be recorded as a charge against its earnings in the period in which reserves are determined to be insufficient. These charges could be substantial.

CNA s actual experience could vary from the key assumptions used to determine active life reserves for long term care policies.

CNA s active life reserves for long term care policies are based on CNA s best estimate assumptions as of December 31, 2015 due to a reserve unlocking at that date. Key assumptions include morbidity, persistency (the percentage of policies remaining in force), discount rate and future premium rate increases. These assumptions, which are critical bases for its reserve estimates are inherently uncertain. If actual experience varies from these assumptions or the future outlook for these assumptions changes, CNA may be required to increase its reserves. See the Long Term Care Policyholder Reserves portion of the Insurance Reserves section of MD&A in Item 7 for more information.

Estimating future experience for long term care policies is highly uncertain because the required projection period is very long and there is limited claim history. Morbidity and persistency experience, inclusive of mortality, can be volatile and may be negatively affected by many factors including, but not limited to, policyholder behavior, judicial decisions regarding policy terms, socioeconomic factors, cost of care inflation, changes in health trends and advances in medical care.

A prolonged period during which interest rates remain at levels lower than those anticipated in CNA s reserving would result in shortfalls in investment income on assets supporting CNA s obligations under long term care policies, which may require changes to its reserves. This risk is more significant for CNA s long term care products because the long potential duration of the policy obligations exceeds the duration of the supporting investment assets. Further, changes to the corporate tax code may also affect the rate at which CNA discounts its reserves. In addition, CNA may not receive regulatory approval for the level of premium rate increases it requests. Any adverse deviation between the level of future premium rate increases approved and the level included in CNA s reserving assumptions may require an increase to its reserves.

If CNA s estimated reserves are insufficient for any reason, including changes in assumptions, the required increase in reserves would be recorded as a charge against earnings in the period in which reserves are determined to be insufficient. These charges could be substantial.

Catastrophe and systemic losses are unpredictable and could result in material losses.

Catastrophe losses are an inevitable part of CNA s business. Various events can cause catastrophe losses. These events can be natural or man-made, and may include hurricanes, windstorms, earthquakes, hail, severe winter weather, fires, floods, riots, strikes, civil commotion, cyber attacks, pandemics and acts of terrorism. The frequency and severity of these catastrophe events are inherently unpredictable. In addition, longer-term natural catastrophe trends may be changing and new types of catastrophe losses may be developing due to climate change, a phenomenon that has been associated with extreme weather events linked to rising temperatures, and includes effects on global weather patterns, greenhouse gases, sea, land and air temperatures, sea levels, rain, hail and snow.

The extent of CNA s losses from catastrophes is a function of the total amount of its insured exposures in the affected areas, the frequency and severity of the events themselves, the level of reinsurance coverage, reinsurance reinstatement premiums and state residual market assessments, if any. It can take a long time for the ultimate cost of any catastrophe losses to CNA to be finally determined, as a multitude of factors contribute to such costs, including evaluation of general liability and pollution exposures, infrastructure disruption, business interruption and reinsurance collectibility. Reinsurance coverage for terrorism events is provided only in limited circumstances, especially in regard to unconventional terrorism acts, such as nuclear, biological, chemical or radiological attacks. As a result of the items discussed above, catastrophe losses are particularly difficult to estimate. Additionally, catastrophic events could cause CNA to exhaust its available reinsurance limits and could adversely affect the cost and availability of reinsurance.

Claim frequency and severity for some lines of business can be correlated to external factors such as economic activity, financial market volatility, increasing health care costs or changes in the legal or regulatory environment. Claim frequency and severity can also be correlated to insureds use of common business practices, equipment, vendors or software. This can result in multiple insured losses emanating out of the same underlying cause. In these instances, CNA may be subject to increased claim frequency and severity across multiple policies or lines of business

concurrently. While CNA does not define such systemic losses as catastrophes for financial reporting purposes, they are similar to catastrophes in terms of the uncertainty and potential impact on its results.

CNA has exposure related to A&EP claims, which could result in material losses.

CNA s property and casualty insurance subsidiaries have exposures related to A&EP claims. CNA s experience has been that establishing claim and claim adjustment expense reserves for casualty coverages relating to A&EP claims is subject to uncertainties that are greater than those presented by other claims. Additionally, traditional actuarial methods and techniques employed to estimate the ultimate cost of claims for more traditional property and casualty exposures are less precise in estimating claim and claim adjustment expense reserves for A&EP. As a result, estimating the ultimate cost of both reported and unreported A&EP claims is subject to a higher degree of variability.

On August 31, 2010, CNA completed a retroactive reinsurance transaction under which substantially all of its legacy A&EP liabilities were ceded to National Indemnity Company (NICO), a subsidiary of Berkshire Hathaway Inc., subject to an aggregate limit of $4.0 billion (loss portfolio transfer or LPT). The cumulative amount ceded under the loss portfolio transfer as of December 31, 2018 is $3.1 billion. If the other parties to the loss portfolio transfer do not fully perform their obligations, net losses incurred on A&EP claims covered by the loss portfolio transfer exceed the aggregate limit of $4.0 billion or CNA determines it has exposures to A&EP claims not covered by the loss portfolio transfer, CNA may need to increase its recorded net reserves which would result in a charge against earnings. These charges could be substantial. Additionally, if the A&EP claims exceed the limit of the loss portfolio transfer, CNA will need to assess whether to purchase additional limit or to reassume claim handling responsibility for A&EP claims from an affiliate of NICO. Any additional reinsurance premium or future claim handling costs would also reduce CNA s earnings.

CNA uses analytical models to assist its decision making in key areas such as pricing, reserving and capital modeling and may be adversely affected if actual results differ materially from the model outputs and related analyses.

CNA uses various modeling techniques and data analytics (e.g., scenarios, predictive, stochastic and/or forecasting) to analyze and estimate exposures, loss trends and other risks associated with its assets and liabilities. This includes both proprietary and third party modeled outputs and related analyses to assist CNA in decision-making related to underwriting, pricing, capital allocation, reserving, investing, reinsurance and catastrophe risk, among other things. CNA incorporates numerous assumptions and forecasts about the future level and variability of policyholder behavior, loss frequency and severity, interest rates, equity markets, inflation, capital requirements, and currency exchange rates, among others. The modeled outputs and related analyses from both proprietary models and third parties are subject to various assumptions, uncertainties, model design errors and the inherent limitations of any statistical analysis, including those arising from the use of historical internal and industry data and assumptions.

In addition, the effectiveness of any model can be degraded by operational risks including, but not limited to, the improper use of the model, including input errors, data errors and human error. As a result, actual results may differ materially from CNA s modeled results. The profitability and financial condition of CNA substantially depends on the extent to which its actual experience is consistent with the assumptions CNA uses in its models and ultimate model outputs. If, based upon these models or other factors, CNA misprices its products or fails to appropriately estimate the risks it is exposed to, its business, financial condition, results of operations or liquidity may be materially adversely affected.

CNA faces intense competition in its industry.

All aspects of the insurance industry are highly competitive and CNA must continuously allocate resources to refine and improve its insurance products and services to remain competitive. CNA competes with a large number of stock

and mutual insurance companies and other entities, some of which may be larger or have greater financial or other resources than CNA does, for both distributors and customers. This includes agents, brokers and managing general underwriters who may increasingly compete with CNA to the extent that they continue to have direct access to providers of capital seeking exposure to insurance risk. Insurers compete on the basis of many factors, including products, price, services, ratings and financial strength. The competitor landscape has evolved substantially in recent years, with significant consolidation and new market entrants, resulting in increased pressures on CNA s ability to

remain competitive, particularly in obtaining pricing that is both attractive to CNA s customer base and risk appropriate to CNA.

The property and casualty market is cyclical and has experienced periods characterized by relatively high levels of price competition, resulting in less restrictive underwriting standards and relatively low premium rates, followed by periods of relatively lower levels of competition, more selective underwriting standards and relatively high premium rates. During periods in which price competition is high, CNA may lose business to competitors offering competitive insurance products at lower prices. As a result, CNA s premium levels and expense ratio could be materially adversely impacted.

CNA markets its insurance products worldwide primarily through independent insurance agents, insurance brokers and managing general underwriters who also promote and distribute the products of CNA s competitors. Any change in CNA s relationships with its distribution network agents, brokers or managing general underwriters including as a result of consolidation and their increased promotion and distribution of CNA s competitors products, could adversely affect CNA s ability to sell its products. As a result, CNA s business volume and results of operations could be materially adversely impacted.

CNA may be adversely affected by technological changes or disruptions in the insurance marketplace.

Technological changes in the way insurance transactions are completed in the marketplace, and CNA s ability to react effectively to such change, may present significant competitive risks. For example, more insurers are utilizing big data analytics to make underwriting and other decisions that impact product design and pricing. If such utilization is more effective than how CNA uses similar data and information, CNA will be at a competitive disadvantage. There can be no assurance that CNA will continue to compete effectively with its industry peers due to technological changes; accordingly this may have a material adverse effect on CNA s business and results of operations.

In addition, agents and brokers, technology companies or other third parties may create alternate distribution channels for commercial business that may adversely impact product differentiation and pricing. For example, they may create a digitally enabled distribution channel that may adversely impact CNA s competitive position. CNA s efforts or the efforts of agents and brokers with respect to new products or alternate distribution channels, as well as changes in the way agents and brokers utilize greater levels of data and technology, could adversely impact CNA s business relationships with independent agents and brokers who currently market its products, resulting in a lower volume and/or profitability of business generated from these sources.

CNA may not be able to obtain sufficient reinsurance at a cost or on terms and conditions it deems acceptable, which could result in increased exposure to risk or a decrease in CNA s underwriting commitments.

A primary reason CNA purchases reinsurance is to manage its exposure to risk. Under CNA s ceded reinsurance arrangements, another insurer assumes a specified portion of CNA s exposure in exchange for a specified portion of policy premiums. Market conditions determine the availability and cost of the reinsurance protection CNA purchases, which affects the level of its business and profitability, as well as the level and types of risk CNA retains. If CNA is unable to obtain sufficient reinsurance at a cost or on terms and conditions it deems acceptable, CNA may have increased exposure to risk. Alternatively, CNA may be unwilling to bear the increased risk and would reduce the level of its underwriting commitments.

CNA may not be able to collect amounts owed to it by reinsurers, which could result in higher net incurred losses.

CNA has significant amounts recoverable from reinsurers which are reported as receivables on its balance sheets and are estimated in a manner consistent with claim and claim adjustment expense reserves or future policy benefit reserves. The ceding of insurance does not, however, discharge CNA s primary liability for claims. As a result, CNA is

subject to credit risk relating to its ability to recover amounts due from reinsurers. Certain of CNA s reinsurance carriers could experience credit downgrades by rating agencies within the term of CNA s contractual relationship, which would indicate an increase in the likelihood that CNA would not be able to recover amounts due. In addition, reinsurers could dispute amounts which CNA believes are due to it. If the amounts collected from reinsurers, including any collateral, are less than the amounts recorded by CNA, its net incurred losses will be higher.

CNA may not be able to collect amounts owed to it by policyholders who hold deductible policies and/or who purchase retrospectively rated policies, which could result in higher net incurred losses.

A portion of CNA s business is written under deductible policies. Under these policies, CNA is obligated to pay the related insurance claims and is reimbursed by the policyholder to the extent of the deductible, which may be significant. Moreover, certain policyholders purchase retrospectively rated workers compensation policies (i.e., policies in which premiums are adjusted after the policy period based on the actual loss experience of the policyholder during the policy period). Retrospectively rated policies expose CNA to additional credit risk to the extent that the adjusted premium is greater than the original premium, which may be significant. As a result, CNA is exposed to policyholder credit risk. If the amounts collected from policyholders, including any collateral, are less than the amounts recorded by CNA, CNA s net incurred losses will be higher.

CNA may incur significant realized and unrealized investment losses and volatility in net investment income arising from changes in the financial markets.

CNA s investment portfolio is exposed to various risks, such as interest rate, credit spread, issuer default, equity prices and foreign currency, which are unpredictable. Financial markets are highly sensitive to changes in economic conditions, monetary policies, tax policies, domestic and international geopolitical issues and many other factors. Changes in financial markets including fluctuations in interest rates, credit, equity prices and foreign currency prices, and many other factors beyond CNA s control can adversely affect the value of its investments, the realization of investment income and the rate at which it discounts certain liabilities.

CNA has significant holdings in fixed income investments that are sensitive to changes in interest rates. A decline in interest rates may reduce the returns earned on new fixed income investments, thereby reducing CNA s net investment income, while an increase in interest rates may reduce the value of its existing fixed income investments. The value of CNA s fixed income investments is also subject to risk that certain investments may default or become impaired due to deterioration in the financial condition of issuers of the investments CNA holds or in the underlying collateral of the security. Any such impairments which CNA deems to be other-than-temporary would result in a charge to earnings.

In addition, CNA invests a portion of its assets in limited partnerships which are subject to greater market volatility than its fixed income investments. Limited partnership investments generally provide a lower level of liquidity than fixed maturity or equity investments, which may also limit CNA s ability to withdraw assets.

Further, CNA holds a portfolio of commercial mortgage loans. CNA is subject to risk related to the recoverability of loan balances, which is influenced by declines in the estimated cash flows from underlying property leases, fair value of collateral and creditworthiness of tenants of the underlying properties, where lease payments directly service the loan. Collecting amounts from borrowers that are less than the amounts recorded would result in a charge to earnings.

As a result of these factors, CNA may not earn an adequate return on its investments, may be required to write down the value of its investments and may incur losses on the disposition of its investments.

Inability to detect and prevent significant employee or third party service provider misconduct, inadvertent errors and omissions, or exposure relating to functions performed on CNA s behalf could result in a material adverse effect on CNA s operations.

CNA may incur losses which arise from employees or third party service providers engaging in intentional misconduct, fraud, errors and omissions, failure to comply with internal guidelines, including with respect to underwriting authority, or failure to comply with regulatory requirements. CNA s controls may not be able to detect all possible circumstances of employee and third party service provider non-compliant activity and the internal structures in place to prevent this activity may not be effective in all cases. Any losses relating to such non-compliant activity

could adversely affect CNA s results of operations.

Portions of CNA s insurance business is underwritten and serviced by third parties. With respect to underwriting, CNA s contractual arrangements with third parties will typically grant them limited rights to write new and renewal policies, subject to contractual restrictions and obligations and requiring them to underwrite within the terms of CNA s licenses. Should these third parties issue policies that exceed these contractual restrictions, CNA could be deemed liable for such policies and subject to regulatory fines and penalties for any breach of licensing requirements. It is possible that in such circumstance CNA might not be fully indemnified for such third parties contractual breaches.

Additionally, CNA relies on certain third-party claims administrators, including the administrators of its long term care claims, to perform significant claim administration and claim adjudication functions. Any failure by such administrator to properly perform service functions may result in losses as a result of over-payment of claims, legal claims against CNA and adverse regulatory enforcement exposure. CNA has also licensed certain systems from third parties. CNA cannot be certain that it will have access to these systems or that its information technology or application systems will continue to operate as intended. These risks could adversely impact CNA s reputation or client relationships or have a material adverse effect on its financial condition or results of operations.

CNA is subject to capital adequacy requirements and, if it is unable to maintain or raise sufficient capital to meet these requirements, regulatory agencies may restrict or prohibit CNA from operating its business.

Insurance companies such as CNA are subject to capital adequacy standards set by regulators to help identify companies that merit further regulatory attention. In the U.S., these standards apply specified risk factors to various asset, premium and reserve components of CNA s legal entity statutory basis of accounting financial statements. Current rules, including those promulgated by insurance regulators and specialized markets such as Lloyd s, require companies to maintain statutory capital and surplus at a specified minimum level determined using the applicable jurisdiction s regulatory capital adequacy formula. If CNA does not meet these minimum requirements, CNA may be restricted or prohibited from operating its business in the applicable jurisdictions and specialized markets. If CNA is required to record a material charge against earnings in connection with a change in estimated insurance reserves, the occurrence of a catastrophic event or if it incurs significant losses related to its investment portfolio, which severely deteriorates its capital position, CNA may violate these minimum capital adequacy requirements unless it is able to raise sufficient additional capital. CNA may be limited in its ability to raise significant amounts of capital on favorable terms or at all.

Globally, insurance regulators are working cooperatively to develop a common framework for the supervision of internationally active insurance groups that includes an International Capital Standard (ICS) that may need to be implemented on a group basis. Finalization and adoption of this framework, including the ICS, could increase CNA s prescribed capital requirement, the level at which regulatory scrutiny intensifies, as well as significantly increase its cost of regulatory compliance.

CNA s insurance subsidiaries, upon whom CNA depends for dividends in order to fund its corporate obligations, are limited by insurance regulators in their ability to pay dividends.

CNA is a holding company and is dependent upon dividends, loans and other sources of cash from its subsidiaries in order to meet its obligations. Ordinary dividend payments or dividends that do not require prior approval by the insurance subsidiaries domiciliary insurance regulator are generally limited to amounts determined by formulas that vary by jurisdiction. If CNA is restricted from paying or receiving intercompany dividends, by regulatory rule or otherwise, CNA may not be able to fund its corporate obligations and debt service requirements or pay stockholder dividends from available cash. As a result, CNA would need to look to other sources of capital which may be more expensive or may not be available at all.

Rating agencies may downgrade their ratings of CNA and thereby adversely affect its ability to write insurance at competitive rates or at all.

Ratings are an important factor in establishing the competitive position of insurance companies. CNA s insurance company subsidiaries, as well as CNA s public debt, are rated by rating agencies, including, A.M. Best Company (A.M. Best), Moody s Investors Service, Inc. (Moody s) and S&P Global Ratings (S&P). Ratings reflect the rat agency s opinions of an insurance company s or insurance holding company s financial strength, capital

adequacy, enterprise risk management practices, operating performance, strategic position and ability to meet its obligations to policyholders and debt holders.

The rating agencies may take action to lower CNA s ratings in the future as a result of any significant financial loss or possible changes in the methodology or criteria applied by the rating agencies. The severity of the impact on CNA s business is dependent on the level of downgrade and, for certain products, which rating agency takes the rating action. Among the adverse effects in the event of such downgrades would be the inability to obtain a material volume of business from certain major insurance brokers, the inability to sell a material volume of CNA s insurance products to certain markets and the required collateralization of certain future payment obligations or reserves.

In addition, it is possible that a significant lowering of our corporate debt ratings by certain of the rating agencies could result in an adverse effect on CNA s ratings, independent of any change in CNA s circumstances.

CNA is subject to extensive regulations that restrict its ability to do business and generate revenues.

The insurance industry is subject to comprehensive and detailed regulation and supervision. Most insurance regulations are designed to protect the interests of CNA s policyholders and third-party claimants rather than its investors. Each jurisdiction in which CNA does business has established supervisory agencies that regulate the manner in which CNA conducts its business. Any changes in regulation could impose significant burdens on CNA. In addition, the Lloyd s marketplace sets rules under which its members, including CNA s Hardy syndicate, operate.

These rules and regulations relate to, among other things, the standards of solvency (including risk-based capital measures), government-supported backstops for certain catastrophic events (including terrorism), investment restrictions, accounting and reporting methodology, establishment of reserves and potential assessments of funds to settle covered claims against impaired, insolvent or failed private or quasi-governmental insurers.

Regulatory powers also extend to premium rate regulations which require that rates not be excessive, inadequate or unfairly discriminatory. State jurisdictions ensure compliance with such regulations through market conduct exams, which may result in losses to the extent non-compliance is ascertained, either as a result of failure to document transactions properly or failure to comply with internal guidelines, or otherwise. CNA may also be required by the jurisdictions in which it does business to provide coverage to persons who would not otherwise be considered eligible or restrict CNA from withdrawing from unprofitable lines of business or unprofitable market areas. Each jurisdiction dictates the types of insurance and the level of coverage that must be provided to such involuntary risks. CNA s share of these involuntary risks is mandatory and generally a function of its respective share of the voluntary market by line of insurance in each jurisdiction.

The United Kingdom s expected exit from the European Union is expected to increase the complexity and cost of regulatory compliance of CNA s European business.

In 2016, the U.K. approved an exit from the E.U., commonly referred to as Brexit. Brexit is scheduled to be completed in early 2019. As treaties between the U.K. and the E.U. have not been finalized, as of January 1, 2019, CNA intends to write business in the E.U. through its recently established European subsidiary in Luxembourg as its U.K. domiciled subsidiary will presumably no longer provide a platform for its operations throughout the European continent. As a result of such structural changes and modification to CNA s European operations, the complexity and cost of regulatory compliance of its European business has increased and will likely continue to result in elevated expenses.

Risks Related to Us and Our Subsidiary, Diamond Offshore Drilling, Inc.

The worldwide demand for Diamond Offshore s drilling services has historically been dependent on the price of oil and, as a result of low oil prices, demand has continued to be depressed in 2018.

Demand for Diamond Offshore s drilling services depends in large part upon the oil and natural gas industry s offshore exploration and production activity and expenditure levels, which are directly affected by oil and gas prices and market expectations of potential changes in oil and gas prices. Commencing in the second half of 2014, oil prices declined significantly, resulting in a sharp decline in the demand for offshore drilling services, including services that

Diamond Offshore provides, and adversely affecting Diamond Offshore s operations and cash flows compared to years before the decline. The continuation of low oil prices would have a material adverse effect on many of Diamond Offshore s customers and, therefore, on demand for its services and on its business.

Oil prices have been, and are expected to continue to be, volatile and are affected by numerous factors beyond Diamond Offshore s control.

Although, historically, higher sustained commodity prices have generally resulted in increases in offshore drilling projects, short term or temporary increases in the price of oil and gas will not necessarily result in an increase in offshore drilling activity or an increase in the market demand for Diamond Offshore s rigs. The timing of commitment to offshore activity in a cycle depends on project deployment times, reserve replacement needs, availability of capital and alternative options for resource development, among other things. Timing can also be affected by availability, access to, and cost of equipment to perform work.

Diamond Offshore s business depends on the level of activity in the offshore oil and gas industry, which has been cyclical and is significantly affected by many factors outside of its control.

Demand for Diamond Offshore s drilling services depends upon the level of offshore oil and gas exploration, development and production in markets worldwide, and those activities depend in large part on oil and gas prices, worldwide demand for oil and gas and a variety of political and economic factors. The level of offshore drilling activity is adversely affected when operators reduce or defer new investment in offshore projects, reduce or suspend their drilling budgets or reallocate their drilling budgets away from offshore drilling in favor of other priorities, such as shale or other land-based projects. As a result, Diamond Offshore s business and the oil and gas industry in general are subject to cyclical fluctuations.

As a result of the cyclical fluctuations in the market, there have been periods of lower demand, excess rig supply and lower dayrates, followed by periods of higher demand, shorter rig supply and higher dayrates. Diamond Offshore cannot predict the timing or duration of such fluctuations. Periods of lower demand or excess rig supply, which have occurred in the recent past and are continuing, intensify the competition in the industry and often result in periods of lower utilization and lower dayrates. During these periods, Diamond Offshore s rigs may not obtain contracts for future work and may be idle for long periods of time or may be able to obtain work only under contracts with lower dayrates or less favorable terms. Additionally, prolonged periods of low utilization and dayrates could also result in the recognition of further impairment charges on certain of Diamond Offshore s drilling rigs if future cash flow estimates, based upon information available to management at the time, indicate that the carrying value of these rigs may not be recoverable.

Diamond Offshore s industry is highly competitive, with oversupply and intense price competition.

The offshore contract drilling industry is highly competitive with numerous industry participants. Some of Diamond Offshore s competitors may be larger companies, have larger or more technologically advanced fleets and have greater financial or other resources than it does. The drilling industry has experienced consolidation and may experience additional consolidation, which could create additional large competitors. Drilling contracts are traditionally awarded on a competitive bid basis. Price is typically the primary factor in determining which qualified contractor is awarded a job.

New rig construction and upgrades of existing drilling rigs, cancelation or termination of drilling contracts and established rigs coming off contract have contributed to the current oversupply of drilling rigs, intensifying price competition.

Diamond Offshore can provide no assurance that its drilling contracts will not be terminated early or that its current backlog of contract drilling revenue will be ultimately realized.

Diamond Offshore s customers may terminate their drilling contracts under certain circumstances, such as the destruction or loss of a drilling rig or suspension of drilling operations for a specified period of time as a result of a breakdown of major equipment, excessive downtime for repairs, failure to meet minimum performance criteria (including customer acceptance testing) or, in some cases, due to other events beyond the control of either party.

In addition, some of Diamond Offshore s drilling contracts permit the customer to terminate the contract after specified notice periods, often by tendering contractually specified termination amounts, which may not fully compensate Diamond Offshore for the loss of the contract. During depressed market conditions, such as those currently in effect, certain customers have utilized such contract clauses to seek to renegotiate or terminate a drilling contract or claim that Diamond Offshore has breached provisions of its drilling contracts in order to avoid their obligations to Diamond Offshore under circumstances where Diamond Offshore believes it is in compliance with the contracts. Additionally, because of depressed commodity prices, restricted credit markets, economic downturns, changes in priorities or strategy or other factors beyond Diamond Offshore s control, a customer may no longer want or need a rig that is currently under contract or may be able to obtain a comparable rig at a lower dayrate. For these reasons, customers may seek to renegotiate the terms of Diamond Offshore s existing drilling contracts, terminate their contracts without justification or repudiate or otherwise fail to perform their obligations under the contracts. As a result of such contract renegotiations or terminations, Diamond Offshore s contract backlog may be adversely impacted, it might not recover any compensation (or any recovery it obtains may not fully compensate it for the loss of the contract) and it may be required to idle one or more rigs for an extended period of time.

Diamond Offshore may not be able to renew or replace expiring contracts for its rigs.

As of the date of this Report, all of Diamond Offshore s current customer contracts will expire between 2019 and 2022. Some of Diamond Offshore s drilling rigs are not currently contracted for continuous utilization between contracts and are being actively marketed for these uncontracted periods. Diamond Offshore s ability to renew or replace expiring contracts or obtain new contracts, and the terms of any such contracts, will depend on various factors, including market conditions and the specific needs of its customers at such times. Given the historically cyclical and highly competitive nature of the industry, Diamond Offshore may not be able to renew or replace the contracts or it may be required to renew or replace expiring contracts or obtain new contracts at dayrates that are below existing dayrates, or that have terms that are less favorable than existing contracts. Moreover, Diamond Offshore may be unable to secure contracts for these rigs. Failure to secure contracts for a rig may result in a decision to cold stack the rig, which puts the rig at risk for impairment and may competitively disadvantage the rig as many customers during the most recent market downturn have expressed a preference for ready or hot stacked rigs over cold-stacked rigs.

Diamond Offshore s consolidated effective income tax rate may vary substantially from one reporting period to another.

Diamond Offshore s consolidated effective income tax rate is impacted by the mix between its domestic and international pre-tax earnings or losses, as well as the mix of the international tax jurisdictions in which it operates. Diamond Offshore cannot provide any assurances as to what its consolidated effective income tax rate will be in the future due to, among other factors, uncertainty regarding the nature and extent of its business activities in any particular jurisdiction in the future and the tax laws of such jurisdictions, as well as potential changes in U.S. and foreign tax laws, regulations or treaties or the interpretation or enforcement thereof, changes in the administrative practices and precedents of tax authorities or any reclassification or other matter (such as changes in applicable accounting rules) that increases the amounts Diamond Offshore has provided for income taxes or deferred tax assets and liabilities in its consolidated financial statements. This variability may cause its consolidated effective income tax rate to vary substantially from one reporting period to another.

Diamond Offshore s contract drilling expense includes fixed costs that will not decline in proportion to decreases in rig utilization and dayrates.

Diamond Offshore s contract drilling expense includes all direct and indirect costs associated with the operation, maintenance and support of its drilling equipment, which is often not affected by changes in dayrates and utilization. During periods of reduced revenue and/or activity, certain of Diamond Offshore s fixed costs will not decline and often it may incur additional operating costs, such as fuel and catering costs, for which the customer generally reimburses

Diamond Offshore when a rig is under contract. During times of reduced utilization, reductions in costs may not be immediate as Diamond Offshore may incur additional costs associated with cold stacking a rig (particularly if Diamond Offshore cold stacks a newer rig, such as a drillship or other DP semisubmersible rig, for which cold stacking costs are typically substantially higher than for an older non-DP rig), or it may not be able to fully reduce the cost of its support operations in a particular geographic region due to the need to support the remaining drilling rigs

in that region. Accordingly, a decline in revenue due to lower dayrates and/or utilization may not be offset by a corresponding decrease in contract drilling expense.

Contracts for Diamond Offshore s drilling rigs are generally fixed dayrate contracts, and increases in Diamond Offshore s operating costs could adversely affect the profitability of those contracts.

Diamond Offshore s contracts for its drilling rigs generally provide for the payment of an agreed dayrate per rig operating day, although some contracts do provide for a limited escalation in dayrate due to increased operating costs it incurs on the project. Over the term of a drilling contract, Diamond Offshore s operating costs may fluctuate due to events beyond its control. In addition, equipment repair and maintenance expenses vary depending on the type of activity the rig is performing, the age and condition of the equipment and general market factors impacting relevant parts, components and services. The gross margin that Diamond Offshore realizes on these fixed dayrate contracts will fluctuate based on variations in its operating costs over the terms of the contracts. In addition, for contracts with dayrate escalation clauses, Diamond Offshore may not be able to fully recover increased or unforeseen costs from its customers.

Diamond Offshore is subject to extensive domestic and international laws and regulations that could significantly limit its business activities and revenues and increase its costs.

Certain countries are subject to restrictions, sanctions and embargoes imposed by the U.S. government or other governmental or international authorities. These restrictions, sanctions and embargoes may prohibit or limit Diamond Offshore from participating in certain business activities in those countries. Diamond Offshore s operations are also subject to numerous local, state and federal laws and regulations in the U.S. and in foreign jurisdictions concerning the containment and disposal of hazardous materials, the remediation of contaminated properties and the protection of the environment. Laws and regulations protecting the environment have become increasingly stringent, and may in some cases impose strict liability, rendering a person liable for environmental damage without regard to negligence or fault on the part of that person. Failure to comply with such laws and regulations could subject Diamond Offshore to civil or criminal enforcement action, for which it may not receive contractual indemnification or have insurance coverage, and could result in the issuance of injunctions restricting some or all of Diamond Offshore s activities in the affected areas. Diamond Offshore may be required to make significant expenditures for additional capital equipment or inspections and recertifications to comply with existing or new governmental laws and regulations. It is also possible that these laws and regulations may, in the future, add significantly to Diamond Offshore s operating costs or result in a reduction in revenues associated with downtime required to install such equipment, or may otherwise significantly limit drilling activity.

In addition, these laws and regulations require Diamond Offshore to perform certain regulatory inspections, which it refers to as a special survey. For most of Diamond Offshore s rigs, these special surveys are due every five years, although the inspection interval for its North Sea rigs is two and one half years. Diamond Offshore s operations are negatively impacted during these special surveys. These special surveys are generally performed in a shipyard and require scheduled downtime, which can negatively impact operating revenue. Operating expenses increase as a result of these special surveys due to the cost to mobilize the rigs to a shipyard and inspection, repair and maintenance costs. Repair and maintenance activities may result from the special survey or may have been previously planned to take place during this mandatory downtime. The number of rigs undergoing a special survey will vary from year to year, as well as from quarter to quarter. Diamond Offshore s business may also be negatively impacted by intermediate surveys, which are performed at interim periods between special surveys. Although an intermediate survey normally does not require shipyard time, the survey may require some downtime for the rig. Diamond Offshore can provide no assurance as to the exact timing and/or duration of downtime associated with regulatory inspections, planned rig mobilizations and other shipyard projects.

In addition, the offshore drilling industry is dependent on demand for services from the oil and gas exploration industry and, accordingly, can be affected by changes in tax and other laws relating to the energy business generally. Governments in some countries are increasingly active in regulating and controlling the ownership of concessions, the exploration for oil and gas and other aspects of the oil and gas industry. The modification of existing laws or regulations or the adoption of new laws or regulations curtailing exploratory or developmental drilling for oil and gas for economic, environmental or other reasons could limit drilling opportunities.

Diamond Offshore s business involves numerous operating hazards which could expose it to significant losses and significant damage claims. Diamond Offshore is not fully insured against all of these risks and its contractual indemnity provisions may not fully protect Diamond Offshore.

Diamond Offshore s operations are subject to the significant hazards inherent in drilling for oil and gas offshore, such as blowouts, reservoir damage, loss of production, loss of well control, unstable or faulty sea floor conditions, fires and natural disasters such as hurricanes. The occurrence of any of these types of events could result in the suspension of drilling operations, damage to or destruction of the equipment involved and injury or death to rig personnel and damage to producing or potentially productive oil and gas formations, oil spillage, oil leaks, well blowouts and extensive uncontrolled fires, any of which could cause significant environmental damage. In addition, offshore drilling operations are subject to marine hazards, including capsizing, grounding, collision and loss or damage from severe weather. Operations also may be suspended because of machinery breakdowns, abnormal drilling conditions, failure of suppliers or subcontractors to perform or supply goods or services or personnel shortages. Any of the foregoing events could result in significant damage or loss to Diamond Offshore s properties and assets or the properties and assets of others, injury or death to rig personnel or others, significant loss of revenues and significant damage claims against Diamond Offshore.

Diamond Offshore s drilling contracts with its customers provide for varying levels of indemnity and allocation of liabilities between its customers and Diamond Offshore with respect to the hazards and risks inherent in, and damages or losses arising out of, its operations, and Diamond Offshore may not be fully protected. Diamond Offshore s contracts are individually negotiated, and the levels of indemnity and allocation of liabilities in them can vary from contract to contract depending on market conditions, particular customer requirements and other factors existing at the time a contract is negotiated.

Additionally, the enforceability of indemnification provisions in Diamond Offshore s contracts may be limited or prohibited by applicable law or such provisions may not be enforced by courts having jurisdiction, and Diamond Offshore could be held liable for substantial losses or damages and for fines and penalties imposed by regulatory authorities. The indemnification provisions in Diamond Offshore s contracts may be subject to differing interpretations, and the laws or courts of certain jurisdictions may enforce such provisions while other laws or courts may find them to be unenforceable. The law with respect to the enforceability of indemnities varies from jurisdiction to jurisdiction and is unsettled under certain laws that are applicable to Diamond Offshore s contracts. There can be no assurance that Diamond Offshore s contracts with its customers, suppliers and subcontractors will fully protect it against all hazards and risks inherent in its operations. There can also be no assurance that those parties with contractual obligations to indemnify Diamond Offshore will be financially able to do so or will otherwise honor their contractual obligations.

Diamond Offshore maintains liability insurance, which generally includes coverage for environmental damage; however, because of contractual provisions and policy limits, Diamond Offshore s insurance coverage may not adequately cover its losses and claim costs. In addition, certain risks and contingencies related to pollution, reservoir damage and environmental risks are generally not fully insurable. Also, Diamond Offshore does not typically purchase loss-of-hire insurance to cover lost revenues when a rig is unable to work. There can be no assurance that Diamond Offshore will continue to carry the insurance it currently maintains, that its insurance will cover all types of losses or that it will be able to maintain adequate insurance in the future at rates it considers to be reasonable or that Diamond Offshore will be able to obtain insurance against some risks.

If an accident or other event occurs that exceeds Diamond Offshore s insurance coverage limits or is not an insurable event under its insurance policies, or is not fully covered by contractual indemnity, it could result in significant loss to Diamond Offshore.

Significant portions of Diamond Offshore s operations are conducted outside the United States and involve additional risks not associated with United States domestic operations.

Diamond Offshore s operations outside the U.S. accounted for approximately 41%, 58% and 69% of its total consolidated revenues for 2018, 2017 and 2016 and include, or have included, operations in South America, Australia and Southeast Asia, Europe, East and West Africa, the Mediterranean and Mexico. Because Diamond Offshore operates in various regions throughout the world, it is exposed to a variety of risks inherent in international operations, including risks of war or conflicts, political and economic instability and disruption, civil disturbance, acts of piracy, terrorism or other assaults on property or personnel, corruption, possible economic and legal sanctions (such as

possible restrictions against countries that the U.S. government may consider to be state sponsors of terrorism), changes in global monetary and trade policies, laws and regulations, fluctuations in currency exchange rates, restrictions on currency exchange, controls over the repatriation of income or capital and other risks. Diamond Offshore may not have insurance coverage for these risks, or it may not be able to obtain adequate insurance coverage for such events at reasonable rates. Diamond Offshore s operations may become restricted, disrupted or prohibited in any country in which any of these risks occur.

In 2016, the U.K. approved an exit from the E.U., commonly referred to as Brexit . The impact of Brexit and the future relationship between the U.K. and the E.U. are uncertain for companies that do business in the U.K. and the overall global economy. Approximately 9% of Diamond Offshore s total revenues for the year ended December 31, 2018 were generated in the U.K. Brexit, or similar events in other jurisdictions, could depress economic activity or impact global markets, including foreign exchange and securities markets, which may have an adverse impact on Diamond Offshore s business as a result of changes in currency exchange rates, tariffs, treaties and other regulatory matters.

Diamond Offshore is also subject to the regulations of the U.S. Treasury Department s Office of Foreign Assets Control and other U.S. laws and regulations governing its international operations in addition to domestic and international anti-bribery laws and sanctions, trade laws and regulations, customs laws and regulations and other restrictions imposed by other governmental or international authorities. In addition, international contract drilling operations are subject to various laws and regulations in countries in which Diamond Offshore operates, including laws and regulations relating to the equipping and operation of drilling rigs, import-export quotas or other trade barriers, repatriation of foreign earnings or capital, oil and gas exploration and development, local content requirements, taxation of offshore earnings and earnings of expatriate personnel and use and compensation of local employees and suppliers by foreign contractors.

Diamond Offshore s debt levels may limit its liquidity and flexibility in obtaining additional financing and in pursuing other business opportunities.

Diamond Offshore s business is highly capital intensive and dependent on having sufficient cash flow and/or available sources of financing in order to fund its capital expenditure requirements. As of December 31, 2018, Diamond Offshore had outstanding $2.0 billion of senior notes, maturing at various times from 2023 through 2043. As of February 8, 2019, Diamond Offshore had no outstanding borrowings under its $325 million revolving credit facility maturing in 2020 or its $950 million revolving credit facility maturing in October of 2023, and an aggregate $1.3 billion available under both such credit facilities, subject to their respective terms, to meet its short term liquidity requirements. At various times in 2019, $100 million of the commitments under the $325 million revolving credit facility will mature, and the remaining $225 million of commitments will mature in October of 2020. Diamond Offshore may incur additional indebtedness in the future and borrow from time to time under its revolving credit facilities to fund working capital, capital expenditures or other needs, subject to compliance with its covenants.

Diamond Offshore s ability to meet its debt service obligations is dependent upon its future performance, which is unpredictable. High levels of indebtedness could have negative consequences to Diamond Offshore, including:

- 🌑 it may have difficulty satisfying its obligations with respect to its outstanding debt;

- 🌑 it may have difficulty obtaining financing in the future for working capital, capital expenditures, acquisitions or other purposes;

🌑 it may need to use a substantial portion of available cash flow from operations to pay interest and principal on its debt, which would reduce the amount of money available to fund working capital requirements, capital expenditures, the payment of dividends and other general corporate or business activities;

🌑 vulnerability to the effects of general economic downturns, adverse industry conditions and adverse operating results could increase;

🌑 flexibility in planning for, or reacting to, changes in its business and in its industry in general could be limited;

🌑 it may not have the ability to pursue business opportunities that become available;

🌑 the amount of debt and the amount it must pay to service its debt obligations could place Diamond Offshore at a competitive disadvantage compared to its competitors that have less debt; and

🌑 customers may react adversely to its significant debt level and seek alternative service providers.

In addition, Diamond Offshore s failure to comply with the restrictive covenants in its debt instruments could result in an event of default that, if not cured or waived, could have a material adverse effect on its business. Among other things, these covenants require Diamond Offshore to maintain a specified ratio of its consolidated indebtedness to total capitalization, a specified ratio of the aggregate value of certain of its rigs to the aggregate value of substantially all rigs owned by Diamond Offshore, a specified ratio of the aggregate value of certain of its marketed rigs to the sum of the commitments under the $950 million revolving credit facility plus certain outstanding loans, letter of credit exposures and other indebtedness and limit the ability of its subsidiaries to incur debt.

In 2018, S&P downgraded Diamond Offshore s corporate credit rating to B from B+ and Moody s downgraded its corporate credit rating to B2 from Ba3. The rating outlook from both S&P and Moody s remains negative. These credit ratings are below investment grade and could raise Diamond Offshore s cost of financing. As a consequence, Diamond Offshore may not be able to issue additional debt in amounts and/or with terms that it considers to be reasonable. One or more of these occurrences could limit Diamond Offshore s ability to pursue other business opportunities.

Diamond Offshore s revolving credit facilities bear interest at variable rates, based on its corporate credit rating and market interest rates. If market interest rates increase, Diamond Offshore s cost to borrow under its revolving credit facilities may also increase. Although Diamond Offshore may employ hedging strategies such that a portion of the aggregate principal amount outstanding under this credit facilities would effectively carry a fixed rate of interest, any hedging arrangement put in place may not offer complete protection from this risk.

Risks Related to Us and Our Subsidiary, Boardwalk Pipeline Partners, LP

The price differentials between natural gas supplies and market demand for natural gas have reduced the transportation rates that Boardwalk Pipeline can charge on certain portions of its pipeline systems.

The transportation rates Boardwalk Pipeline is able to charge customers are heavily influenced by market trends (both short and longer term), including the available supply, geographical location of natural gas production, the competition between producing basins, competition with other pipelines for supply and markets, the demand for gas by end-users such as power plants, petrochemical facilities and LNG export facilities and the price differentials between the gas supplies and the market demand for the gas (basis differentials). Current market conditions have resulted in a sustained narrowing of basis differentials on certain portions of Boardwalk Pipeline s pipeline system, which has reduced transportation rates that can be charged in the affected areas and adversely affected the contract terms Boardwalk Pipeline can secure from its customers for available transportation capacity and for contracts being renewed or replaced. The prevailing market conditions may also lead some of its customers to seek to renegotiate existing contracts to terms that are less attractive to Boardwalk Pipeline; for example, seeking a current price reduction in exchange for an extension of the contract term. Boardwalk Pipeline expects these market conditions to continue.

Boardwalk Pipeline s actual construction and development costs could exceed its forecasts, its anticipated cash flow from construction and development projects will not be immediate and its construction and development projects may not be completed on time or at all.

Boardwalk Pipeline is engaged in several construction projects involving its existing assets and the construction of new facilities for which it has expended or will expend significant capital. Boardwalk Pipeline expects to continue to engage in the construction of additional growth projects and modifications of its system. When Boardwalk Pipeline builds a new pipeline or expands or modifies an existing facility, the design, construction and development occurs over an extended period of time, and it will not receive any revenue or cash flow from that project until after it is placed into commercial service. On Boardwalk Pipeline s interstate pipelines there are several years between when the project is announced and when customers begin using the new facilities. During this period, Boardwalk Pipeline

spends capital and incurs costs without receiving any of the financial benefits associated with the projects. The construction of new assets involves regulatory (federal, state and local), landowner opposition, environmental, activist, legal, political, materials and labor costs, as well as operational and other risks that are difficult to predict and some are beyond Boardwalk Pipeline s control. A project may not be completed on time or at all due to a variety of factors, may be impacted by significant cost overruns or may be materially changed prior to completion as a result of developments or circumstances that Boardwalk Pipeline is not aware of when it commits to the project, including the inability of any shipper to provide adequate credit support or to otherwise perform their obligations under any precedent agreements. Any of these events could result in material unexpected costs or have a material adverse effect on Boardwalk Pipeline s ability to realize the anticipated benefits from its growth projects.

Boardwalk Pipeline s natural gas transportation and storage operations are subject to extensive regulation by the FERC, including rules and regulations related to the rates it can charge for its services and its ability to construct or abandon facilities. Boardwalk Pipeline may not be able to recover the full cost of operating its pipelines, including earning a reasonable return.

Boardwalk Pipeline s natural gas transportation and storage operations are subject to extensive regulation by the FERC, including the types, rates and terms of services Boardwalk Pipeline may offer to its customers, construction of new facilities, creation, modification or abandonment of services or facilities and recordkeeping and relationships with affiliated companies. An adverse FERC action in any of these areas could affect Boardwalk Pipeline s ability to compete for business, construct new facilities, offer new services or recover the full cost of operating its pipelines. This regulatory oversight can result in longer lead times to develop and complete any future project than competitors that are not subject to the FERC s regulations. The FERC can also deny Boardwalk Pipeline the right to abandon certain facilities from service.

The FERC also regulates the rates Boardwalk Pipeline can charge for its natural gas transportation and storage operations. For cost-based services, the FERC establishes both the maximum and minimum rates Boardwalk Pipeline can charge. The basic elements that the FERC considers are the costs of providing service, the volumes of gas being transported, the rate design, the allocation of costs between services, the capital structure and the rate of return a pipeline is permitted to earn.

The Tax Cuts and Jobs Act of 2017 (the Tax Act) changed several provisions of the federal tax code, including a reduction in the maximum corporate tax rate. In addition, the FERC issued a series of policies and orders throughout 2018 which addressed the inclusion of federal income tax allowances in interstate pipeline companies rates. The FERC issued a Revised Policy Statement on Treatment of Income Taxes (Revised Policy Statement) reversing its long-standing policy by stating that it will no longer permit master limited partnerships to include an income tax allowance in their cost-of-service. The purchase of the outstanding common units by the General Partner in 2018 and its election to be treated as a corporation for federal income tax purposes, precluded the impact these policies and orders would have on the ability of Boardwalk Pipeline s FERC-regulated natural gas pipelines to include an income tax allowance in their cost-of-service.

The FERC also issued an order which required all FERC-regulated natural gas pipelines to make a one-time informational filing reflecting the impacts of the Tax Act and the Revised Policy Statement on each individual pipeline s cost-of-service. Texas Gas filed its informational filing on October 11, 2018, and Gulf South and Gulf Crossing made their filings on December 6, 2018. Customers were provided an opportunity to protest or comment on each pipeline s informational filing. This procedure could lead to challenges to a pipeline s currently effective maximum applicable rates pursuant to Section 5 of the NGA. To date, the FERC has initiated four Section 5 proceedings against non-affiliated interstate natural gas pipelines and has notified other non-affiliated natural gas pipelines that no further action will be taken with respect to their information filings. As of February 13, 2019, Texas Gas, Gulf South and Gulf Crossing s informational filings remain open.

Even without action on Boardwalk Pipeline s informational filings, the FERC and/or Boardwalk Pipeline s customers could challenge the maximum applicable rates that any of its regulated pipelines are allowed to charge in accordance with Section 5 of the NGA. The Tax Act and the Revised Policy Statement may increase the likelihood of such a challenge. If such a challenge is successful for any of Boardwalk Pipeline s pipelines, the revenues associated with transportation and storage services the pipeline provides pursuant to cost-of-service rates could materially decrease in the future, which would adversely affect the revenues on that pipeline going forward.

In April of 2018, the FERC issued a Notice of Inquiry (Certificate Policy Statement NOI), thereby initiating a review of its policies on certification of natural gas pipelines facilities, including an examination of its long-standing Policy Statement on Certification of New Interstate Natural Gas Pipeline Facilities, issued in 1999, that is used to determine whether to grant certificates for new pipeline and storage projects and expansions. Comments on the Certificate Policy Statement NOI were due on July 25, 2018, and Boardwalk Pipeline was unable to predict what, if any, changes may be proposed that will affect its natural gas pipeline business or when such proposals, if any, might become effective.

Legislative and regulatory initiatives relating to pipeline safety that require the use of new or more prescriptive compliance activities, substantial changes to existing integrity management programs or withdrawal of regulatory waivers could subject Boardwalk Pipeline to increased capital and operating costs and operational delays.

Boardwalk Pipeline s interstate pipelines are subject to regulation by PHMSA, which is part of the DOT. PHMSA regulates the design, installation, testing, construction, operation, replacement and management of existing interstate natural gas and NGLs pipeline facilities. PHMSA regulation currently requires pipeline operators to implement integrity management programs, including frequent inspections, correction of certain identified anomalies and other measures to promote pipeline safety in HCAs, such as high population areas, areas unusually sensitive to environmental damage and commercially navigable waterways. States have jurisdiction over certain of Boardwalk Pipeline s intrastate pipelines and have adopted regulations similar to existing PHMSA regulations. State regulations may impose more stringent requirements than found under federal law that affect Boardwalk Pipeline s intrastate operations. Compliance with these rules over time generally has resulted in an overall increase in maintenance costs. The imposition of new or more stringent pipeline safety rules applicable to natural gas or NGL pipelines, or any issuance or reinterpretation of guidance from PHMSA or any state agencies with respect thereto could cause Boardwalk Pipeline to install new or modified safety controls, pursue additional capital projects or conduct maintenance programs on an accelerated basis, any or all of which tasks could result in Boardwalk Pipeline incurring increased capital and operating costs, experience operational delays, and result in potential adverse impacts to its operations or ability to reliably serve its customers. Requirements that are imposed under the 2011 Act or the more recent 2016 Act may also increase Boardwalk Pipeline s capital and operating costs or impact the operation of its pipelines. For example, in 2016, PHMSA published a proposed rulemaking that would impose new or more stringent requirements for certain natural gas pipelines including, among other things, expanding certain of PHMSA s current regulatory safety programs for natural gas lines in newly defined moderate consequence areas that do not qualify as HCAs and requiring maximum allowable operating pressure validation through re-verification of all historical records for pipelines in service, which may require natural gas pipelines installed before 1970 (previously excluded from certain pressure testing obligations) to be pressure tested.

Boardwalk Pipeline has entered into certain firm transportation contracts with shippers on certain of its expansion projects that utilize the design capacity of certain of its pipeline assets, based upon the authority Boardwalk Pipeline received from PHMSA to operate those pipelines at higher than normal operating pressures of up to 0.80 of the pipeline s SMYS under issued permits with specific conditions. PHMSA retains discretion to withdraw or modify this authority. If PHMSA were to withdraw or materially modify such authority, it could affect Boardwalk Pipeline s ability to transport all of its contracted quantities of natural gas on these pipeline assets and it could incur significant additional costs to reinstate this authority or to develop alternate ways to meet its contractual obligations.

Boardwalk Pipeline is exposed to credit risk relating to default or bankruptcy by its customers.

Credit risk relates to the risk of loss resulting from the default by a customer of its contractual obligations or the customer filing bankruptcy. Boardwalk Pipeline has credit risk with both its existing customers and those supporting its growth projects.

Credit risk exists in relation to Boardwalk Pipeline s growth projects, both because foundation customers make long term firm capacity commitments to Boardwalk Pipeline for such projects and certain of those foundation customers

agree to provide credit support as construction for such projects progresses. If a customer fails to post the required credit support during the growth project process, overall returns on the project may be reduced to the extent an adjustment to the scope of the project results or Boardwalk Pipeline is unable to replace the defaulting customer.

Boardwalk Pipeline s credit exposure also includes receivables for services provided, future performance under firm agreements and volumes of gas owed by customers for imbalances or gas loaned by Boardwalk Pipeline to them under certain NNS and parking and lending (PAL) services.

Boardwalk Pipeline may not be able to replace expiring natural gas transportation contracts at attractive rates or on a long-term basis and may not be able to sell short-term services at attractive rates or at all due to market conditions.

Each year, a portion of Boardwalk Pipeline s firm natural gas transportation contracts expire and need to be replaced or renewed. Over the past several years, as a result of current market conditions, Boardwalk Pipeline has renewed some expiring contracts at lower rates or for shorter terms than in the past. In addition to normal contract expirations, in the 2018 to 2020 timeframe, transportation agreements associated with Boardwalk Pipeline s Gulf South, Texas Gas and Gulf Crossing pipeline expansion projects, which were placed into service in 2008 and 2009, will expire or have expired. In late 2017 and throughout 2018, a substantial portion of the capacity becoming available from the 2018 expiring expansion project contracts was renewed or the contracts were restructured, usually at lower rates or lower volumes. As the terms of these remaining expansion contracts expire through 2020, Boardwalk Pipeline s transportation contract expirations are expected to be at a higher than normal level. If these contracts are renewed at current market rates, the revenues earned from these transportation contracts would be materially lower than they are today. For a discussion of current developments, see the Contract Renewals portion of the Results of Operations-Boardwalk Pipeline sections of MD&A under Item 7.

Changes in energy prices, including natural gas, oil and NGLs, impact the supply of and demand for those commodities, which impact Boardwalk Pipeline s business.

Boardwalk Pipeline s customers, especially producers, are directly impacted by changes in commodity prices. The prices of natural gas, oil and NGLs fluctuate in response to changes in supply and demand, market uncertainty and a variety of additional factors. The declines in the levels of natural gas, oil and NGLs prices experienced in recent history have adversely affected the businesses of Boardwalk Pipeline s producer customers and reduced the demand for Boardwalk Pipeline s services and could result in defaults or the non-renewal of Boardwalk Pipeline s contracted capacity when existing contracts expire. Future increases in the price of natural gas and NGLs could make alternative energy and feedstock sources more competitive and reduce demand for natural gas and NGLs. A reduced level of demand for natural gas and NGLs could reduce the utilization of capacity on Boardwalk Pipeline s systems and reduce the demand of its services.

Boardwalk Pipeline s substantial indebtedness could affect its ability to meet its obligations and may otherwise restrict its activities.

Boardwalk Pipeline has a significant amount of indebtedness, which requires significant interest payments. Boardwalk Pipeline s inability to generate sufficient cash flow to satisfy its debt obligations, or to refinance its obligations on commercially reasonable terms, would have a material adverse effect on its business. Boardwalk Pipeline s substantial indebtedness could have important consequences. For example, it could:

🌑 limit Boardwalk Pipeline s ability to borrow money for its working capital, capital expenditures, debt service requirements or other general business activities;

🌑 increase Boardwalk Pipeline s vulnerability to general adverse economic and industry conditions; and

- 🌑 limit Boardwalk Pipeline s ability to respond to business opportunities, including growing its business through acquisitions.

In addition, the credit agreements governing Boardwalk Pipeline s current indebtedness contain, and any future debt instruments would likely contain, financial or other restrictive covenants, which impose significant operating and financial restrictions. As a result of these covenants, Boardwalk Pipeline could be limited in the manner in which it conducts its business and may be unable to engage in favorable business activities or finance its future operations or capital needs. Furthermore, a failure to comply with these covenants could result in an event of default which, if not cured or waived, could have a material adverse effect on its business.

Boardwalk Pipeline will be permitted, under its revolving credit facility and the indentures governing its notes, to incur additional debt, subject to certain limitations under its revolving credit facility and, in the case of unsecured debt, under the indentures governing the notes. If Boardwalk Pipeline incurs additional debt, its increased leverage could also result in the consequences described above.

Limited access to the debt markets could adversely affect Boardwalk Pipeline s business.

Boardwalk Pipeline anticipates funding its capital spending requirements through its available financing options, including cash generated from operations and borrowings under its revolving credit facility. Changes in the debt markets, including market disruptions, limited liquidity, and interest rate volatility, may increase the cost of financing as well as the risks of refinancing maturing debt. This may affect its ability to raise needed funding and reduce the amount of cash available to fund its operations or growth projects. If the debt markets were not available, it is not certain if other adequate financing options would be available to Boardwalk Pipeline on terms and conditions that it would find acceptable.

Any disruption in the debt markets could require Boardwalk Pipeline to take additional measures to conserve cash until the markets stabilize or until it can arrange alternative credit arrangements or other funding for its business needs. Such measures could include reducing or delaying business activities, reducing its operations to lower expenses and reducing other discretionary uses of cash. Boardwalk Pipeline may be unable to execute its growth strategy or take advantage of certain business opportunities.

Boardwalk Pipeline does not own all of the land on which its pipelines and facilities are located, which could result in disruptions to its operations.

Boardwalk Pipeline does not own all of the land on which its pipelines and facilities have been constructed, and Boardwalk Pipeline is subject to the possibility of more onerous terms and/or increased costs to retain necessary land use if it does not have valid rights-of-way or if such rights-of-way lapse or terminate. Boardwalk Pipeline obtains the rights to construct and operate its pipelines on land owned by third parties and governmental agencies for a specific period of time. Boardwalk Pipeline cannot guarantee that it will always be able to renew, when necessary, existing rights-of-way or obtain new rights-of-way without experiencing significant costs. Any loss of these land use rights with respect to the operation of Boardwalk Pipeline s pipelines and facilities, through its inability to renew right-of-way contracts or otherwise, could have a material adverse effect on its business.

Boardwalk Pipeline may not be successful in executing its strategy to grow and diversify its business.

Boardwalk Pipeline relies primarily on the revenues generated from its natural gas long-haul transportation and storage services. Negative developments in these services have significantly greater impact on Boardwalk Pipeline s financial condition and results of operations than if it maintained more diverse assets. Boardwalk Pipeline is pursuing a strategy of growing and diversifying its business through acquisition and development of assets in complementary areas of the midstream energy sector. Boardwalk Pipeline s ability to grow, diversify and increase cash flows will depend, in part, on its ability to expand its existing business lines and to close and execute on accretive acquisitions. Boardwalk Pipeline may not be successful in acquiring or developing such assets or may do so on terms that ultimately are not profitable. Any such transactions involve potential risks that may include, among other things:

🌑 the diversion of management s and employees attention from other business concerns;

🌑 inaccurate assumptions about volume, revenues and project costs, including potential synergies;

🌑 a decrease in Boardwalk Pipeline s liquidity as a result of using available cash or borrowing capacity to finance the acquisition or project;

🌑 a significant increase in interest expense or financial leverage if it incurs additional debt to finance the acquisition or project;

🌑 inaccurate assumptions about the overall costs of debt;

- 🌑 an inability to hire, train or retain qualified personnel to manage and operate the acquired business and assets or the developed assets;

- 🌑 unforeseen difficulties operating in new product areas or new geographic areas; and

- 🌑 changes in regulatory requirements or delays of regulatory approvals.

Additionally, acquisitions also contain the following risks:

- 🌑 an inability to integrate successfully the businesses Boardwalk Pipeline acquires;

- 🌑 the assumption of unknown liabilities for which it is not indemnified, for which its indemnity is inadequate or for which its insurance policies may exclude from coverage;

- 🌑 limitations on rights to indemnity from the seller; and

- 🌑 customer or key employee losses of an acquired business.

Boardwalk Pipeline s ability to replace expiring gas storage contracts at attractive rates or on a long-term basis and to sell short-term services at attractive rates or at all are subject to market conditions.

Boardwalk Pipeline owns and operates substantial natural gas storage facilities. The market for the storage and PAL services that it offers is impacted by the factors and market conditions discussed above for Boardwalk Pipeline s transportation services, and is also impacted by natural gas price differentials between time periods, such as winter to summer (time period price spreads), and the volatility in time period price spreads. When market conditions cause a narrowing of time period price spreads and a decline in the price volatility of natural gas, these factors adversely impact the rates Boardwalk Pipeline can charge for its storage and PAL services.

Boardwalk Pipeline s operations are subject to catastrophic losses, operational hazards and unforeseen interruptions for which it may not be adequately insured.

There are a variety of operating risks inherent in transporting and storing natural gas, ethylene and NGLs, such as leaks and other forms of releases, explosions, fires, cyber-attacks and mechanical problems, which could have catastrophic consequences. Additionally, the nature and location of Boardwalk Pipeline s business may make it susceptible to catastrophic losses from hurricanes or other named storms, particularly with regard to its assets in the Gulf Coast region, windstorms, earthquakes, hail, and other severe weather. Any of these or other similar occurrences could result in the disruption of Boardwalk Pipeline s operations, substantial repair costs, personal injury or loss of life, significant damage to property, environmental pollution, impairment of its operations and substantial financial losses. The location of pipelines in HCAs, which includes populated areas, residential areas, commercial business centers and industrial sites, could significantly increase the level of damages resulting from some of these risks.

Boardwalk Pipeline currently possesses property, business interruption, cyber threat and general liability insurance, but proceeds from such insurance coverage may not be adequate for all liabilities or expenses incurred or revenues lost. Moreover, such insurance may not be available in the future at commercially reasonable costs and terms. The insurance coverage Boardwalk Pipeline does obtain may contain large deductibles or fail to cover certain events,

hazards or all potential losses.

Climate change legislation and regulations restricting emissions of greenhouse gases (GHGs) could result in increased operating and capital costs and reduced demand for Boardwalk Pipeline s pipeline and storage services.

Climate change continues to attract considerable public and scientific attention. This issue has also become more important in the review of FERC certificate applications. While no comprehensive climate change legislation has been implemented at the federal level, the Environmental Protection Agency (EPA) and states or groupings of states have pursued legal initiatives in recent years that seek to reduce GHG emissions through efforts that include consideration of cap-and-trade programs, carbon taxes and GHG reporting and tracking programs and regulations that directly limit

GHG emissions from certain sources such as, for example, limitations on emissions of methane through equipment control and leak detection and repair requirements. In November of 2018, the current Administration released an updated National Climate Assessment that was issued pursuant to U.S. federal law. The assessment summarizes the impacts of climate change on the U.S., now and in the future. This report could serve as a basis for increasing governmental pursuit of policies to restrict GHG emissions.

In particular, the EPA has adopted rules that, among other things, establish certain permit reviews for GHG emissions from certain large stationary sources, which reviews could require securing permits at covered facilities emitting GHGs and meeting defined technological standards for those GHG emissions. The EPA has also adopted rules requiring the monitoring and annual reporting of GHG emissions from certain petroleum and natural gas system sources in the U.S., including, among others, onshore processing, transmission, storage and distribution facilities as well as gathering, compression and boosting facilities and blowdowns of natural gas transmission pipelines.

Federal agencies also have begun directly regulating emissions of methane, a GHG, from oil and natural gas operations. The adoption and implementation of any international, federal or state legislation or regulations that require reporting of GHGs or otherwise restrict emissions of GHGs could result in increased compliance costs or additional operating restrictions.

Risks Related to Us and Our Subsidiary, Loews Hotels Holding Corporation

Loews Hotels & Co s business may be adversely affected by various operating risks common to the lodging industry, including competition, excess supply and dependence on business travel and tourism.

Loews Hotels & Co owns and operates hotels which have different economic characteristics than many other real estate assets. A typical office property, for example, has long-term leases with third-party tenants, which provide a relatively stable long-term stream of revenue. Hotels, on the other hand, generate revenue from guests that typically stay at the hotel for only a few nights, which causes the room rate and occupancy levels at each hotel to change every day, and results in earnings that can be highly volatile.

In addition, Loews Hotels & Co s properties are subject to various operating risks common to the lodging industry, many of which are beyond Loews Hotels & Co s control, including:

🌑 changes in general economic conditions, including the severity and duration of any downturn in the U.S. or global economy and financial markets;

🌑 war, political conditions or civil unrest, terrorist activities or threats and heightened travel security measures instituted in response to these events;

🌑 outbreaks of pandemic or contagious diseases;

🌑 natural or man-made disasters;

🌑 any material reduction or prolonged interruption of public utilities and services;

🌑 decreased corporate or government travel-related budgets and spending and cancellations, deferrals or renegotiations of group business due to adverse economic conditions or otherwise;

🌑 decreased need for business-related travel due to innovations in business-related technology;

🌑 competition from other hotels and alternative accommodations, such as Airbnb, in the markets in which Loews Hotels & Co operates;

🌑 requirements for periodic capital reinvestment to maintain and upgrade hotels;

🌑 increases in operating costs, including labor (including minimum wage increases), workers compensation, benefits, insurance, food, energy and unanticipated costs resulting from force majeure events, due to inflation,

new or different federal, state or local governmental regulations, including tariffs, and other factors that may not be offset by increased room rates;

🌑 the costs and administrative burdens associated with compliance with applicable laws and regulations;

🌑 organized labor activities, which could cause a diversion of business from hotels involved in labor negotiations and loss of business for Loews Hotels & Co s properties generally as a result of certain labor tactics;

🌑 changes in the desirability of particular locations or travel patterns of customers, including with respect to the underlying attractions supporting Loews Hotels & Co s existing and under development immersive destination properties, such as the Universal theme park for its Orlando, Florida properties, the stadiums in Arlington, Texas and St. Louis, Missouri for its Live! by Loews hotels and convention centers for properties in other markets, geographic concentration of operations and customers and shortages of desirable locations for development; and

🌑 relationships with third-party property owners, developers, landlords and joint venture partners, including the risk that owners and/or partners may terminate management or joint venture agreements.

These factors, and the reputational repercussions of these factors, could adversely affect, and from time to time have adversely affected, individual hotels and hotels in particular regions.

Loews Hotels & Co is exposed to the risks resulting from significant investments in owned and leased real estate, which could increase its costs, reduce its profits, limit its ability to respond to market conditions or restrict its growth strategy.

Loews Hotels & Co s proportion of owned and leased properties, compared to the number of properties that it manages for third-party owners, is larger than that of some of its competitors. Real estate ownership and leasing is subject to risks not applicable to managed or franchised properties, including:

🌑 real estate, insurance, zoning, tax, environmental and eminent domain laws;

🌑 the ongoing need for owner-funded capital improvements and expenditures to maintain or upgrade properties;

🌑 risks associated with mortgage debt, including the possibility of default, fluctuating interest rate levels and the availability of replacement financing;

🌑 risks associated with the possibility that cost increases will outpace revenue increases and that, in the event of an economic slowdown, a high proportion of fixed costs will make it difficult to reduce costs to the extent required to offset declining revenues;

- 🌑 risks associated with real estate leases, including the possibility of rent increases and the inability to renew or extend upon favorable terms;

- 🌑 fluctuations in real estate values and potential impairments in the value of Loews Hotels & Co s assets; and

- 🌑 the relative illiquidity of real estate compared to some other assets.

The hospitality industry is subject to seasonal and cyclical volatility.

The hospitality industry is seasonal in nature. The periods during which Loews Hotels & Co s properties experience higher revenues vary from property to property, depending principally upon location and the consumer base served. Loews Hotels & Co generally expects revenues to be lower in the first quarter of each year than in each of the three subsequent quarters. In addition, the hospitality industry is cyclical and demand generally follows the general economy on a lagged basis. The seasonality and cyclicality of its industry may contribute to fluctuation in Loews Hotels & Co s results of operations and financial condition.

Loews Hotels & Co operates in a highly competitive industry, both for customers and for acquisitions and developments of new properties.

The lodging industry is highly competitive. Loews Hotels & Co s properties compete with other hotels and alternative accommodations based on a number of factors, including room rates, quality of accommodations, service levels and amenities, location, brand affiliation, reputation and reservation systems. New hotels may be constructed and these additions to supply create new competitors, in some cases without corresponding increases in demand for hotel rooms. Some of its competitors also have greater financial and marketing resources than Loews Hotels & Co. In addition, travelers can book stays on websites that facilitate the short-term rental of homes and apartments from owners, thereby providing an alternative to hotel rooms.

Loews Hotels & Co also competes for hotel acquisitions and development projects with entities that have similar investment objectives as it does. This competition could limit the number of suitable investment opportunities. It may also increase the bargaining power of Loews Hotels & Co s counterparties, making it more difficult for Loews Hotels & Co to acquire or develop new properties on attractive terms or on the terms contemplated in its business plan.

Any deterioration in the quality or reputation of Loews Hotels & Co s brands could have an adverse effect on its reputation and business.

Loews Hotels & Co s brands and its reputation are among its most important assets. Its ability to attract and retain guests depends, in part, on the public recognition of its brands and their associated reputation. If its brands become obsolete or consumers view them as unfashionable or lacking in consistency and quality, or its brands or reputation are otherwise harmed, Loews Hotels & Co may be unable to attract guests to its properties, and may further be unable to attract or retain joint venture partners or hotel owners. Loews Hotels & Co s reputation may also suffer as a result of negative publicity regarding its hotels, including as a result of social media reports, regardless of the accuracy of such publicity. The continued expansion of media and social media formats has compounded the potential scope of negative publicity and has made it more difficult to control and effectively manage negative publicity.

Loews Hotels & Co s efforts to develop new properties and renovate existing properties could be delayed or become more expensive.

Loews Hotels & Co from time to time renovates its properties and is currently expanding its portfolio through the ground-up construction of a number of new developments, including new properties in Orlando, Florida, Arlington, Texas, Kansas City, Missouri and St. Louis, Missouri and in the future may similarly develop additional new properties. Often these projects are undertaken with joint venture partners. These efforts are subject to a number of risks, including:

🌑 construction delays or cost overruns (including labor and materials or unforeseeable site conditions) that may increase project costs or cause new development projects to not be completed by lender imposed required completion dates;

🌑 obtaining zoning, occupancy and other required permits or authorizations;

🌑 changes in economic conditions that may result in weakened or lack of demand or negative project returns;

🌑 governmental restrictions on the size or kind of development;

🌑 force majeure events, including earthquakes, tornados, hurricanes or floods; and

🌑 design defects that could increase costs.

Additionally, developing new properties typically involves lengthy development periods during which significant amounts of capital must be funded before the properties begin to operate and generate revenue. If the cost of funding new development exceeds budgeted amounts, and/or the time period for development is longer than initially anticipated, Loews Hotels & Co s profits could be reduced. Further, due to the lengthy development cycle, intervening

adverse economic conditions in general and as they apply to Loews Hotels & Co and its development partners may alter or impede the development plans, thereby resulting in incremental costs or potential impairment charges. In addition, using multiple sources of capital to develop new properties reduces or eliminates the ability of Loews Hotels & Co to cease commenced projects if the overall economic environment conditions change. Moreover, during the early stages of operations, charges related to interest expense and depreciation may substantially detract from, or even outweigh, the profitability of certain new property investments.

Loews Hotels & Co s properties are geographically concentrated, which exposes its business to the effects of regional events and occurrences.

Loews Hotels & Co has a concentration of hotels in Florida. Specifically, as of December 31, 2018, seven hotels, representing approximately 55% of rooms in its system, were located in Florida. The concentration of hotels in one region or a limited number of markets may expose Loews Hotels & Co to risks of adverse economic and other developments that are greater than if its portfolio were more geographically diverse. These developments include regional economic downturns, a decline in the popularity of or access to area tourist attractions, such as theme parks, significant increases in the number of Loews Hotels & Co s competitors hotels in these markets and potentially higher local property, sales and income taxes in the geographic markets in which it is concentrated. In addition, Loews Hotels & Co s properties in Florida are subject to the effects of adverse acts of nature, such as hurricanes, strong winds and flooding, which have in the past caused damage to its hotels in Florida, which may in the future be intensified as a result of climate change, as well as outbreaks of pandemic or contagious diseases.

The growth and use of alternative reservation channels adversely affects Loews Hotels & Co s business.

A significant percentage of hotel rooms for guests at Loews Hotels & Co s properties is booked through internet travel and other intermediaries. In most cases, Loews Hotels & Co has agreements with such intermediaries and pays them commissions and/or fees for sales of its rooms through their systems. If such bookings increase, these intermediaries may be able to obtain higher commissions or fees, reduced room rates or other significant concessions from Loews Hotels & Co. There can be no assurance that Loews Hotels & Co will be able to negotiate such agreements in the future with terms as favorable as those that exist today. Moreover, these intermediaries generally employ aggressive marketing strategies, including expending significant resources for online and television advertising campaigns to drive consumers to their websites and other outlets. As a result, consumers may develop brand loyalties to the intermediaries offered brands, websites and reservations systems rather than to Loews Hotels & Co s brands.

Under certain circumstances, Loews Hotels & Co s insurance coverage may not cover all possible losses, and it may not be able to renew its insurance policies on favorable terms, or at all.

Although Loews Hotels & Co maintains various property, casualty and other insurance policies, proceeds from such insurance coverage may not be adequate for all liabilities or expenses incurred or revenues lost. Moreover, such insurance may not be available in the future at commercially reasonable costs and terms. The insurance coverage Loews Hotels & Co does obtain may contain large deductibles or fail to cover certain events, hazards or all potential losses.

Labor shortages could restrict Loews Hotels & Co s ability to operate its properties or grow its business or result in increased labor costs that could reduce its profits.

Loews Hotels & Co s properties are staffed 24 hours a day, seven days a week by thousands of employees. If it is unable to attract, retain, train and engage skilled employees, its ability to manage and staff its properties adequately could be impaired, which could reduce customer satisfaction. Staffing shortages could also hinder its ability to grow and expand its business. Because payroll costs are a major component of the operating expenses at its properties, a shortage of skilled labor could also require higher wages that would increase its labor costs.

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Risks Related to Us and Our Subsidiary, Consolidated Container Company LLC

Consolidated Container s substantial indebtedness could affect its ability to meet its obligations and may otherwise restrict its activities.

Consolidated Container has a significant amount of indebtedness, which requires significant interest payments. Its inability to generate sufficient cash flow to satisfy its debt obligations, or to refinance its obligations on commercially reasonable terms, would have a material adverse effect on its business. Consolidated Container s substantial indebtedness could have important consequences. For example, it could:

🌑 limit its ability to borrow money for its working capital, capital expenditures, debt service requirements or other corporate purposes;

🌑 increase its vulnerability to general adverse economic and industry conditions; and

🌑 limit its ability to respond to business opportunities, including growing its business through acquisitions.

In addition, the credit agreements governing its current indebtedness contain, and any future debt instruments would likely contain, financial and other restrictive covenants, which impose significant operating and financial restrictions on it. As a result of these covenants, Consolidated Container could be limited in the manner in which it conducts its business and may be unable to engage in favorable business activities or finance future operations or capital needs. Furthermore, a failure to comply with these covenants could result in an event of default which, if not cured or waived, could have a material adverse effect on Consolidated Container.

Fluctuations in raw material prices and raw material availability may affect Consolidated Container s results.

To produce its products, Consolidated Container uses large quantities of plastic resins and recycled plastic materials. It faces the risk that its access to these raw materials may be interrupted or that it may not be able to purchase these raw materials at prices that are acceptable to it. In general, Consolidated Container does not have long-term supply contracts with its suppliers, and its purchases of raw materials are subject to market price volatility. Although Consolidated Container generally is able to pass changes in the prices of raw materials through to its customers over a period of time, it may not always be able to do so or there may be a lag between when its costs increase and when it passes those costs through to its customers. It may not be able to pass through all future raw material price increases in a timely manner or at all due to competitive pressures. In addition, a sustained increase in resin and recycled plastic prices, relative to alternative packaging materials, would make plastic containers less economical for its customers and could result in a slower pace of conversions to, or reductions in the use of, plastic containers. Any limitation on its ability to procure its primary raw materials or to pass through price increases in such materials on a timely basis could negatively affect Consolidated Container.

Consolidated Container s customers may increase their self-manufacturing.

Increased self-manufacturing by Consolidated Container s customers may have a material adverse impact on its sales volume and financial results. Consolidated Container believes that its customers may engage in self-manufacturing over time at locations where transportation costs are high, and where low complexity and available space to install blow molding equipment exists.

Risks Related to Us and Our Subsidiaries Generally

In addition to the specific risks and uncertainties faced by our subsidiaries, as discussed above, we and all of our subsidiaries face additional risks and uncertainties described below.

Acts of terrorism could harm us and our subsidiaries.

Terrorist attacks and the continued threat of terrorism in the United States or abroad, the continuation or escalation of existing armed hostilities or the outbreak of additional hostilities, including military and other action by the United States and its allies, could have a significant impact on us and the assets and businesses of our subsidiaries. CNA

issues coverages that are exposed to risk of loss from an act of terrorism. Terrorist acts or the threat of terrorism could also result in increased political, economic and financial market instability, a decline in energy consumption and volatility in the price of oil and gas, which could affect the market for Diamond Offshore s drilling services and Boardwalk Pipeline s transportation and storage services. In addition, future terrorist attacks could lead to reductions in business travel and tourism which could harm Loews Hotels. While our subsidiaries take steps that they believe are appropriate to secure their assets, there is no assurance that they can completely secure them against a terrorist attack or obtain adequate insurance coverage for terrorist acts at reasonable rates.

Changes in tax laws, regulations or treaties, or the interpretation or enforcement thereof in jurisdictions in which we or our subsidiaries operate could adversely impact us.

Changes in federal, state or foreign tax laws, regulations or treaties applicable to us or our subsidiaries or changes in the interpretation or enforcement thereof could materially and adversely impact our and our subsidiaries tax liability, financial condition, results of operations and cash flows, including the amount of cash our subsidiaries have available to distribute to their shareholders, including us. In particular, potential changes to tax laws relating to tax attributes or credits, the corporate tax rate or the taxation of interest from municipal bonds (and thus the rate at which CNA discounts its long term care reserves) or foreign earnings could have such material adverse effects.

Our subsidiaries face significant risks related to compliance with environmental laws.

Our subsidiaries have extensive obligations and financial exposure related to compliance with federal, state, local, foreign and international environmental laws, including those relating to the discharge of substances into the environment, the disposal, removal or clean up of hazardous wastes and other activities relating to the protection of the environment. Many of such laws have become increasingly stringent in recent years and may in some cases impose strict liability, which could be substantial, rendering a person liable for environmental damage without regard to negligence or fault on the part of that person. For example, Diamond Offshore could be liable for damages and costs incurred in connection with oil spills related to its operations, including for conduct of or conditions caused by others. Boardwalk Pipeline is also subject to environmental laws and regulations, including requiring the acquisition of permits or other approvals to conduct regulated activities, restricting the manner in which it disposes of waste, requiring remedial action to remove or mitigate contamination resulting from a spill or other release and requiring capital expenditures to comply with pollution control requirements. Further, existing environmental laws or the interpretation or enforcement thereof may be amended and new laws may be adopted in the future.

Failures or interruptions in or breaches to our or our subsidiaries computer systems could materially and adversely affect our or our subsidiaries operations.

We and our subsidiaries are dependent upon information technologies, computer systems and networks, including those maintained by us and our subsidiaries and those maintained and provided to us and our subsidiaries by third parties (for example, software-as-a-service and cloud solutions), to conduct operations and are reliant on technology to help increase efficiency in our and their businesses. We and our subsidiaries are dependent upon operational and financial computer systems to process the data necessary to conduct almost all aspects of our and their businesses. Any failure of our or our subsidiaries computer systems, or those of our or their customers, vendors or others with whom we and they do business, could materially disrupt business operations. Computer, telecommunications and other business facilities and systems could become unavailable or impaired from a variety of causes, including storms and other natural disasters, terrorist attacks, fires, utility outages, theft, design defects, human error or complications encountered as existing systems are replaced or upgraded. In addition, it has been reported that unknown entities or groups have mounted so-called cyber attacks on businesses and other organizations solely to disable or disrupt computer systems, disrupt operations and, in some cases, steal data. In particular, the U.S. government has issued public warnings that indicate energy assets may be specific targets of cyber attacks, which can have catastrophic consequences and there have also been reports that hotel chains, among other consumer-facing businesses, have been

subject to various cyber attacks targeting payment card and other sensitive consumer information. Breaches of our and our subsidiaries computer security infrastructure can result from actions by our employees, vendors, third party administrators or by unknown third parties, and may disrupt our or their operations, cause damage to our or their assets and surrounding areas and impact our or their data framework or cause a failure to protect personal information of customers or employees.

The foregoing risks relating to disruption of service, interruption of operations and data loss could impact our and our subsidiaries ability to timely perform critical business functions, resulting in disruption or deterioration in our and our subsidiaries operations and business and expose us and our subsidiaries to monetary and reputational damages. In addition, potential exposures include substantially increased compliance costs and required computer system upgrades and security related investments. The breach of confidential information also could give rise to legal liability and regulatory action under data protection and privacy laws and regulations, both in the U.S. and foreign jurisdictions.

Some of our subsidiaries customer bases are concentrated.

Some of our subsidiaries customer bases are concentrated. For instance, during 2018, two of Diamond Offshore s customers in the Gulf of Mexico and Diamond Offshore s three largest customers accounted for 59% and an aggregate of 75% of its annual total consolidated revenues. In addition, the number of customers that it has performed services for declined from 35 in 2014 to 13 in 2018. For Boardwalk Pipeline, while no customer comprised more than 10% or more of its operating revenues, its top ten customers comprised approximately 40% of its revenues during 2018. Consolidated Container also depends on several large customers. The loss of or other problem with a significant customer could have a material adverse impact on these subsidiaries businesses and our financial results.

Loss of key vendor relationships or issues relating to the transitioning of vendor relationships could result in a materially adverse effect on our and our subsidiaries operations.

We and our subsidiaries rely on products, equipment and services provided by many third party suppliers, manufacturers and service providers in the United States and abroad, which exposes us and them to volatility in the quality, price and availability of such items. These include, for example, vendors of computer hardware, software and services, as well as other critical materials and services (including, in the case of CNA, claims administrators performing significant claims administration and adjudication functions). Certain products, equipment and services may be available from a limited number of sources. If one or more key vendors becomes unable to continue to provide products, equipment or services at the requisite level for any reason, or fails to protect our proprietary information, including in some cases personal information of employees, customers or hotel guests, we and our subsidiaries may experience a material adverse effect on our or their business, operations and reputation.

We could incur impairment charges related to the carrying value of the long-lived assets and goodwill of our subsidiaries.

Our subsidiaries regularly evaluate their long-lived assets and goodwill for impairment whenever events or changes in circumstances indicate the carrying value of these assets may not be recoverable. Most notably, we could incur impairment charges related to the carrying value of offshore drilling equipment at Diamond Offshore, pipeline and storage assets at Boardwalk Pipeline and hotel properties owned by Loews Hotels.

In particular, Diamond Offshore is currently experiencing declining demand for certain offshore drilling rigs as a result of excess rig supply in the industry and depressed market conditions. As a result, Diamond Offshore may incur additional asset impairments, rig retirements and/or rigs being scrapped.

We also test goodwill for impairment on an annual basis or when events or changes in circumstances indicate that a potential impairment exists. Asset impairment evaluations by us and our subsidiaries with respect to both long-lived assets and goodwill are, by nature, highly subjective. The use of different estimates and assumptions could result in materially different carrying values of our assets which could impact the need to record an impairment charge and the amount of any charge taken.

Changes in accounting principles and financial reporting requirements could adversely affect our or our subsidiaries operations.

We and our subsidiaries are required to prepare financial statements in accordance with accounting principles generally accepted in the United States of America (GAAP), as promulgated by the Financial Accounting Standards Board (FASB). It is possible that future accounting standards that we and our subsidiaries are required to adopt could change the current accounting treatment that we and our subsidiaries apply to our and our subsidiaries

consolidated financial statements and that such changes could have a material adverse effect on our and our subsidiaries results of operations and financial condition. For further information regarding changes in accounting standards that are currently pending and, if known, our estimates of their expected impact to the Company, see Note 1 to the Consolidated Financial Statements included under Item 8.

We are a holding company and derive substantially all of our income and cash flow from our subsidiaries.

We rely upon our invested cash balances and distributions from our subsidiaries to generate the funds necessary to meet our obligations and to declare and pay any dividends to holders of our common stock. Our subsidiaries are separate and independent legal entities and have no obligation, contingent or otherwise, to make funds available to us, whether in the form of loans, dividends or otherwise. The ability of our subsidiaries to pay dividends is subject to, among other things, the availability of sufficient earnings and funds in such subsidiaries, applicable state laws, including in the case of the insurance subsidiaries of CNA, laws and rules governing the payment of dividends by regulated insurance companies, and their compliance with covenants in their respective loan agreements. Claims of creditors of our subsidiaries will generally have priority as to the assets of such subsidiaries over our claims and those of our creditors and shareholders.

We and our subsidiaries face competition for senior executives and qualified specialized talent.

We and our subsidiaries depend on the services of our key personnel, who possess skills critical to the operation of our and their businesses. Our and our subsidiaries executive management teams are highly experienced and possess extensive skills in their relevant industries. The ability to retain senior executives and to attract and retain highly skilled professionals and personnel with specialized industry and technical experience is important to our and our subsidiaries success and future growth. Competition for this talent can be intense, and we and our subsidiaries may not be successful in our efforts. The unexpected loss of the services of these individuals could have a detrimental effect on us and our subsidiaries and could hinder our and their ability to effectively compete in the various industries in which we and they operate.

From time to time we and our subsidiaries are subject to litigation, for which we and they may be unable to accurately assess the level of exposure and which if adversely determined, may have a significant adverse effect on our or their consolidated financial condition or results of operations.

We and our subsidiaries are or may become parties to legal proceedings and disputes. These matters may include, among others, contract disputes, claims disputes, reinsurance disputes, personal injury claims, environmental claims or proceedings, asbestos and other toxic tort claims, intellectual property disputes, disputes related to employment and tax matters and other litigation incidental to our or their businesses. Although our current assessment is that, other than as disclosed in this Report, there is no pending litigation that could have a significant adverse impact, it is difficult to predict the outcome or effect of any litigation matters and if our assessment proves to be in error, then the outcome of litigation could have a significant impact on our financial statements.

We could have liability in the future for tobacco-related lawsuits.

As a result of our ownership of Lorillard, Inc. (Lorillard) prior to the separation of Lorillard from us in 2008 (the Separation), from time to time we have been named as a defendant in tobacco-related lawsuits and could be named as a defendant in additional tobacco-related suits, notwithstanding the completion of the Separation. In the Separation Agreement entered into between us and Lorillard and its subsidiaries in connection with the Separation, Lorillard and each of its subsidiaries has agreed to indemnify us for liabilities related to Lorillard s tobacco business, including liabilities that we may incur for current and future tobacco-related litigation against us. While we do not believe that we have any liability for tobacco-related claims, and we have never been held liable for any such claims, an adverse decision in a tobacco-related lawsuit against us could, if the indemnification is deemed for any reason to be

unenforceable or any amounts owed to us thereunder are not collectible, in whole or in part, have a material adverse effect on us.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

Our corporate headquarters is located in approximately 136,000 square feet of leased office space in two buildings in New York City. We also lease approximately 21,000 square feet of office space in one building in White Plains, New York. Information relating to our subsidiaries properties is contained under Item 1.

Item 3. Legal Proceedings.

Information on our legal proceedings is included in Notes 18 and 19 of the Notes to Consolidated Financial Statements, included under Item 8.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

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

Our common stock is listed on the New York Stock Exchange under the symbol L .

The following graph compares annual total return of our Common Stock, the Standard & Poor s 500 Composite Stock Index (S&P 500 Index) and our peer group set forth below (Loews Peer Group) for the five years ended December 31, 2018. The graph assumes that the value of the investment in our Common Stock, the S&P 500 Index and the Loews Peer Group was $100 on December 31, 2013 and that all dividends were reinvested.

	2013	2014	2015	2016	2017	**2018**
Loews Common Stock	100.0	87.61	80.58	98.88	106.19	**97.11**
S&P 500 Index	100.0	113.69	115.26	129.05	157.22	**150.33**
Loews Peer Group (a)	100.0	105.32	99.71	115.75	119.22	**111.86**

(a) The Loews Peer Group consists of the following companies that are industry competitors of our principal operating subsidiaries: Chubb Limited (name change from ACE Limited after it acquired The Chubb Corporation on January 15, 2016), W.R. Berkley Corporation, The Chubb Corporation (included through January 15, 2016 when it was acquired by ACE Limited), Energy Transfer Partners L.P. (included through October 18, 2018 when it merged with Energy Transfer Equity, L.P.), Ensco plc, The Hartford Financial Services Group, Inc., Kinder Morgan Energy Partners, L.P. (included through November 26, 2014 when it was acquired by Kinder Morgan Inc.), Noble Corporation plc, Spectra Energy Corp (included through February 24, 2017 when it was acquired by Enbridge Inc.), Transocean Ltd. and The Travelers Companies, Inc.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides certain information as of December 31, 2018 with respect to our equity compensation plans under which our equity securities are authorized for issuance.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders (a)	4,088,037	$ 39.90	5,697,124
Equity compensation plans not approved by security holders (b)	N/A	N/A	N/A

(a) Reflects 3,470,953 outstanding stock appreciation rights awarded under the Loews Corporation 2000 Stock Option Plan, 598,254 outstanding unvested time-based and performance-based restricted stock units (RSUs) and 18,830 deferred vested time-based RSUs awarded under the Loews Corporation 2016 Incentive Compensation Plan. The weighted average exercise price does not take into account RSUs as they do not have an exercise price.
(b) We do not have equity compensation plans that have not been approved by our shareholders.

Approximate Number of Equity Security Holders

As of February 1, 2019, we had approximately 750 holders of record of our common stock.

Common Stock Repurchases

During the fourth quarter of 2018, we purchased shares of our common stock as follows:

Period	(a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Maximum number of shares (or approximate dollar value) of shares that may yet be purchased under the plans or programs (in millions)

October 1, 2018 - October 31, 2018	905,317	$ 47.14	N/A	N/A
November 1, 2018 - November 30, 2018	938,458	48.25	N/A	N/A
December 1, 2018 - December 31, 2018	1,043,116	45.27	N/A	N/A

Item 6. Selected Financial Data.

The following table presents selected financial data. The table should be read in conjunction with Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations and Item 8. Financial Statements and Supplementary Data of this Form 10-K.

Year Ended December 31 **(In millions, except per share data)**	**2018**	2017 (a)	2016 (a)	2015 (a)	2014 (a)
Results of Operations:					
Revenues	**$ 14,066**	$ 13,735	$ 13,105	$ 13,415	$ 14,325
Income before income tax	**$ 834**	$ 1,582	$ 936	$ 244	$ 1,810
Income from continuing operations	**$ 706**	$ 1,412	$ 716	$ 287	$ 1,353
Discontinued operations, net					(391)
Net income	**706**	1,412	716	287	962
Amounts attributable to noncontrolling interests	**(70)**	(248)	(62)	(27)	(371)
Net income attributable to Loews Corporation	**$ 636**	$ 1,164	$ 654	$ 260	$ 591
Net income attributable to Loews Corporation:					
Income from continuing operations	**$ 636**	$ 1,164	$ 654	$ 260	$ 962
Discontinued operations, net					(371)
Net income	**$ 636**	$ 1,164	$ 654	$ 260	$ 591
Diluted Net Income Per Share:					
Income from continuing operations	**$ 1.99**	$ 3.45	$ 1.93	$ 0.72	$ 2.52
Discontinued operations, net					(0.97)
Net income	**$ 1.99**	$ 3.45	$ 1.93	$ 0.72	$ 1.55
Financial Position:					
Investments	**$ 48,186**	$ 52,226	$ 50,711	$ 49,400	$ 52,032
Total assets	**78,316**	79,586	76,594	76,006	78,342
Debt	**11,376**	11,533	10,778	10,560	10,643
Shareholders equity	**18,518**	19,204	18,163	17,561	19,280
Cash dividends per share	**0.25**	0.25	0.25	0.25	0.25
Book value per share	**59.34**	57.83	53.96	51.67	51.70
Shares outstanding	**312.07**	332.09	336.62	339.90	372.93

(a) Prior period revenues have not been adjusted under the modified retrospective method of adoption for Accounting Standard Update (ASU) 2014-09, Revenue from Contracts with Customer (Topic 606) or ASU 2016-01, Financial Instruments Overall (Subtopic 825-10); Recognition and Measurement of Financial Assets and Financial Liabilities. For further information, see Note 1 of the Notes to the Consolidated Financial Statements, included

under Item 8.

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

Management s discussion and analysis of financial condition and results of operations is comprised of the following sections:

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OVERVIEW

We are a holding company and have five reportable segments comprised of four individual operating subsidiaries, CNA Financial Corporation (CNA), Diamond Offshore Drilling, Inc. (Diamond Offshore), Boardwalk Pipeline Partners, LP (Boardwalk Pipeline) and Loews Hotels Holding Corporation (Loews Hotels & Co); and the Corporate segment. The operations of Consolidated Container Company LLC (Consolidated Container) since the acquisition date in the second quarter of 2017 are included in the Corporate segment. Each of our operating subsidiaries is headed by a chief executive officer who is responsible for the operation of its business and has the duties and authority commensurate with that position.

We rely upon our invested cash balances and distributions from our subsidiaries to generate the funds necessary to meet our obligations and to declare and pay any dividends to our shareholders. The ability of our subsidiaries to pay dividends is subject to, among other things, the availability of sufficient earnings and funds in such subsidiaries, applicable state laws, including in the case of the insurance subsidiaries of CNA, laws and rules governing the payment of dividends by regulated insurance companies (see Note 14 of the Notes to Consolidated Financial Statements included under Item 8) and compliance with covenants in their respective loan agreements. Claims of creditors of our subsidiaries will generally have priority as to the assets of such subsidiaries over our claims and those of our creditors and shareholders.

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

The following discussion should be read in conjunction with Item 1A, Risk Factors, and Item 8, Financial Statements and Supplementary Data of this Form 10-K.

RESULTS OF OPERATIONS

Consolidated Financial Results

The following table summarizes net income attributable to Loews Corporation by segment and net income per share attributable to Loews Corporation for the years ended December 31, 2018, 2017 and 2016:

Year Ended December 31 **(In millions)**	**2018**	2017 (a)	2016
CNA Financial	**$ 726**	$ 801	$ 774
Diamond Offshore	**(112)**	(27)	(186)
Boardwalk Pipeline	**135**	380	89
Loews Hotels & Co	**48**	64	12
Corporate	**(161)**	(54)	(35)
Net income attributable to Loews Corporation	**$ 636**	$ 1,164	$ 654
Basic net income per common share	**$ 1.99**	$ 3.46	$ 1.93
Diluted net income per common share	**$ 1.99**	$ 3.45	$ 1.93

(a) Net income for the year ended December 31, 2017 includes a significant net benefit of $200 million, resulting from the Tax Cuts and Jobs Act of 2017 (Tax Act). This net benefit primarily relates to the remeasurement of Loews s net deferred tax liability precipitated by the lowering of the U.S. federal corporate tax rate from 35% to 21%. This net benefit is comprised of a net benefit of $294 million and $27 million at Boardwalk Pipeline and Loews Hotels & Co partially offset by charges of $78 million, $36 million and $7 million at CNA, Diamond Offshore and Corporate.

2018 Compared with 2017

Consolidated net income attributable to Loews Corporation for 2018 was $636 million, or $1.99 per share, compared to $1.16 billion, or $3.45 per share, in 2017.

Net income attributable to Loews Corporation in 2018 decreased as compared to the prior year primarily due to the prior year net benefit of $200 million from the Tax Act. Excluding the impact of the Tax Act, earnings decreased due to lower results at CNA and Diamond Offshore partially offset by higher earnings at Loews Hotels & Co and Boardwalk Pipeline.

2017 Compared with 2016

Consolidated net income attributable to Loews Corporation for 2017 was $1.16 billion, or $3.45 per share, compared to $654 million, or $1.93 per share, in 2016.

Net income attributable to Loews Corporation in 2017 increased as compared to the prior year partially due to the net benefit from the Tax Act discussed above. Absent this benefit, net income increased $310 million primarily from higher earnings at CNA, Loews Hotels & Co and Diamond Offshore. Net income for 2017 and 2016 included asset impairment charges at Diamond Offshore of $32 million and $267 million (both after tax and noncontrolling interests).

CNA Financial

The following table summarizes the results of operations for CNA for the years ended December 31, 2018, 2017 and 2016 as presented in Note 20 of the Notes to Consolidated Financial Statements included under Item 8. For further discussion of Net investment income and Net realized investment results, see the Investments section of this MD&A.

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Revenues:			
Insurance premiums	**$ 7,312**	$ 6,988	$ 6,924
Net investment income	**1,817**	2,034	1,988
Investment gains (losses)	**(57)**	122	62
Non-insurance warranty revenue (Notes 1 and 13)	**1,007**	390	361
Operating revenues and other	**55**	49	49
Total	**10,134**	9,583	9,384
Expenses:			
Insurance claims and policyholders benefits	**5,572**	5,310	5,283
Amortization of deferred acquisition costs	**1,335**	1,233	1,235
Non-insurance warranty expense (Notes 1 and 13)	**923**	299	271
Other operating expenses	**1,203**	1,224	1,287
Interest	**138**	203	167
Total	**9,171**	8,269	8,243
Income before income tax	**963**	1,314	1,141
Income tax expense	**(151)**	(419)	(279)
Net income	**812**	895	862
Amounts attributable to noncontrolling interests	**(86)**	(94)	(88)
Net income attributable to Loews Corporation	**$ 726**	$ 801	$ 774

2018 Compared with 2017

Net income attributable to Loews Corporation decreased $75 million in 2018 as compared with 2017 primarily due to lower net investment income driven by limited partnership investments and lower favorable net prior year loss reserve development partially offset by lower net catastrophe losses. Earnings were also impacted by lower net realized investment results driven by lower net realized investment gains on sales of securities. Favorable net prior year loss reserve development of $181 million and $308 million was recorded in 2018 and 2017.

2017 Compared with 2016

Net income attributable to Loews Corporation increased $27 million in 2017 as compared with 2016 primarily due to improved non-catastrophe current accident year underwriting results, lower adverse prior year reserve development recorded under the 2010 asbestos and environmental pollution (A&EP) loss portfolio transfer, higher net investment income and higher net realized investment results. These increases were partially offset by higher net catastrophe losses in 2017, and a loss of $24 million (after tax and noncontrolling interests) on the early redemption of debt in 2017. As a result of the Tax Act, CNA s net deferred tax assets were remeasured as of the date of enactment, resulting in a one-time decrease to net income of $87 million ($78 million after noncontrolling interests).

CNA s Property & Casualty and Other Insurance Operations

CNA s Property & Casualty Operations include its Specialty, Commercial and International lines of business. CNA s Other Insurance Operations outside of Property & Casualty Operations include its long term care business that is in run-off, certain corporate expenses, including interest on CNA s corporate debt, and certain property and casualty businesses in run-off, including CNA Re and A&EP. CNA s products and services are primarily marketed through independent agents, brokers and managing general underwriters to a wide variety of customers, including small, medium and large businesses, insurance companies, associations, professionals and other groups. We believe the presentation of CNA as one reportable segment is appropriate in accordance with applicable accounting standards on segment reporting. However, for purposes of this discussion and analysis of the results of operations, we provide greater detail with respect to CNA s Property & Casualty Operations and Other Insurance Operations to enhance the reader s understanding and to provide further transparency into key drivers of CNA s financial results.

Core income (loss) is calculated by excluding from net income (loss) (i) net realized investment gains or losses, (ii) income or loss from discontinued operations, (iii) any cumulative effects of changes in accounting guidance and (iv) deferred tax asset and liability remeasurement as a result of an enacted U.S. federal tax rate change. In addition, core income (loss) excludes the effects of noncontrolling interests. The calculation of core income (loss) excludes net realized investment gains or losses because net realized investment gains or losses are generally driven by economic factors that are not necessarily consistent with key drivers of underwriting performance, and are therefore not considered an indication of trends in insurance operations. Core income (loss) is deemed to be a non-GAAP financial measure and management believes this measure is useful to investors as management uses this measure to assess financial performance.

Property & Casualty Operations

In evaluating the results of the Property & Casualty Operations, CNA utilizes the loss ratio, the expense ratio, the dividend ratio and the combined ratio. These ratios are calculated using GAAP financial results. The loss ratio is the percentage of net incurred claim and claim adjustment expenses to net earned premiums. The expense ratio is the percentage of insurance underwriting and acquisition expenses, including the amortization of deferred acquisition costs, to net earned premiums. The dividend ratio is the ratio of policyholders dividends incurred to net earned premiums. The combined ratio is the sum of the loss, expense and dividend ratios. In addition, CNA also utilizes renewal premium change, rate, retention and new business in evaluating operating trends. Renewal premium change represents the estimated change in average premium on policies that renew, including rate and exposure changes. Rate represents the average change in price on policies that renew excluding exposure changes. Retention represents the percentage of premium dollars renewed in comparison to the expiring premium dollars from policies available to renew. Renewal premium change, rate and retention presented for the prior year are updated to reflect subsequent activity on policies written in the period. New business represents premiums from policies written with new customers and additional policies written with existing customers.

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The following tables summarize the results of CNA s Property & Casualty Operations for the years ended December 31, 2018, 2017 and 2016.

Year Ended December 31, 2018 (In millions, except %)	**Specialty**	**Commercial**	**International**	**Total**
Net written premiums	**$ 2,744**	**$ 3,060**	**$ 1,018**	**$ 6,822**
Net earned premiums	**2,732**	**3,050**	**1,001**	**6,783**
Net investment income	**439**	**500**	**57**	**996**
Core income (loss)	**629**	**357**	**(19)**	**967**
Other performance metrics:				
Loss and loss adjustment expense ratio	**55.9%**	**67.3%**	**69.8%**	**63.1%**
Expense ratio	**32.1**	**33.1**	**36.7**	**33.2**
Dividend ratio	**0.2**	**0.7**		**0.4**
Combined ratio	**88.2%**	**101.1%**	**106.5%**	**96.7%**
Rate	**2%**	**1%**	**3%**	**2%**
Renewal premium change	**3**	**3**	**7**	**4**
Retention	**84**	**85**	**76**	**83**
New business	**$ 353**	**$ 566**	**$ 307**	**$ 1,226**

Year Ended December 31, 2017

Net written premiums	$ 2,731	$ 2,922	$ 881	$ 6,534
Net earned premiums	2,712	2,881	857	6,450
Net investment income	522	658	52	1,232
Core income	582	369	8	959
Other performance metrics:				
Loss and loss adjustment expense ratio	56.5%	67.0%	67.0%	62.6%
Expense ratio	32.0	35.1	37.8	34.2
Dividend ratio	0.2	0.6		0.3
Combined ratio	88.7%	102.7%	104.8%	97.1%
Rate	1%	0%	0%	0%
Renewal premium change	3	3	2	3
Retention	89	86	80	86
New business	$ 242	$ 568	$ 275	$ 1,085

Year Ended December 31, 2016 (In millions, except %)	Specialty	Commercial	International	Total
Net written premiums	$ 2,738	$ 2,883	$ 821	$ 6,442
Net earned premiums	2,743	2,840	806	6,389
Net investment income	497	657	51	1,205
Core income	606	355	21	982
Other performance metrics:				
Loss and loss adjustment expense ratio	54.3%	67.1%	61.0%	60.8%
Expense ratio	32.1	36.7	38.1	34.9
Dividend ratio	0.2	0.3		0.2
Combined ratio	86.6%	104.1%	99.1%	95.9%
Rate	1%	(2)%	(1)%	(1)%
Renewal premium change	2	3	(1)	2
Retention	88	84	76	85
New business	$ 239	$ 530	$ 240	$ 1,009

2018 Compared with 2017

Total net written premiums increased $288 million in 2018 as compared with 2017 primarily due to increases in Commercial and International. Excluding the effect of Small Business premium rate adjustments as discussed in Note 19 of the Notes to Consolidated Financial Statements included under Item 8, net written premiums for Commercial increased $86 million driven by positive renewal premium change partially offset by a higher level of ceded reinsurance. Excluding the effect of foreign currency exchange rates, net written premiums for International increased $115 million or 12.6% in 2018 as compared with 2017, driven by higher new business, positive renewal premium change and a favorable change in estimate of ultimate premium partially offset by a higher level of ceded reinsurance. The trend in net earned premiums was consistent with net written premiums in Commercial and International in 2018 as compared with 2017.

Core income increased $8 million in 2018 as compared with 2017. Excluding the favorable effect of the corporate income tax rate change and the Small Business premium rate adjustments, core income decreased approximately $179 million due to lower net investment income, driven by limited partnership returns, and lower favorable net prior year loss reserve development partially offset by lower net catastrophe losses and improved non-catastrophe current accident year underwriting results.

Pretax net catastrophe losses were $252 million in 2018 as compared with $380 million in 2017. For 2018 and 2017, Specialty had net catastrophe losses of $26 million and $44 million, Commercial had net catastrophe losses of $193 million and $272 million and International had net catastrophe losses of $33 million and $64 million.

Favorable net prior year loss reserve development of $150 million and $174 million was recorded in 2018 and 2017 for Specialty. Favorable net prior year loss reserve development of $25 million and $115 million was recorded in 2018 and 2017 for Commercial and favorable net prior year loss reserve development of $4 million and $9 million was recorded in 2018 and 2017 for International. Further information on net prior year development is included in Note 8 of the Notes to Consolidated Financial Statements included under Item 8.

Specialty s combined ratio of 88.2% improved 0.5 points in 2018 as compared with 2017. The loss ratio improved 0.6 points primarily due to an improved current accident year loss ratio partially offset by lower favorable net prior year loss reserve development. The expense ratio in 2018 was consistent with 2017.

Commercial s combined ratio of 101.1% improved 1.6 points in 2018 as compared with 2017. The loss ratio increased 0.3 points driven by lower favorable net prior year loss reserve development partially offset by lower net catastrophe losses. Excluding the Small Business premium rate adjustments, the expense ratio improved 1.5 points driven by lower employee costs and IT spend.

International s combined ratio of 106.5% increased 1.7 points in 2018 as compared with 2017. The loss ratio increased 2.8 points, primarily due to elevated property losses and professional liability losses in CNA s London operation and lower favorable net prior year loss reserve development partially offset by lower net catastrophe losses. The expense ratio improved 1.1 points in 2018 as compared with 2017 driven by higher net earned premiums partially offset by higher acquisition expenses.

Effective October 1, 2018, Hardy no longer writes property treaty, marine hull and construction all risk/erection all risk through the Lloyd s platform. While these three classes combined represented a relatively small component of International s business when combined with other underwriting actions, it will result in lower net written premiums within International s business.

2017 Compared with 2016

Total net written premiums increased $92 million in 2017 as compared with 2016. Net written premiums for International increased $60 million in 2017 as compared with 2016 due to higher new business, positive renewal premium change and higher retention. Excluding the effect of foreign currency exchange rates and premium development, net written premiums for International increased 8.1% in 2017. Net written premiums for Specialty were consistent with 2016. New business, renewal premium change and retention also remained at consistent levels for Specialty. Net written premiums for Commercial increased $39 million in 2017 as compared with 2016, primarily driven by higher new business within Middle Markets, strong retention and positive renewal premium change. This was partially offset by an unfavorable premium rate adjustment within its Small Business unit as discussed in Note 19 to the Consolidated Financial Statements under Item 8. The change in net earned premiums for Commercial and International was consistent with the trend in net written premiums.

Core income decreased $23 million in 2017 as compared with 2016 driven by higher net catastrophe losses, partially offset by improved non-catastrophe current accident year underwriting results and higher net investment income. In addition, results reflect the favorable period over period effect of foreign currency exchange.

Pretax net catastrophe losses were $380 million in 2017 as compared with $165 million in 2016 as 2017 was impacted by Hurricanes Harvey, Irma and Maria. For 2017 and 2016, Specialty had net catastrophe losses of $44 million and $17 million, Commercial had net catastrophe losses of $272 million and $117 million and International had net catastrophe losses of $64 million and $31 million.

Favorable net prior year loss reserve development of $174 million and $247 million was recorded in 2017 and 2016 for Specialty. Favorable net prior year loss reserve development of $115 million as compared with unfavorable net prior year loss reserve development of $15 million was recorded in 2017 and 2016 for Commercial and favorable net prior year loss reserve development of $9 million and $58 million was recorded in 2017 and 2016 for International. Further information on net prior year development is included in Note 8 of the Notes to Consolidated Financial Statements included under Item 8.

Specialty s combined ratio increased 2.1 points in 2017 as compared with 2016. The loss ratio increased 2.2 points primarily due to lower favorable net prior year loss reserve development and higher net catastrophe losses. The loss ratio, excluding catastrophes and development, improved 1.5 points. The expense ratio in 2017 was consistent with 2016.

Commercial s combined ratio improved 1.4 points in 2017 as compared with 2016. The loss ratio improved 0.1 points primarily due to the favorable period over period effect of net prior year loss reserve development, partially offset by higher net catastrophe losses. The loss ratio, excluding catastrophes and development, improved 1.7 points. The expense ratio improved 1.6 points in 2017 as compared with 2016 reflecting both CNA s ongoing efforts to improve productivity and the actions taken in last year s third and fourth quarters to reduce expenses.

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International s combined ratio increased 5.7 points in 2017 as compared with 2016. The loss ratio increased 6.0 points primarily due to lower favorable net prior year loss reserve development and higher net catastrophe losses, partially offset by lower current accident year large losses. The loss ratio excluding catastrophes and development improved 3.0 points. The expense ratio improved 0.3 points in 2017 as compared with 2016 primarily due to the higher net earned premiums.

Other Insurance Operations

The following table summarizes the results of CNA s Other Insurance Operations for the years ended December 31, 2018, 2017 and 2016.

Years Ended December 31 **(In millions)**	**2018**	2017	2016
Net earned premiums	**$ 530**	$ 539	$ 536
Net investment income	**821**	802	783
Core loss	**(122)**	(40)	(158)

2018 Compared with 2017

The core loss was $122 million in 2018, an increase of $82 million as compared with 2017. Excluding the unfavorable effect of the corporate income tax rate change, core loss increased by approximately $4 million. Persistency continues to benefit from a high proportion of policyholders choosing to reduce benefits in lieu of premium rate increases. The favorable persistency trend was partially offset by a significant number of policies converting to a fully paid-up status with modest future benefits following the termination of a large group account. The reserves associated with these converted policies were, on average, slightly higher than the previously recorded carried reserves, resulting in a negative financial impact. Morbidity continues to trend in line with expectations. Additionally, the release of long term care claim reserves resulting from the annual claims experience study was slightly lower in 2018 as compared with 2017. The core loss was also impacted by non-recurring costs of $27 million associated with the transition to a new IT infrastructure service provider and higher adverse net prior year reserve development recorded in 2018 for A&EP under the loss portfolio transfer as compared with 2017, as further discussed in Note 8 of the Notes to Consolidated Financial Statements included under Item 8, partially offset by lower interest expense.

2017 Compared with 2016

Core loss was $40 million in 2017, an improvement of $118 million as compared with 2016. This improvement was primarily driven by lower adverse prior year reserve development in 2017 for A&EP under the loss portfolio transfer, as further discussed in Note 8 of the Notes to Consolidated Financial Statements included under Item 8. In addition, the improvement also reflects a higher release of long term claim reserves resulting from the annual claims experience study as compared with 2016, higher net investment income and improved results in the long term care business driven by favorable morbidity partially offset by unfavorable persistency.

Non-GAAP Reconciliation of Core Income to Net Income

The following table reconciles core income to net income attributable to Loews Corporation for the CNA segment for the years ended December 31, 2018, 2017 and 2016:

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Core income (loss):			
Property & Casualty Operations	**$ 967**	$ 959	$ 982
Other Insurance Operations	**(122)**	(40)	(158)
Total core income	**845**	919	824
Realized investment gains (losses) (after tax)	**(43)**	82	43
Charge related to the Tax Act		(87)	
Consolidating adjustments including purchase accounting and noncontrolling interests	**(76)**	(113)	(93)
Net income attributable to Loews Corporation	**$ 726**	$ 801	$ 774

Referendum on the United Kingdom s Membership in the European Union

In 2016, the United Kingdom (U.K.) approved an exit from the European Union (E.U.), commonly referred to as Brexit. Brexit is scheduled to be completed in early 2019. As treaties between the U.K. and the E.U. have not been finalized, as of January 1, 2019, CNA intends to write business in the E.U. through its recently established European subsidiary in Luxembourg as its U.K.-domiciled subsidiary will presumably no longer provide a platform for CNA s operations throughout the European continent. As a result of such structural changes and modification to CNA s European operations, the complexity and cost of regulatory compliance of its European business has increased and will likely continue to result in elevated expenses.

Diamond Offshore

Overview

Over the past five years, crude oil prices have been volatile, reaching a high of $115 per barrel in 2014, but dropping to $55 per barrel by the end of 2014. In 2015, oil prices continued to decline, closing at $37 per barrel at the end of that year, and continuing to fall to a low of $28 per barrel during 2016 before recovering to nearly $57 per barrel by the end of 2016. While the price of crude oil continued to fluctuate in 2017 and 2018, as of the date of this Report, the current spot price for Brent crude was in the $60 per barrel range. As a result of this volatility in commodity price and its uncertain future, the offshore drilling industry has experienced a substantial decline in demand for its services, as well as a significant decline in dayrates for contract drilling services. Although demand and offshore utilization increased during 2018, with industry-wide floater utilization averaging near 60% at the end of 2018 based on analyst reports, dayrates remain low as the increase in oil prices from earlier lows has not yet resulted in significantly higher dayrates. If dayrates increase, offshore drillers with more available floaters and/or unpriced options for currently committed rigs will be better positioned to take advantage of the market recovery as it materializes.

Tendering activity has also increased. During 2018 and continuing into 2019, there was an increase in contract tenders for late 2019 and 2020 project commencements, primarily for work in the North Sea and Australia floater markets. Industry analysts also predict that there will be additional opportunities in the West Africa market in the near term. Reflective of the uncertainty in the market, many of these tenders have been limited to single-well jobs, with options

for future wells. Although some geographic areas appear to be improving, other markets show little or no sign of recovery at this time.

From a supply perspective, industry analysts have reported that during 2018, the global supply of floater rigs decreased for the fourth consecutive year, with 20 floaters being scrapped during the year. Based on these reports, over 200 drilling rigs, including 119 floaters, have been retired since 2014. However, the offshore floater market remains oversupplied, as there are drilling rigs across all water depth categories that are not contracted or that are cold stacked as of the date of this Report. Industry reports also indicate that there remain approximately 40 newbuild

floaters on order with scheduled deliveries in 2019 and 2020, most of which have not yet been contracted for future work. In addition, several rig reactivations were announced during 2018 and in early 2019, including the ongoing reactivations of the *Ocean Endeavor* and *Ocean Onyx* that have been brought out of cold stack to fulfill newly-acquired contracts. These factors provide for a continued, challenging offshore drilling market in the near term.

Contract Drilling Backlog

Diamond Offshore s contract drilling backlog was $2.0 billion, $2.0 billion and $2.4 billion as of January 1, 2019 (based on contract information known at that time), October 1, 2018 (the date reported in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2018) and January 1, 2018 (the date reported in our Annual Report on Form 10-K for the year ended December 31, 2017). The contract drilling backlog by year as of January 1, 2019 is $0.9 billion in 2019, $0.8 billion in 2020 and an aggregate of $0.3 billion in 2021 and 2022. Contract drilling backlog excludes a future gross margin commitment of $30 million in 2019, $30 million in 2020 and an aggregate of $75 million for the 2021 through 2023 payable by a customer in the form of a guarantee of gross margin to be earned on future contracts or by direct payment at the end of each period pursuant to terms of an existing contract.

Contract drilling backlog includes only firm commitments (typically represented by signed contracts) and is calculated by multiplying the contracted operating dayrate by the firm contract period. Diamond Offshore s calculation also assumes full utilization of its drilling equipment for the contract period (excluding scheduled shipyard and survey days); however, the amount of actual revenue earned and the actual periods during which revenues are earned will be different than the amounts and periods stated above due to various factors affecting utilization such as weather conditions and unscheduled repairs and maintenance. Contract drilling backlog excludes revenues for mobilization, demobilization, contract preparation and customer reimbursables. Changes in Diamond Offshore s contract drilling backlog between periods are generally a function of the performance of work on term contracts, as well as the extension or modification of existing term contracts and the execution of additional contracts. In addition, under certain circumstances, Diamond Offshore s customers may seek to terminate or renegotiate its contracts, which could adversely affect its reported backlog.

Results of Operations

Diamond Offshore s pretax operating income (loss) is primarily a function of contract drilling revenue earned less contract drilling expenses incurred or recognized. The two most significant variables affecting Diamond Offshore s contract drilling revenues are dayrates earned and rig utilization rates achieved by its rigs, each of which is a function of rig supply and demand in the marketplace. Revenues are also affected by the acquisition or disposal of rigs, rig mobilizations, required surveys and shipyard projects.

Operating expenses represent all direct and indirect costs associated with the operation and maintenance of Diamond Offshore s drilling equipment. The principal components of Diamond Offshore s operating costs are, among other things, direct and indirect costs of labor and benefits, repairs and maintenance, freight, regulatory inspections, boat and helicopter rentals and insurance.

The following table summarizes the results of operations for Diamond Offshore for the years ended December 31, 2018, 2017 and 2016 as presented in Note 20 of the Notes to Consolidated Financial Statements included under Item 8:

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Revenues:			
Net investment income	**$ 8**	$ 2	$ 1
Investment losses			(12)
Contract drilling revenues	**1,060**	1,451	1,525
Other revenues	**25**	47	75
Total	**1,093**	1,500	1,589
Expenses:			
Contract drilling expenses	**723**	802	772
Other operating expenses			
Impairment of assets	**27**	100	680
Other expenses	**446**	471	518
Interest	**123**	149	90
Total	**1,319**	1,522	2,060
Loss before income tax	**(226)**	(22)	(471)
Income tax benefit	**30**	4	111
Amounts attributable to noncontrolling interests	**84**	(9)	174
Loss attributable to Loews Corporation	**$ (112)**	$ (27)	$ (186)

2018 Compared with 2017

Contract drilling revenue decreased $391 million in 2018 as compared with 2017, primarily due to 955 fewer revenue earning days, combined with the effect of lower average daily revenue earned. Contract drilling expense decreased $79 million in 2018 as compared with 2017, primarily due to reduced costs of $52 million for currently cold-stacked and previously-owned rigs, which had incurred contract drilling expense in 2017, combined with decreased costs for the current rig fleet of $27 million. The decrease in contract drilling expense for the current fleet reflects lower labor and personnel costs and other rig operating costs and the deferral of costs associated with contract preparation activities for rigs as they prepare for new contracts in 2019, partially offset by increased costs for repairs and maintenance and related rig operating costs.

Interest expense decreased $26 million in 2018 as compared with 2017, primarily due to the absence of costs resulting from the redemption of debt in 2017, partially offset by incremental interest expense from senior notes issued in 2017.

Net loss attributable to Loews Corporation increased $85 million in 2018 as compared with 2017, primarily due to lower revenue from contract drilling services discussed above. The decrease in net results was partially offset by lower depreciation expense, primarily due to a lower asset base in 2018 as a result of the sale of rigs and asset impairments, lower impairment charges and a net income tax benefit.

2017 Compared with 2016

Contract drilling revenue decreased $74 million in 2017 as compared with 2016, primarily due to lower average daily revenue, partially offset by the favorable impact of an aggregate 353 incremental revenue earning days. Total contract drilling expense increased $30 million in 2017 as compared with 2016, reflecting higher amortized rig mobilization expense of $25 million and incremental contract drilling costs associated with the drillships of $28 million, partially offset by a net reduction in other rig operating and overhead costs of $23 million.

Net results improved $159 million in 2017 as compared with 2016, primarily due to a lower aggregate impairment charge recognized in 2017 of $100 million ($32 million after taxes and noncontrolling interests) as compared with $680 million ($267 million after taxes and noncontrolling interests) in 2016 and reduced depreciation expense, primarily due to a lower depreciable asset base as a result of asset impairments recognized in 2016 and 2017. In addition, results reflect a net reduction in rig operating results and an increase in interest expense due to a loss of $35 million ($11 million after tax and noncontrolling interests) related to the redemption of debt in 2017 and a reduction in interest capitalized during 2017 due to the completion of construction projects in 2016.

The income tax provision for the year ended December 31, 2017 includes a $36 million one-time charge related to the Tax Act, which consisted of: (i) a $75 million charge for the mandatory, deemed repatriation of foreign earnings, inclusive of the utilization of certain tax attributes offset by a provisional liability for uncertain tax positions related to such attributes, (ii) a $74 million credit resulting from the remeasurement of net deferred tax liabilities at the lower corporate tax rate and (iii) a $35 million charge recorded at the Loews Corporation level for the difference between the book basis and tax basis in Diamond Offshore.

Boardwalk Pipeline

On June 29, 2018, Boardwalk GP, LP (General Partner), the general partner of Boardwalk Pipeline and an indirect wholly owned subsidiary of the Company, elected to exercise its right to purchase all of the issued and outstanding common units representing limited partnership interests in Boardwalk Pipeline not already owned by the General Partner or its affiliates pursuant to Section 15.1(b) of Boardwalk Pipeline s Third Amended and Restated Agreement of Limited Partnership, as amended (Limited Partnership Agreement). On July 18, 2018, the General Partner completed the transaction for a cash purchase price, determined in accordance with the Limited Partnership Agreement, of $12.06 per unit, or approximately $1.5 billion, in the aggregate. For further information on this transaction, see Note 2 of the Notes to Consolidated Financial Statements included under Item 8.

Overview

Boardwalk Pipeline derives revenues primarily from the transportation and storage of natural gas and natural gas liquids (NGLs). Transportation services consist of firm natural gas transportation, where the customer pays a capacity reservation charge to reserve pipeline capacity at receipt and delivery points along pipeline systems, plus a commodity and fuel charge on the volume of natural gas actually transported, and interruptible natural gas transportation, under which the customer pays to transport gas only when capacity is available and used. The transportation rates Boardwalk Pipeline is able to charge customers are heavily influenced by market trends (both short and longer term), including the available natural gas supplies, geographical location of natural gas production, the demand for gas by end-users such as power plants, petrochemical facilities and liquefied natural gas (LNG) export facilities and the price differentials between the gas supplies and the market demand for the gas (basis differentials). Rates for short term firm and interruptible transportation services are influenced by shorter term market conditions such as current and forecasted weather.

Boardwalk Pipeline offers firm natural gas storage services in which the customer reserves and pays for a specific amount of storage capacity, including injection and withdrawal rights, and interruptible storage and parking and lending (PAL) services where the customer receives and pays for capacity only when it is available and used. The value of Boardwalk Pipeline s storage and PAL services (comprised of parking gas for customers and/or lending gas to customers) is affected by natural gas price differentials between time periods, such as between winter and summer (time period price spreads), price volatility of natural gas and other factors. Boardwalk Pipeline s storage and parking services have greater value when the natural gas futures market is in contango (a positive time period price spread, meaning that current price quotes for delivery of natural gas further in the future are higher than in the nearer term), while its lending service has greater value when the futures market is backwardated (a negative time period price spread, meaning that current price quotes for delivery of natural gas in the nearer term are higher than further in the

future). The value of both storage and PAL services may also be favorably impacted by increased volatility in the price of natural gas, which allows Boardwalk Pipeline to optimize the value of its storage and PAL capacity.

Boardwalk Pipeline also transports and stores NGLs. Contracts for Boardwalk Pipeline s NGLs services are generally fee based or based on minimum volume requirements, while others are dependent on actual volumes transported. Boardwalk Pipeline s NGLs storage rates are market-based and contracts are typically fixed price

arrangements with escalation clauses. Boardwalk Pipeline is not in the business of buying and selling natural gas and NGLs other than for system management purposes, but changes in natural gas and NGLs prices may impact the volumes of natural gas or NGLs transported and stored by customers on its systems. Due to the capital intensive nature of its business, Boardwalk Pipeline s operating costs and expenses typically do not vary significantly based upon the amount of products transported, with the exception of fuel consumed at its compressor stations and not included in a fuel tracker.

Firm Agreements

A substantial portion of Boardwalk Pipeline s transportation and storage capacity is contracted for under firm agreements. For the year ended December 31, 2018, approximately 87% of Boardwalk Pipeline s revenues, excluding retained fuel, were derived from fixed fees under firm agreements. The table below shows a rollforward of operating revenues under committed firm agreements in place as of December 31, 2017 to December 31, 2018, including agreements for transportation, storage and other services, over the remaining term of those agreements:

As of December 31, 2018
(In millions)

Total projected operating revenues under committed firm agreements as of December 31, 2017	$	8,870
Adjustments for:		
Actual revenues recognized from firm agreements in 2018 (a)		(1,087)
Firm agreements entered into in 2018		1,350
Total projected operating revenues under committed firm agreements as of December 31, 2018	$	9,133

(a) Reflects an increase of $55 million in Boardwalk Pipeline s actual 2018 revenues recognized from fixed fees under firm agreements as compared with its expected 2018 revenues from fixed fees under firm agreements, including agreements for transportation, storage and other services as of December 31, 2017, primarily due to an increase from contract renewals that occurred in 2018.

During 2018, Boardwalk Pipeline entered into approximately $1.4 billion of new firm agreements, of which approximately half of this amount was related to contract renewals and the other half was from new growth projects executed in 2018, but will not be placed into service until 2020 or later years. For Boardwalk Pipeline s customers that are charged maximum tariff rates related to its FERC-regulated operating subsidiaries, the revenues expected to be earned from fixed fees under committed firm agreements reflect the current tariff rate for such services for the term of the agreements, however, the tariff rates may be subject to future adjustment. The revenues expected to be earned from fixed fees under committed firm agreements do not include additional revenues Boardwalk Pipeline has recognized and may recognize under firm agreements based on actual utilization of the contracted pipeline or storage capacity, any expected revenues for periods after the expiration dates of the existing agreements, execution of precedent agreements associated with growth projects or other events that occurred or will occur subsequent to December 31, 2018.

Contract Renewals

Each year a portion of Boardwalk Pipeline s firm transportation and storage agreements expire. Demand for firm service is primarily based on market conditions which can vary across Boardwalk Pipeline s pipeline systems. The amount of change in firm reservation fees under contract reflects the overall market trends, including the impact from Boardwalk Pipeline s growth projects. Boardwalk Pipeline focuses its marketing efforts on enhancing the value of the

capacity that is up for renewal and works with customers to match gas supplies from various basins to new and existing customers and markets, including aggregating supplies at key locations along its pipelines to provide end-use customers with attractive and diverse supply options. If the market perceives the value of Boardwalk Pipeline s available capacity to be lower than its long term view of the capacity, Boardwalk Pipeline may seek to shorten contract terms until market perception improves.

Over the past several years, as a result of current market conditions, Boardwalk Pipeline has renewed some expiring contracts at lower rates or for shorter terms than in the past. In addition to normal contract expirations, in the 2018 to 2020 timeframe, transportation agreements associated with its Gulf South, Texas Gas and Gulf Crossing pipeline expansion projects, which were placed into service in 2008 and 2009, will expire or have expired. In late 2017 and throughout 2018, a substantial portion of the capacity becoming available from the 2018 expiring expansion project contracts was renewed or the contracts were restructured, usually at lower rates or lower volumes. As the terms of these remaining expansion contracts expire through 2020, Boardwalk Pipeline s transportation contract expirations are expected to be at a higher than normal level. If these contracts are renewed at current market rates, the revenues earned from these transportation contracts would be materially lower than they are today.

Pipeline System Maintenance

Boardwalk Pipeline incurs substantial costs for ongoing maintenance of its pipeline systems and related facilities, including those incurred for pipeline integrity management activities, equipment overhauls, general upkeep and repairs. These costs are not dependent on the amount of revenues earned from its transportation services. PHMSA has developed regulations that require transportation pipeline operators to implement integrity management programs to comprehensively evaluate certain areas along pipelines and take additional measures to protect pipeline segments located in highly populated areas. These regulations have resulted in an overall increase in Boardwalk Pipeline s ongoing maintenance costs, including maintenance capital and maintenance expense. PHMSA has proposed more prescriptive regulations related to operations of Boardwalk Pipeline s interstate natural gas and NGLs pipelines which, if adopted as proposed, will cause Boardwalk Pipeline to incur increased capital and operating costs, experience operational delays and result in potential adverse impacts to its ability to reliably serve its customers. While these proposed regulations have not yet been finalized, they are representative of the types of regulatory changes that can be enacted which would affect Boardwalk Pipeline s operations and the cost of operating its facilities.

Maintenance costs may be capitalized or expensed, depending on the nature of the activities. For any given reporting period, the mix of projects that Boardwalk Pipeline undertakes will affect the amounts it records as property, plant and equipment on its balance sheet or recognizes as expenses, which impacts Boardwalk Pipeline s earnings. In 2019, Boardwalk Pipeline expects to spend approximately $365 million to maintain its pipeline systems, of which approximately $150 million is expected to be maintenance capital. In 2018, Boardwalk Pipeline spent $314 million, of which $108 million was recorded as maintenance capital.

FERC Matters

The Tax Act changed several provisions of the federal tax code, including a reduction in the maximum corporate tax rate. In addition, the FERC issued a series of policies and orders throughout 2018 which addressed the inclusion of federal income tax allowances in interstate pipeline companies rates. In March of 2018, the FERC issued a Revised Policy Statement reversing its long-standing policy by stating that it will no longer permit master limited partnerships to include an income tax allowance in their cost-of-service. The purchase of the outstanding common units by the General Partner in 2018 and its election to be treated as a corporation for federal income tax purposes, precluded the impact these policies and orders would have on the ability of Boardwalk Pipeline s FERC-regulated natural gas pipelines to include an income tax allowance in their cost-of-service.

The FERC also issued an order which required all FERC-regulated natural gas pipelines to make a one-time informational filing reflecting the impacts of the Tax Act and the Revised Policy Statement on each individual pipeline s cost-of-service. Texas Gas Transmission, LLC filed its informational filing on October 11, 2018, and Gulf South Pipeline Company, LP and Gulf Crossing Pipeline Company LLC made their filings on December 6, 2018, which included an income tax component in each of the pipelines cost-of-service. Customers were provided an opportunity to protest or comment on each pipeline s informational filing. Through the date of this filing, the protests received on Boardwalk Pipeline s pipelines were limited in terms of numbers and scope. This procedure could lead to

challenges to a pipeline s currently effective maximum applicable rates pursuant to Section 5 of the NGA. To date, the FERC has initiated four Section 5 proceedings against non-affiliated interstate natural gas pipelines and has notified other non-affiliated natural gas pipelines that no further action will be taken with respect to their information filings. As of February 13, 2019, Texas Gas, Gulf South and Gulf Crossing s informational filings remain open.

Even without action on Boardwalk Pipeline s informational filings, the FERC and/or its customers could challenge the maximum applicable rates that any of its regulated pipelines are allowed to charge in accordance with Section 5 of the NGA. The Tax Act and the Revised Policy Statement may increase the likelihood of such a challenge. If such a challenge is successful for any of its pipelines, the revenues associated with transportation and storage services the pipeline provides pursuant to cost-of-service rates could materially decrease in the future, which would adversely affect the revenues on that pipeline going forward.

On April 19, 2018, the FERC issued a Certificate Policy Statement NOI, thereby initiating a review of its policies on certification of natural gas pipelines facilities, including an examination of its long-standing Policy Statement on Certification of New Interstate Natural Gas Pipeline Facilities, issued in 1999, that is used to determine whether to grant certificates for new pipeline and storage projects and expansions. Comments on the Certificate Policy Statement NOI were due on July 25, 2018, and Boardwalk Pipeline is unable to predict what, if any, changes may be proposed that will affect its natural gas pipeline business or when such proposals, if any, might become effective. Boardwalk Pipeline does not expect that any change in this policy would affect it in a materially different manner than any other natural gas pipeline company operating in the U.S.

Results of Operations

The following table summarizes the results of operations for Boardwalk Pipeline for the years ended December 31, 2018, 2017 and 2016 as presented in Note 20 of the Notes to Consolidated Financial Statements included under Item 8:

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Revenues:			
Other revenue, primarily operating	**$ 1,227**	$ 1,325	$ 1,316
Total	**1,227**	1,325	1,316
Expenses:			
Operating	**820**	861	835
Interest	**176**	171	183
Total	**996**	1,032	1,018
Income before income tax	**231**	293	298
Income tax (expense) benefit	**(28)**	232	(61)
Amounts attributable to noncontrolling interests	**(68)**	(145)	(148)
Net income attributable to Loews Corporation	**$ 135**	$ 380	$ 89

2018 Compared with 2017

Total revenues decreased $98 million in 2018 as compared with 2017. Excluding the net effect of items offset in fuel and transportation expense, primarily retained fuel, operating revenues decreased $63 million due to lower transportation revenues of $43 million, which resulted primarily from contract expirations and recontracting at overall lower average rates, partially offset by revenues from growth projects placed into service and higher system utilization. In addition, storage and parking and lending revenues decreased due to unfavorable market conditions.

Operating expenses decreased $41 million in 2018 as compared with 2017. Excluding items offset in operating revenues and the $47 million loss on sale of a processing plant in 2017, operating expenses increased $34 million primarily due to higher depreciation expense and property taxes from an increased asset base from recently completed

growth projects and increased employee related costs.

In 2017, we recorded a one-time decrease to income tax expense of $294 million at the holding company level, as a result of the Tax Act. This decrease was a result of remeasuring the net deferred tax liabilities at the lower corporate tax rate.

Net income attributable to Loews Corporation decreased $245 million in 2018 as compared with 2017 as a result of the Tax Act, discussed above, partially offset by the impact of the Company now owning 100% of Boardwalk Pipeline.

2017 Compared with 2016

Total revenues increased $9 million in 2017 as compared with 2016. Excluding the net effect of $13 million of proceeds received from the settlement of a legal matter in 2016 and items offset in fuel and transportation expense, primarily retained fuel, operating revenues increased $44 million. The increase was driven by growth projects recently placed into service, partially offset by a decrease in storage and PAL revenues, primarily from the effects of unfavorable market conditions on time period price spreads and a decrease in revenues associated with the sale of a processing plant, discussed in Note 6 of the Notes to Consolidated Financial Statements under Item 8, and the Southwestern contract restructuring.

Operating expenses increased $26 million in 2017 as compared with 2016. Excluding items offset in operating revenues and the $47 million loss on sale of a processing plant, operating expenses decreased $5 million primarily due to lower administrative and general expenses due to higher capitalization rates from the increase in capital projects and lower employee incentive costs, largely offset by higher operations and maintenance expenses, primarily due to growth projects recently placed into service and a higher number of maintenance projects. Interest expense decreased $12 million primarily due to higher capitalized interest from growth projects.

Net income increased $291 million in 2017 as compared with 2016 as a result of the Tax Act in 2017 and the changes discussed above.

Loews Hotels & Co

The following table summarizes the results of operations for Loews Hotels & Co for the years ended December 31, 2018, 2017 and 2016 as presented in Note 20 of the Notes to Consolidated Financial Statements included under Item 8:

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Revenues:			
Operating revenue	**$ 628**	$ 577	$ 557
Gain on sale of owned hotel	**23**		
Revenues related to reimbursable expenses	**104**	105	110
Total	**755**	682	667
Expenses:			
Operating	**533**	502	489
Asset impairments at owned hotels	**22**		
Reimbursable expenses	**104**	105	110
Depreciation	**67**	63	63
Equity income from joint ventures	**(73)**	(81)	(41)
Interest	**29**	28	24
Total	**682**	617	645
Income before income tax	**73**	65	22
Income tax expense	**(25)**	(1)	(10)
Net income attributable to Loews Corporation	**$ 48**	$ 64	$ 12

2018 Compared with 2017

Operating revenues increased $51 million and operating expenses increased $31 million in 2018 as compared with 2017 primarily due to the improved performance of several owned hotels, primarily the Loews Miami Beach Hotel. Total revenues for 2018 include a $23 million gain on sale of the Loews Annapolis Hotel. Asset impairments in 2018 reflect reductions in the carrying value of two owned properties.

Equity income from joint ventures decreased $8 million in 2018 as compared with 2017 primarily due to a net benefit of $10 million from a gain on the sale of an equity interest in a joint venture hotel property partially offset by an impairment charge related to an equity interest in a second joint venture hotel property in 2017. Absent this net benefit, equity income from joint ventures increased $2 million primarily due to the improved performance of the Universal Orlando joint venture properties.

Net income attributable to Loews Corporation decreased $16 million. Excluding the effect of the corporate income tax rate change, net income increased approximately $5 million primarily due to the changes discussed above.

2017 Compared with 2016

Operating revenues increased $20 million and operating expenses increased $13 million in 2017 as compared with 2016 primarily due to an increase in revenue and expenses upon completion of renovations at the Loews Miami Beach Hotel.

Equity income from joint ventures increased $40 million in 2017 as compared with 2016 primarily due to a $25 million gain on the sale of an equity interest in the Loews Don CeSar Hotel, a joint venture hotel property, in February of 2017, increased equity income from Universal Orlando joint venture properties and the absence of a $13 million impairment charge related to an equity interest in a joint venture hotel property in 2016. These increases were partially offset by a $15 million impairment charge in 2017 related to an equity interest in a joint venture hotel property.

Interest expense increased $4 million in 2017 as compared with 2016 primarily due to property-level debt incurred to fund acquisitions in 2016 along with reduced capitalized interest.

Loews Hotels & Co recorded a $27 million decrease to income tax expense resulting from the effect of the lower U.S. federal corporate tax rate on its net deferred tax liabilities.

Net income increased $52 million primarily due to the changes discussed above.

Corporate

Corporate operations consist primarily of investment income at the Parent Company, operating results of Consolidated Container from the May 22, 2017 acquisition date, corporate interest expenses and other corporate administrative costs. Investment income includes earnings on cash and short term investments held at the Parent Company to meet current and future liquidity needs, as well as results of limited partnership investments and the trading portfolio.

The following table summarizes the results of operations for Corporate for the years ended December 31, 2018, 2017 and 2016 as presented in Note 20 of the Notes to Consolidated Financial Statements included under Item 8:

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Revenues:			
Net investment income (loss)	**$ (10)**	$ 146	$ 146
Other revenues	**867**	499	3
Total	**857**	645	149
Expenses:			

Operating and other	**956**	618	131
Interest	**108**	95	72
Total	**1,064**	713	203
Loss before income tax	**(207)**	(68)	(54)
Income tax benefit	**46**	14	19
Net loss attributable to Loews Corporation	**$ (161)**	$ (54)	$ (35)

2018 Compared with 2017

Net investment loss was $10 million in 2018 as compared with income of $146 million in 2017 primarily due to negative returns from equity based investments in the trading portfolio and limited partnership investments.

Other revenues increased $368 million in 2018 as compared with 2017 due to Consolidated Container s revenues reflecting a full year of operations in 2018 as compared with approximately seven months of operations in 2017. In addition, the increase also reflects the pass-through effect of higher year-over-year resin prices. Consolidated Container s contracts generally provide for resin price changes to be passed through to its customers on a short-term lag, generally about one month. When a pass-through occurs, revenues and expenses generally change by the same amount so that Consolidated Container s gross margin returns to the same level as prior to the change in prices.

Operating and other expenses increased $338 million in 2018 as compared with 2017 primarily due to an increase of $349 million of Consolidated Container s expenses reflecting a full year of operations in 2018 as compared with approximately seven months of operations in 2017 and higher average resin prices from Consolidated Container s operations. This increase is partially offset by the absence of costs related to the acquisition of Consolidated Container in 2017 and decreased corporate overhead expenses. Interest expense increased $13 million in 2018 as compared with 2017, primarily due to interest expense associated with Consolidated Container s term loan reflecting a full year of operations in 2018 as compared with approximately seven months of operations in 2017.

Net results decreased $107 million in 2018 as compared with 2017 primarily due to the changes discussed above and the impact of the lower corporate tax rate in 2018 providing a lower benefit to corporate losses.

2017 Compared with 2016

Net investment income was flat in 2017 as compared with 2016 primarily due to improved performance from limited partnership investments offset by lower results from equity based investments in the trading portfolio.

Other revenues increased $496 million in 2017 as compared with 2016 primarily due to $498 million of revenue from Consolidated Container s operations for the period since the acquisition date.

Operating and other expenses increased $487 million in 2017 as compared with 2016 primarily due to $479 million of expenses for Consolidated Container s operations for the period since the acquisition date. In addition, operating expenses increased due to costs related to the acquisition of Consolidated Container, partially offset by the absence of prior year expenses related to the implementation of the 2016 Incentive Compensation Plan. Interest expense increased $23 million in 2017 as compared with 2016 primarily due to interest expense associated with Consolidated Container s $605 million term loan from the date of acquisition.

Corporate recorded an $8 million increase to income tax expense resulting from the effect of the lower corporate tax rate on net deferred tax assets.

Net results decreased $19 million in 2017 as compared with 2016 primarily due to the changes discussed above.

LIQUIDITY AND CAPITAL RESOURCES

Parent Company

Parent Company cash and investments, net of receivables and payables, totaled $3.1 billion at December 31, 2018 as compared to $4.9 billion at December 31, 2017. In 2018, we received $878 million in dividends from our subsidiaries, including a special dividend from CNA of $485 million. Cash outflows included the payment of $1.5 billion to fund

the purchase of common units in Boardwalk Pipeline as discussed above, $1.0 billion to fund treasury stock purchases, $80 million of cash dividends to our shareholders and approximately $92 million of net cash contributions to Loews Hotels & Co. As a holding company we depend on dividends from our subsidiaries and returns on our investment portfolio to fund our obligations. We also have an effective Registration Statement on Form S-3 on file with the Securities and Exchange Commission (SEC) registering the future sale of an unlimited amount of our

debt and equity securities. We are not responsible for the liabilities and obligations of our subsidiaries and there are no Parent Company guarantees.

As of February 1, 2019, there were 311,299,326 shares of Loews common stock outstanding. Depending on market and other conditions, we may purchase our shares and shares of our subsidiaries outstanding common stock in the open market or otherwise. In 2018, we purchased 20.3 million shares of Loews common stock. As of February 8, 2019, we had purchased an additional 0.9 million shares of Loews common stock in 2019 at an aggregate cost of $44 million.

The Company currently has an unsecured debt rating of A with a negative outlook from Fitch Rating, Inc., a corporate credit and senior debt rating of A with a stable outlook from S&P Global Ratings (S&P) and an unsecured debt rating of A3 with a stable outlook from Moody s Investors Service (Moody s). Should one or more rating agencies downgrade our credit ratings from current levels, or announce that they have placed us under review for a potential downgrade, our cost of capital could increase and our ability to raise new capital could be adversely affected.

Future uses of our cash may include investing in our subsidiaries, new acquisitions, dividends and/or repurchases of our and our subsidiaries outstanding common stock. The declaration and payment of future dividends to holders of our common stock will be at the discretion of our Board of Directors and will depend on many factors, including our earnings, financial condition and business needs.

Subsidiaries

CNA s cash provided by operating activities was $1.2 billion in 2018 and $1.3 billion in 2017. Cash provided by operating activities in 2018 reflected higher income taxes paid and higher net claim payments, partially offset by an increase in premiums collected as compared with 2017. In 2017, cash provided by operating activities reflected higher net claim payments and a lower level of distributions on limited partnerships, partially offset by lower IT spend and an increase in premiums collected as compared with 2016.

CNA paid dividends of $3.30 per share on its common stock, including a special dividend of $2.00 per share in 2018. On February 8, 2019, CNA s Board of Directors declared a quarterly dividend of $0.35 per share and a special dividend of $2.00 per share payable March 14, 2019 to shareholders of record on February 25, 2019. CNA s declaration and payment of future dividends is at the discretion of its Board of Directors and will depend on many factors, including CNA s earnings, financial condition, business needs and regulatory constraints. The payment of dividends by CNA s insurance subsidiaries without prior approval of the insurance department of each subsidiary s domiciliary jurisdiction is limited by formula. Dividends in excess of these amounts are subject to prior approval by the respective state insurance departments.

Dividends from Continental Casualty Company (CCC), a subsidiary of CNA, are subject to the insurance holding company laws of the State of Illinois, the domiciliary state of CCC. Under these laws, ordinary dividends, or dividends that do not require prior approval by the Illinois Department of Insurance (the Department), are determined based on the greater of the prior year s statutory net income or 10% of statutory surplus as of the end of the prior year, as well as the timing and amount of dividends paid in the preceding 12 months. Additionally, ordinary dividends may only be paid from earned surplus, which is calculated by removing unrealized gains from unassigned surplus. As of December 31, 2018, CCC is in a positive earned surplus position. The maximum allowable dividend CCC could pay during 2019 that would not be subject to the Department s prior approval is $1.4 billion, less dividends paid during the preceding 12 months measured at that point in time. CCC paid dividends of $1.0 billion in 2018. The actual level of dividends paid in any year is determined after an assessment of available dividend capacity, holding company liquidity and cash needs as well as the impact the dividends will have on the statutory surplus of the applicable insurance company.

Diamond Offshore s cash provided by operating activities decreased approximately $262 million in 2018 as compared with 2017, primarily due to lower cash receipts for contract drilling services of $312 million, partially offset by a net decrease in cash expenditures for contract drilling services and other working capital requirements of $8 million and lower income tax payments, net of refunds, of $42 million. The decrease in cash flow from operations is primarily the result of reduced demand for Diamond Offshore s contract drilling services, which continued into 2018, partially offset by its cost control initiatives.

Diamond Offshore expects capital expenditures in 2019 to be approximately $340 million to $360 million. Projects for 2019 include $110 million in capitalized costs associated with the reactivation and upgrade of the *Ocean Onyx*, approximately $20 million associated with the reactivation of the *Ocean Endeavor* and other capital expenditures under its capital maintenance and replacement programs, including equipment upgrades for the *Ocean BlackHawk* and *Ocean BlackHornet*. At December 31, 2018, Diamond Offshore has no significant purchase obligations, except for those related to its direct rig operations, which arise during the normal course of business.

As of February 8, 2019, Diamond Offshore had no outstanding borrowings under its credit agreements.

In 2018, S&P downgraded Diamond Offshore s corporate credit rating to B from B+ with a negative outlook and Moody s downgraded Diamond Offshore s corporate credit rating to B2 from Ba3 with a negative outlook. These credit ratings are below investment grade and could raise Diamond Offshore s cost of financing. As a consequence, Diamond Offshore may not be able to issue additional debt in amounts and/or with terms that it considers to be reasonable. One or more of these occurrences could limit Diamond Offshore s ability to pursue other business opportunities.

Diamond Offshore will make periodic assessments of its capital spending programs based on industry conditions and will make adjustments if it determines they are required. Diamond Offshore, may, from time to time, issue debt or equity securities, or a combination thereof, to finance capital expenditures, the acquisition of assets and businesses or for general corporate purposes. Diamond Offshore s ability to access the capital markets by issuing debt or equity securities will be dependent on its results of operations, current financial condition, current credit ratings, current market conditions and other factors beyond its control.

Boardwalk Pipeline s cash provided by operating activities decreased $71 million in 2018 compared to 2017, primarily due to the change in net income.

For 2018 and 2017, Boardwalk Pipeline s capital expenditures were $468 million and $708 million, consisting of a combination of growth and maintenance capital. During 2018, Boardwalk Pipeline purchased $19 million of natural gas to be used as base gas for its pipeline system. Boardwalk Pipeline expects total capital expenditures to be approximately $450 million in 2019, including approximately $150 million for maintenance capital and $300 million related to growth projects.

As of February 11, 2019, Boardwalk Pipeline had $630 million of outstanding borrowings under its credit facility, resulting in an available borrowing capacity of approximately $870 million. Boardwalk Pipeline anticipates that its existing capital resources, including its revolving credit facility and cash flows from operating activities, will be adequate to fund its operations for 2019.

During 2019, Loews Hotels & Co anticipates funding approximately $95 million to its joint venture developments in progress, which will be derived from cash on hand, cash generated from operations and cash contributions from Loews Corporation.

Off-Balance Sheet Arrangements

At December 31, 2018 and 2017, we did not have any off-balance sheet arrangements.

Contractual Obligations

Our contractual payment obligations are as follows:

December 31, 2018 (In millions)	Total	Payments Due by Period Less than 1 year	1-3 years	3-5 years	More than 5 years
Debt (a)	**$ 16,183**	**$ 899**	**$ 2,408**	**$ 3,112**	**$ 9,764**
Operating leases	**702**	**75**	**158**	**125**	**344**
Claim and claim adjustment expense reserves (b)	**23,396**	**5,427**	**6,131**	**3,109**	**8,729**
Future policy benefit reserves (c)	**26,920**	**(409)**	**(125)**	**597**	**26,857**
Purchase and other obligations	**757**	**309**	**142**	**135**	**171**
Total	**$ 67,958**	**$ 6,301**	**$ 8,714**	**$ 7,078**	**$ 45,865**

(a) Includes estimated future interest payments.
(b) The claim and claim adjustment expense reserves reflected above are not discounted and represent CNA s estimate of the amount and timing of the ultimate settlement and administration of gross claims based on its assessment of facts and circumstances known as of December 31, 2018. See the Insurance Reserves section of this MD&A for further information.
(c) The future policy benefit reserves reflected above are not discounted and represent CNA s estimate of the ultimate amount and timing of the settlement of benefits based on its assessment of facts and circumstances known as of December 31, 2018. Additional information on future policy benefit reserves is included in Note 1 of the Notes to Consolidated Financial Statements included under Item 8.

Further information on our commitments, contingencies and guarantees is provided in the Notes to Consolidated Financial Statements included under Item 8.

INVESTMENTS

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

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

Credit exposure associated with non-performance by counterparties to our derivative instruments is generally limited to the uncollateralized change in fair value of the derivative instruments recognized in the Consolidated Balance Sheets. We mitigate the risk of non-performance by monitoring the creditworthiness of counterparties and diversifying

derivatives by using multiple counterparties. We occasionally require collateral from our derivative investment counterparties depending on the amount of the exposure and the credit rating of the counterparty.

Insurance

CNA maintains a large portfolio of fixed maturity and equity securities, including large amounts of corporate and government issued debt securities, residential and commercial mortgage-backed securities, and other asset-backed securities and investments in limited partnerships which pursue a variety of long and short investment strategies across a broad array of asset classes. CNA s investment portfolio supports its obligation to pay future insurance claims and provides investment returns which are an important part of CNA s overall profitability.

Net Investment Income

The significant components of CNA s net investment income are presented in the following table. Fixed income securities, as presented, include both fixed maturity securities and non-redeemable preferred stock.

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Fixed income securities:			
Taxable fixed income securities	**$ 1,449**	$ 1,397	$ 1,421
Tax-exempt fixed income securities	**384**	427	405
Total fixed income securities	**1,833**	1,824	1,826
Limited partnership and common stock investments	**(42)**	207	158
Other, net of investment expense	**26**	3	4
Pretax net investment income	**$ 1,817**	$ 2,034	$ 1,988
Fixed income securities after tax and noncontrolling interests	**$ 1,351**	$ 1,185	$ 1,180
Net investment income after tax and noncontrolling interests	**$ 1,341**	$ 1,308	$ 1,280
Effective income yield for the fixed income securities portfolio, before tax	**4.7%**	4.7%	4.8%
Effective income yield for the fixed income securities portfolio, after tax	**3.9%**	3.4%	3.5%

Net investment income before tax and noncontrolling interests decreased $217 million in 2018 as compared with 2017. The decrease was driven by limited partnership and common stock investments, which returned (1.9)% in 2018 as compared with 9.1% in the prior year. The lower return in 2018 included the change in fair value of common stock investments. Despite the decline in limited partnership income, net investment income after tax and noncontrolling interests increased $33 million in 2018 as compared with 2017 driven by the lower federal corporate income tax rate.

Net investment income after tax and noncontrolling interests increased $28 million in 2017 as compared with 2016. The increase was driven by limited partnership and common stock investments, which returned 9.1% in 2017 as compared with 6.4% in the prior year.

Net Realized Investment Gains (Losses)

The components of CNA s net realized investment results are presented in the following table:

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Realized investment gains (losses):			
Fixed maturity securities:			
Corporate and other bonds	**$ 26**	$ 114	$ 39
States, municipalities and political subdivisions	**36**	14	29

Asset-backed	**(58)**	(6)	(2)
Total fixed maturity securities	**4**	122	66
Non-redeemable preferred stock	**(74)**		1
Short term and other	**13**		(5)
Total realized investment gains (losses)	**(57)**	122	62
Income tax (expense) benefit	**14**	(40)	(19)
Amounts attributable to noncontrolling interests	**5**	(9)	(4)
Net realized investment gains (losses) attributable to Loews Corporation	**$ (38)**	$ 73	$ 39

Net realized investment results before tax and noncontrolling interests decreased $179 million in 2018 as compared with 2017. The decrease was driven by lower net realized gains on sales of securities and the decline in fair value of non-redeemable preferred stock. Net realized investment gains before tax and noncontrolling interests increased $60 million in 2017 as compared with 2016, driven by lower OTTI losses recognized in earnings.

Further information on CNA s realized gains and losses, including OTTI losses, is set forth in Notes 1 and 3 of the Notes to Consolidated Financial Statements included under Item 8.

Portfolio Quality

The following table presents the estimated fair value and net unrealized gains (losses) of CNA s fixed maturity securities by rating distribution:

	December 31, 2018		December 31, 2017	
(In millions)	**Estimated Fair Value**	**Net Unrealized Gains (Losses)**	Estimated Fair Value	Net Unrealized Gains (Losses)
U.S. Government, Government agencies and Government-sponsored enterprises	**$ 4,334**	**$ (24)**	$ 4,514	$ 21
AAA	**3,027**	**245**	1,954	152
AA	**6,510**	**512**	8,982	914
A	**8,768**	**527**	9,643	952
BBB	**14,205**	**274**	13,554	1,093
Non-investment grade	**2,702**	**(73)**	2,840	140
Total	**$ 39,546**	**$ 1,461**	$ 41,487	$ 3,272

As of December 31, 2018 and 2017, only 1% and 2% of CNA s fixed maturity portfolio was rated internally.

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

December 31, 2018 (In millions)	**Estimated Fair Value**	**Gross Unrealized Losses**
U.S. Government, Government agencies and Government-sponsored enterprises	**$ 2,889**	**$ 53**
AAA	**359**	**7**
AA	**788**	**12**
A	**2,391**	**62**
BBB	**6,971**	**262**

Non-investment grade	**1,905**	**125**
Total	**$ 15,303**	**$ 521**

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

December 31, 2018 (In millions)	Estimated Fair Value	Gross Unrealized Losses
Due in one year or less	**$ 218**	**$ 7**
Due after one year through five years	**2,409**	**57**
Due after five years through ten years	**10,479**	**347**
Due after ten years	**2,197**	**110**
Total	**$ 15,303**	**$ 521**

Duration

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

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

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

(In millions of dollars)	December 31, 2018 Estimated Fair Value	December 31, 2018 Effective Duration (In Years)	December 31, 2017 Estimated Fair Value	December 31, 2017 Effective Duration (In Years)
Investments supporting Other Insurance Operations	**$ 16,212**	**8.4**	$ 16,797	8.4
Other investments	**25,428**	**4.4**	26,817	4.4

Total	**$ 41,640**	**6.0**	$ 43,614	5.9

The investment portfolio is periodically analyzed for changes in duration and related price risk. Additionally, CNA periodically reviews the sensitivity of the portfolio to the level of foreign exchange rates and other factors that contribute to market price changes. A summary of these risks and specific analysis on changes is included in the Quantitative and Qualitative Disclosures about Market Risk included under Item 7A.

Short Term Investments

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

December 31 **(In millions)**	**2018**	2017
Short term investments:		
Commercial paper	**$ 705**	$ 905
U.S. Treasury securities	**185**	355
Other	**396**	176
Total short term investments	**$ 1,286**	$ 1,436

INSURANCE RESERVES

The level of reserves CNA maintains represents its best estimate, as of a particular point in time, of what the ultimate settlement and administration of claims will cost based on CNA s assessment of facts and circumstances known at that time. Reserves are not an exact calculation of liability but instead are complex estimates that CNA derives, generally utilizing a variety of actuarial reserve estimation techniques, from numerous assumptions and expectations about future events, both internal and external, many of which are highly uncertain. As noted below, CNA reviews its reserves for each segment of its business periodically, and any such review could result in the need to increase reserves in amounts which could be material and could adversely affect our results of operations and equity and CNA s business and insurer financial strength and corporate debt ratings. Further information on reserves is provided in Note 8 of the Notes to Consolidated Financial Statements included under Item 8.

Property and Casualty Claim and Claim Adjustment Expense Reserves

CNA maintains loss reserves to cover its estimated ultimate unpaid liability for claim and claim adjustment expenses, including the estimated cost of the claims adjudication process, for claims that have been reported but not yet settled (case reserves) and claims that have been incurred but not reported (IBNR). IBNR includes a provision for development on known cases as well as a provision for late reported incurred claims. Claim and claim adjustment expense reserves are reflected as liabilities and are included on the Consolidated Balance Sheets under the heading Insurance Reserves. Adjustments to prior year reserve estimates, if necessary, are reflected in results of operations in the period that the need for such adjustments is determined. The carried case and IBNR reserves as of each balance sheet date are provided in the discussion that follows and in Note 8 of the Notes to Consolidated Financial Statements included under Item 8.

There is a risk that CNA s recorded reserves are insufficient to cover its estimated ultimate unpaid liability for claims and claim adjustment expenses. Unforeseen emerging or potential claims and coverage issues are difficult to predict and could materially adversely affect the adequacy of CNA s claim and claim adjustment expense reserves and could lead to future reserve additions.

In addition, CNA s property and casualty insurance subsidiaries also have actual and potential exposures related to A&EP claims, which could result in material losses. To mitigate the risks posed by CNA s exposure to A&EP claims and claim adjustment expenses, CNA completed a transaction with National Indemnity Company (NICO), under which substantially all of CNA s legacy A&EP liabilities were ceded to NICO effective January 1, 2010. See Note 8 of the Notes to the Consolidated Financial Statements included under Item 8 for further discussion about the transaction with NICO, its impact on CNA s results of operations and the deferred retroactive reinsurance gain.

Establishing Property & Casualty Reserve Estimates

In developing claim and claim adjustment expense (loss or losses) reserve estimates, CNA s actuaries perform detailed reserve analyses that are staggered throughout the year. The data is organized at a reserve group level. A reserve group can be a line of business covering a subset of insureds such as commercial automobile liability for small or middle market customers, it can encompass several lines of business provided to a specific set of customers such as aging services, or it can be a particular type of claim such as construction defect. Every reserve group is reviewed

at least once during the year, but most are reviewed more frequently. The analyses generally review losses gross of ceded reinsurance and apply the ceded reinsurance terms to the gross estimates to establish estimates net of reinsurance. In addition to the detailed analyses, CNA reviews actual loss emergence for all products each quarter.

Most of CNA s business can be characterized as long-tail. For long-tail business, it will generally be several years between the time the business is written and the time when all claims are settled. CNA s long-tail exposures include commercial automobile liability, workers compensation, general liability, medical professional liability, other professional liability and management liability coverages, assumed reinsurance run-off and products liability. Short-tail exposures include property, commercial automobile physical damage, marine, surety and warranty. Property & Casualty Operations contain both long-tail and short-tail exposures. Other Insurance Operations contain long-tail exposures.

Various methods are used to project ultimate losses for both long-tail and short-tail exposures.

The paid development method estimates ultimate losses by reviewing paid loss patterns and applying them to accident or policy years with further expected changes in paid losses. Selection of the paid loss pattern may require consideration of several factors including the impact of inflation on claim costs, the rate at which claims professionals make claim payments and close claims, the impact of judicial decisions, the impact of underwriting changes, the impact of large claim payments and other factors. Claim cost inflation itself may require evaluation of changes in the cost of repairing or replacing property, changes in the cost of medical care, changes in the cost of wage replacement, judicial decisions, legislative changes and other factors. Because this method assumes that losses are paid at a consistent rate, changes in any of these factors can affect the results. Since the method does not rely on case reserves, it is not directly influenced by changes in their adequacy.

For many reserve groups, paid loss data for recent periods may be too immature or erratic for accurate predictions. This situation often exists for long-tail exposures. In addition, changes in the factors described above may result in inconsistent payment patterns. Finally, estimating the paid loss pattern subsequent to the most mature point available in the data analyzed often involves considerable uncertainty for long-tail products such as workers compensation.

The incurred development method is similar to the paid development method, but it uses case incurred losses instead of paid losses. Since the method uses more data (case reserves in addition to paid losses) than the paid development method, the incurred development patterns may be less variable than paid patterns. However, selection of the incurred loss pattern typically requires analysis of all of the same factors described above. In addition, the inclusion of case reserves can lead to distortions if changes in case reserving practices have taken place, and the use of case incurred losses may not eliminate the issues associated with estimating the incurred loss pattern subsequent to the most mature point available.

The loss ratio method multiplies earned premiums by an expected loss ratio to produce ultimate loss estimates for each accident or policy year. This method may be useful for immature accident or policy periods or if loss development patterns are inconsistent, losses emerge very slowly, or there is relatively little loss history from which to estimate future losses. The selection of the expected loss ratio typically requires analysis of loss ratios from earlier accident or policy years or pricing studies and analysis of inflationary trends, frequency trends, rate changes, underwriting changes and other applicable factors.

The Bornhuetter-Ferguson method using paid loss is a combination of the paid development method and the loss ratio method. This method normally determines expected loss ratios similar to the approach used to estimate the expected loss ratio for the loss ratio method and typically requires analysis of the same factors described above. This method assumes that future losses will develop at the expected loss ratio level. The percent of paid loss to ultimate loss implied from the paid development method is used to determine what percentage of ultimate loss is yet to be paid. The use of the pattern from the paid development method typically requires consideration of the same factors listed in the

description of the paid development method. The estimate of losses yet to be paid is added to current paid losses to estimate the ultimate loss for each year. For long-tail lines, this method will react very slowly if actual ultimate loss ratios are different from expectations due to changes not accounted for by the expected loss ratio calculation.

The Bornhuetter-Ferguson method using incurred loss is similar to the Bornhuetter-Ferguson method using paid loss except that it uses case incurred losses. The use of case incurred losses instead of paid losses can result in development patterns that are less variable than paid patterns. However, the inclusion of case reserves can lead to distortions if changes in case reserving have taken place, and the method typically requires analysis of the same factors that need to be reviewed for the loss ratio and incurred development methods.

The frequency times severity method multiplies a projected number of ultimate claims by an estimated ultimate average loss for each accident or policy year to produce ultimate loss estimates. Since projections of the ultimate number of claims are often less variable than projections of ultimate loss, this method can provide more reliable results for reserve groups where loss development patterns are inconsistent or too variable to be relied on exclusively. In addition, this method can more directly account for changes in coverage that affect the number and size of claims. However, this method can be difficult to apply to situations where very large claims or a substantial number of unusual claims result in volatile average claim sizes. Projecting the ultimate number of claims may require analysis of several factors, including the rate at which policyholders report claims to CNA, the impact of judicial decisions, the impact of underwriting changes and other factors. Estimating the ultimate average loss may require analysis of the impact of large losses and claim cost trends based on changes in the cost of repairing or replacing property, changes in the cost of medical care, changes in the cost of wage replacement, judicial decisions, legislative changes and other factors.

Stochastic modeling produces a range of possible outcomes based on varying assumptions related to the particular reserve group being modeled. For some reserve groups, CNA uses models which rely on historical development patterns at an aggregate level, while other reserve groups are modeled using individual claim variability assumptions supplied by the claims department. In either case, multiple simulations using varying assumptions are run and the results are analyzed to produce a range of potential outcomes. The results will typically include a mean and percentiles of the possible reserve distribution which aid in the selection of a point estimate.

For many exposures, especially those that can be considered long-tail, a particular accident or policy year may not have a sufficient volume of paid losses to produce a statistically reliable estimate of ultimate losses. In such a case, CNA s actuaries typically assign more weight to the incurred development method than to the paid development method. As claims continue to settle and the volume of paid loss increases, the actuaries may assign additional weight to the paid development method. For most of CNA s products, even the incurred losses for accident or policy years that are early in the claim settlement process will not be of sufficient volume to produce a reliable estimate of ultimate losses. In these cases, CNA may not assign much, if any, weight to the paid and incurred development methods. CNA may use the loss ratio, Bornhuetter-Ferguson and/or frequency times severity methods. For short-tail exposures, the paid and incurred development methods can often be relied on sooner primarily because CNA s history includes a sufficient number of years to cover the entire period over which paid and incurred losses are expected to change. However, CNA may also use the loss ratio, Bornhuetter-Ferguson and/or frequency times severity methods for short-tail exposures.

For other more complex reserve groups where the above methods may not produce reliable indications, CNA uses additional methods tailored to the characteristics of the specific situation.

Periodic Reserve Reviews

The reserve analyses performed by CNA s actuaries result in point estimates. Each quarter, the results of the detailed reserve reviews are summarized and discussed with CNA s senior management to determine the best estimate of reserves. CNA s senior management considers many factors in making this decision. CNA s recorded reserves reflect its best estimate as of a particular point in time based upon known facts and circumstances, consideration of the factors cited above and its judgment. The carried reserve differs from the actuarial point estimate as discussed further below.

Currently, CNA s recorded reserves are modestly higher than the actuarial point estimate. For Property & Casualty Operations, the difference between CNA s reserves and the actuarial point estimate is primarily driven by uncertainty with respect to immature accident years, claim cost inflation, changes in claims handling, changes to the tort environment which may adversely affect claim costs and the effects from the economy. For CNA s legacy A&EP liabilities, the difference between CNA s reserves and the actuarial point estimate is primarily driven by the potential tail volatility of run-off exposures.

The key assumptions fundamental to the reserving process are often different for various reserve groups and accident or policy years. Some of these assumptions are explicit assumptions that are required of a particular method, but most of the assumptions are implicit and cannot be precisely quantified. An example of an explicit assumption is the pattern employed in the paid development method. However, the assumed pattern is itself based on several implicit assumptions such as the impact of inflation on medical costs and the rate at which claim professionals close claims. As a result, the effect on reserve estimates of a particular change in assumptions typically cannot be specifically quantified, and changes in these assumptions cannot be tracked over time.

CNA s recorded reserves are management s best estimate. In order to provide an indication of the variability associated with CNA s net reserves, the following discussion provides a sensitivity analysis that shows the approximate estimated impact of variations in significant factors affecting CNA s reserve estimates for particular types of business. These significant factors are the ones that CNA believes could most likely materially affect the reserves. This discussion covers the major types of business for which CNA believes a material deviation to its reserves is reasonably possible. There can be no assurance that actual experience will be consistent with the current assumptions or with the variation indicated by the discussion. In addition, there can be no assurance that other factors and assumptions will not have a material impact on CNA s reserves.

The three areas for which CNA believes a significant deviation to its net reserves is reasonably possible are (i) professional liability, management liability and surety products; (ii) workers compensation and (iii) general liability.

Professional liability, management liability and surety products include professional liability coverages provided to various professional firms, including architects, real estate agents, small and mid-sized accounting firms, law firms and other professional firms. They also include D&O, employment practices, fiduciary, fidelity and surety coverages, as well as insurance products serving the health care delivery system. The most significant factor affecting reserve estimates for these liability coverages is claim severity. Claim severity is driven by the cost of medical care, the cost of wage replacement, legal fees, judicial decisions, legislative changes and other factors. Underwriting and claim handling decisions such as the classes of business written and individual claim settlement decisions can also affect claim severity. If the estimated claim severity increases by 9%, CNA estimates that net reserves would increase by approximately $400 million. If the estimated claim severity decreases by 3%, CNA estimates that net reserves would decrease by approximately $150 million. CNA s net reserves for these products were approximately $4.7 billion as of December 31, 2018.

For workers compensation, since many years will pass from the time the business is written until all claim payments have been made, the most significant factor affecting workers compensation reserve estimate is claim cost inflation on claim payments. Workers compensation claim cost inflation is driven by the cost of medical care, the cost of wage replacement, expected claimant lifetimes, judicial decisions, legislative changes and other factors. If estimated workers compensation claim cost inflation increases by 100 basis points for the entire period over which claim payments will be made, CNA estimates that its net reserves would increase by approximately $350 million. If estimated workers compensation claim cost inflation decreases by 100 basis points for the entire period over which claim payments will be made, CNA estimates that its net reserves would decrease by approximately $300 million. Net reserves for workers compensation were approximately $4.0 billion as of December 31, 2018.

For general liability, the most significant factor affecting reserve estimates is claim severity. Claim severity is driven by changes in the cost of repairing or replacing property, the cost of medical care, the cost of wage replacement, judicial decisions, legislation and other factors. If the estimated claim severity for general liability increases by 6%, CNA estimates that its net reserves would increase by approximately $200 million. If the estimated claim severity for general liability decreases by 3%, CNA estimates that its net reserves would decrease by approximately $100 million. Net reserves for general liability were approximately $3.4 billion as of December 31, 2018.

Given the factors described above, it is not possible to quantify precisely the ultimate exposure represented by claims and related litigation. As a result, CNA regularly reviews the adequacy of its reserves and reassesses its reserve estimates as historical loss experience develops, additional claims are reported and settled and additional information becomes available in subsequent periods. In reviewing CNA s reserve estimates, CNA makes adjustments in the period that the need for such adjustments is determined. These reviews have resulted in CNA s identification of information and trends that have caused CNA to change its reserves in prior periods and could lead to CNA s

identification of a need for additional material increases or decreases in claim and claim adjustment expense reserves, which could materially affect our results of operations and equity and CNA s business and insurer financial strength and corporate debt ratings positively or negatively. See Note 8 of the Notes to the Consolidated Financial Statements included under Item 8 for additional information about reserve development.

The following table summarizes gross and net carried reserves for CNA s Property & Casualty Operations:

December 31 **(In millions)**	**2018**	2017
Gross Case Reserves	**$ 6,671**	$ 6,913
Gross IBNR Reserves	**9,287**	9,156
Total Gross Carried Claim and Claim Adjustment Expense Reserves	**$ 15,958**	$ 16,069
Net Case Reserves	**$ 6,063**	$ 6,343
Net IBNR Reserves	**8,290**	8,232
Total Net Carried Claim and Claim Adjustment Expense Reserves	**$ 14,353**	$ 14,575

The following table summarizes the gross and net carried reserves for other insurance businesses in run-off, including CNA Re and A&EP:

December 31 **(In millions)**	**2018**	2017
Gross Case Reserves	**$ 1,208**	$ 1,371
Gross IBNR Reserves	**1,217**	1,065
Total Gross Carried Claim and Claim Adjustment Expense Reserves	**$ 2,425**	$ 2,436
Net Case Reserves	**$ 96**	$ 94
Net IBNR Reserves	**96**	111
Total Net Carried Claim and Claim Adjustment Expense Reserves	**$ 192**	$ 205

Long Term Care Policyholder Reserves

CNA s Other Insurance Operations includes its run-off long term care business as well as structured settlement obligations not funded by annuities related to certain property and casualty claimants. Long term care policies provide benefits for nursing homes, assisted living facilities and home health care subject to various daily and lifetime caps. Generally, policyholders must continue to make periodic premium payments to keep the policy in force and CNA has the ability to increase policy premiums, subject to state regulatory approval.

CNA maintains both claim and claim adjustment expense reserves as well as future policy benefit reserves for policyholder benefits for its long term care business. Claim and claim adjustment expense reserves consist of estimated reserves for long term care policyholders that are currently receiving benefits, including claims that have been incurred but are not yet reported. In developing the claim and claim adjustment expense reserve estimates for CNA s long term care policies, its actuaries perform a detailed claim experience study on an annual basis. The study reviews the sufficiency of existing reserves for policyholders currently on claim and includes an evaluation of

expected benefit utilization and claim duration. CNA s recorded claim and claim adjustment expense reserves reflect CNA management s best estimate after incorporating the results of the most recent study. In addition, claim and claim adjustment expense reserves are also maintained for the structured settlement obligations.

Future policy benefit reserves represent the active life reserves related to CNA s long term care policies and are the present value of expected future benefit payments and expenses less expected future premium. The determination of these reserves is fundamental to CNA s financial results and requires management to make estimates and assumptions about expected investment and policyholder experience over the life of the contract. Since many of these contracts may be in force for several decades, these assumptions are subject to significant estimation risk.

The actuarial assumptions that management believes are subject to the most variability are morbidity, persistency, discount rate and anticipated future premium rate increases. Persistency can be affected by policy lapses, benefit reductions and death. Discount rate is influenced by the investment yield on assets supporting long term care reserves which is subject to interest rate and market volatility and may also be affected by changes to the Internal Revenue Code. As a result of this variability, CNA s long term care reserves may be subject to material increases if actual experience develops adversely to its expectations.

Annually, management assesses the adequacy of its long term care future policy benefit reserves by performing a gross premium valuation (GPV) to determine if there is a premium deficiency. Management also uses the GPV process to evaluate the adequacy of the claim and claim adjustment expense reserves for structured settlement obligations. Under the GPV, management estimates required reserves using best estimate assumptions as of the date of the assessment without provisions for adverse deviation. The GPV required reserves are then compared to the recorded reserves. If the GPV required reserves are greater than the existing recorded reserves, the existing assumptions are unlocked and future policy benefit reserves are increased to the greater amount. Any such increase is reflected in CNA s results of operations in the period in which the need for such adjustment is determined, and could materially adversely affect our results of operations and equity and CNA s business and insurer financial strength and corporate debt ratings. Periodically, CNA engages independent third parties to assess the appropriateness of its best estimate assumptions and the associated GPV required reserves. The last independent assessment was performed in 2017.

CNA s most recent GPV indicated its future policy benefit reserves for long term care business were not deficient in the aggregate, but profits are expected to be recognized in early years followed by losses in later years. In that circumstance, future policy benefit reserves are increased in the profitable years by an amount necessary to offset losses that are projected to be recognized in later years. The amount of the additional future policy benefit reserves recorded in each quarterly period is based on the ratio of the present value of future losses divided by the present value of future profits from the most recently completed GPV applied to long term care core income.

The GPV process was performed in the third quarter of 2018 as compared to the fourth quarter of 2017. The September 30, 2018 GPV indicated recorded reserves included a margin of approximately $182 million. A summary of the changes in the estimated reserve margin is presented in the table below:

(In millions)

Long term care active life reserve - change in estimated reserve margin		
2017 estimated margin	**$**	**246**
Changes in underlying morbidity assumptions		**(213)**
Changes in underlying persistency assumptions and inforce policy inventory		**(86)**
Changes in underlying discount rate assumptions		**17**
Changes in underlying premium rate action assumptions		**178**
Changes in underlying expense and other assumptions		**40**
2018 estimated margin	**$**	**182**

The decrease in the margin in 2018 was driven by the removal of the future morbidity improvement assumption and extending the period of mortality improvement within the persistency assumptions. These unfavorable drivers were partially offset by higher than expected rate increases on active rate action programs and favorable changes to the underlying expense and discount rate assumptions.

The table below summarizes the estimated pretax impact on CNA s results of operations from various hypothetical revisions to its active life reserve assumptions. The annual GPV process involves updating all assumptions to the then current best estimate, and historically all significant assumptions have been revised each year. In the hypothetical revisions table below, CNA has assumed that revisions to such assumptions would occur in each policy type, age and duration within each policy group and would occur absent any changes, mitigating or otherwise, in the other assumptions. Although such hypothetical revisions are not currently required or anticipated, CNA believes they could

occur based on past variances in experience and its expectations of the ranges of future experience that could reasonably occur. Any required increase in the recorded reserves resulting from the hypothetical revision in the table below would first reduce the margin in the carried reserves before it would affect results of operations. Any actual adjustment would be dependent on the specific policies affected and, therefore, may differ from the estimates summarized below. The estimated impacts to results of operations in the table below are after consideration of the existing margin.

2018 GPV (In millions)	**Estimated Reduction to Pretax Income**
Hypothetical revisions	
Morbidity:	
5% increase in morbidity	**$ 460**
10% increase in morbidity	**1,103**
Persistency:	
5% decrease in active life mortality and lapse	**$ 31**
10% decrease in active life mortality and lapse	**253**
Discount rates:	
50 basis point decline in future interest rates	**$ 140**
100 basis point decline in future interest rates	**500**
Premium rate actions:	
50% decrease in anticipated future premium rate increases	**$ -**

The following table summarizes policyholder reserves for CNA s long term care operations:

December 31, 2018 (In millions)	**Claim and claim adjustment expenses**	**Future policy benefits**	**Total**
Long term care	**$ 2,761**	**$ 9,113**	**$ 11,874**
Structured settlement annuities	**530**		**530**
Other	**14**		**14**
Total	**3,305**	**9,113**	**12,418**
Shadow adjustments (a)	**115**	**1,250**	**1,365**
Ceded reserves (b)	**181**	**234**	**415**
Total gross reserves	**$ 3,601**	**$ 10,597**	**$ 14,198**

December 31, 2017

Long term care	$ 2,568	$ 8,959	$ 11,527
Structured settlement annuities	547		547
Other	16		16
Total	3,131	8,959	12,090
Shadow adjustments (a)	159	1,990	2,149
Ceded reserves (b)	209	230	439

Total gross reserves	$ 3,499	$ 11,179	$ 14,678

(a) To the extent that unrealized gains on fixed income securities supporting long term care products and annuity contracts would result in a premium deficiency if those gains were realized an increase in Insurance reserves is recorded, after tax and noncontrolling interests, as a reduction of net unrealized gains through Other comprehensive income (loss) (Shadow Adjustments).

(b) Ceded reserves relate to claim or policy reserves fully reinsured in connection with a sale or exit from the underlying business.

CATASTROPHES AND RELATED REINSURANCE

CNA generally defines catastrophe loss events in the U.S. consistent with the definition of the Property Claims Service (PCS). PCS defines a catastrophe as an event that causes damage of $25 million or more in direct insured losses to property and affects a significant number of policyholders and insurers. For events outside of the U.S., CNA defines a catastrophe as an industry recognized event that generates an accumulation of claims amounting to more than $1 million for the International line of business.

Catastrophes are an inherent risk of the property and casualty insurance business and have contributed to material period-to-period fluctuations in CNA s results of operations and/or equity. CNA reported catastrophe losses, net of reinsurance, of $252 million, $380 million and $165 million for the years ended December 31, 2018, 2017 and 2016. Net catastrophe losses for the year ended December 31, 2018 included $88 million related to Hurricane Michael, $47 million related to the California wildfires and $33 million related to Hurricane Florence. The remaining net catastrophe losses in 2018 resulted primarily from U.S. weather related events. Net catastrophe losses for the year ended December 31, 2017 included $256 million related to Hurricanes Harvey, Irma and Maria and also required reinsurance reinstatement premium of $4 million. The remaining net catastrophe losses in 2017 resulted primarily from the California wildfires and U.S. weather related events. Net catastrophe losses for the year ended December 31, 2016 related primarily to U.S. weather-related events and the Fort McMurray wildfires.

CNA generally seeks to manage its exposure to catastrophes through the purchase of catastrophe reinsurance and has catastrophe reinsurance treaties that cover property and workers compensation losses. CNA conducts an ongoing review of its risk and catastrophe coverages and from time to time make changes as it deems appropriate. The following discussion summarizes CNA s most significant catastrophe reinsurance coverage at January 1, 2019.

Group North American Property Treaty

CNA purchased corporate catastrophe excess-of-loss treaty reinsurance covering its U.S. states and territories and Canadian property exposures underwritten in its North American and European companies. Exposures underwritten through Hardy are excluded. The treaty has a term of January 1, 2019 to May 1, 2020. The 2019 treaty provides coverage for the accumulation of losses from catastrophe occurrences above CNA s per occurrence retention of $250 million up to $1.0 billion. There is no co-participation for the treaty term. Losses stemming from terrorism events are covered unless they are due to a nuclear, biological or chemical attack. All layers of the treaty provide for one full reinstatement.

Group Workers Compensation Treaty

CNA also purchased corporate Workers Compensation catastrophe excess-of-loss treaty reinsurance for the period January 1, 2019 to January 1, 2020 providing $275 million of coverage for the accumulation of covered losses related to natural catastrophes above CNA s retention of $25 million. The treaty provides $475 million of coverage for the accumulation of covered losses related to terrorism events above CNA s retention of $25 million. Of the $475 million in terrorism coverage, $200 million is provided for nuclear, biological, chemical and radiation events. One full reinstatement is available for the first $275 million above the retention, regardless of the covered peril. CNA also purchased a targeted facultative facility to address exposure accumulations in specific peak terrorism zones.

Terrorism Risk Insurance Program Reauthorization Act of 2015 (TRIPRA)

CNA s principal reinsurance protection against large-scale terrorist attacks, including nuclear, biological, chemical or radiological attacks, is the coverage currently provided through TRIPRA which runs through the end of 2020. TRIPRA provides a backstop for insurance-related losses resulting from any act of terrorism , which is certified by the Secretary of Treasury in consultation with the Secretary of Homeland Security for losses that exceed a threshold of

$180 million industry-wide for calendar year 2019, with the threshold increasing to $200 million for 2020. Under the current provisions of the program, in 2019 the federal government will reimburse 81% of CNA s covered losses in excess of its applicable deductible up to a total industry program cap of $100 billion. This amount will decrease to 80% in the year 2020. CNA s deductible is based on eligible commercial property and casualty earned premiums for the preceding calendar year. Based on 2018 earned premiums, CNA s estimated deductible under the program is $1.4 billion for 2019. If an act of terrorism or acts of terrorism result in covered losses exceeding the $100 billion annual

industry aggregate limit, Congress would be responsible for determining how additional losses in excess of $100 billion will be paid.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Consolidated Financial Statements in conformity with GAAP requires us to make estimates and assumptions that affect the amounts reported in the Consolidated Financial Statements and the related notes. Actual results could differ from those estimates.

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

We consider the accounting policies discussed below to be critical to an understanding of our Consolidated Financial Statements as their application places the most significant demands on our judgment. Due to the inherent uncertainties involved with these types of judgments, actual results could differ significantly from estimates, which may have a material adverse impact on our results of operations and/or equity and CNA s insurer financial strength and corporate debt ratings.

Insurance Reserves

Insurance reserves are established for both short and long-duration insurance contracts. Short-duration contracts are primarily related to property and casualty insurance policies where the reserving process is based on actuarial estimates of the amount of loss, including amounts for known and unknown claims. Long-duration contracts are primarily related to long term care policies and are estimated using actuarial estimates about morbidity and persistency as well as assumptions about expected investment returns and future premium rate increases. The reserve for unearned premiums represents the portion of premiums written related to the unexpired terms of coverage. The reserving process is discussed in further detail in the Insurance Reserves section of this MD&A.

Reinsurance and Other Receivables

Exposure exists with respect to the collectibility of ceded property and casualty and life reinsurance to the extent that any reinsurer is unable to meet its obligations or disputes the liabilities CNA has ceded under reinsurance agreements. An allowance for doubtful accounts on reinsurance receivables is recorded on the basis of periodic evaluations of balances due from reinsurers, reinsurer solvency, industry experience and current economic conditions. Further information on CNA s reinsurance receivables is included in Note 16 of the Notes to Consolidated Financial Statements included under Item 8.

Additionally, exposure exists with respect to the collectibility of amounts due from customers on other receivables. An allowance for doubtful accounts is recorded on the basis of periodic evaluations of balances due, currently as well as in the future, historical reinsurer default data, management s experience and current economic conditions.

If actual experience differs from the estimates made by management in determining the allowances for doubtful accounts on reinsurance and other receivables, net receivables as reflected on our Consolidated Balance Sheets may not be collected. Therefore, our results of operations and/or equity could be materially adversely affected.

Valuation of Investments and Impairment of Securities

Fixed maturity and equity securities are carried at fair value on the balance sheet. Fair value represents the price that would be received in a sale of an asset in an orderly transaction between market participants on the measurement date, the determination of which requires us to make a significant number of assumptions and judgments. Securities with the greatest level of subjectivity around valuation are those that rely on inputs that are significant to the estimated fair value and that are not observable in the market or cannot be derived principally from or corroborated by observable market data. These unobservable inputs are based on assumptions consistent with what we believe other market

participants would use to price such securities. Further information on fair value measurements is included in Note 4 of the Notes to Consolidated Financial Statements included under Item 8.

CNA s investment portfolio is subject to market declines below amortized cost that may be other-than-temporary and therefore result in the recognition of impairment losses in earnings. Factors considered in the determination of whether or not a decline is other-than-temporary include a current intention or need to sell the security or an indication that a credit loss exists. Significant judgment exists regarding the evaluation of the financial condition and expected near-term and long term prospects of the issuer, or the underlying collateral, the relevant industry conditions and trends, and whether CNA expects to receive cash flows sufficient to recover the entire amortized cost basis of the security. Further information on CNA s process for evaluating impairments is included in Note 1 of the Notes to Consolidated Financial Statements included under Item 8.

Long Term Care Policies

Future policy benefit reserves for CNA s long term care policies are based on certain assumptions including morbidity, persistency, inclusive of mortality, discount rates and future premium rate increases. The adequacy of the reserves is contingent upon actual experience and CNA s future expectations related to these key assumptions. If actual or CNA s expected future experience differs from these assumptions, the reserves may not be adequate, requiring CNA to add to reserves.

A prolonged period during which interest rates remain at levels lower than those anticipated in CNA s reserving discount rate assumption could result in shortfalls in investment income on assets supporting CNA s obligations under long term care policies, which may also require an increase to CNA s reserves. In addition, CNA may not receive regulatory approval for the premium rate increases it requests.

These changes to CNA s reserves could materially adversely impact our results of operations and equity. The reserving process is discussed in further detail in the Insurance Reserves section of this MD&A.

Impairment of Long-Lived Assets

We review our long-lived assets for impairment when changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We use a probability-weighted cash flow analysis to test property and equipment for impairment based on relevant market data. If an asset is determined to be impaired, a loss is recognized to reduce the carrying amount to the fair value of the asset. Management s cash flow assumptions are an inherent part of our asset impairment evaluation and the use of different assumptions could produce results that differ from the reported amounts.

Income Taxes

Deferred income taxes are recognized for temporary differences between the financial statement and tax return bases of assets and liabilities. Any resulting future tax benefits are recognized to the extent that realization of such benefits is more likely than not, and a valuation allowance is established for any portion of a deferred tax asset that management believes may not be realized. The assessment of the need for a valuation allowance requires management to make estimates and assumptions about future earnings, reversal of existing temporary differences and available tax planning strategies. If actual experience differs from these estimates and assumptions, the recorded deferred tax asset may not be fully realized, resulting in an increase to income tax expense in our results of operations. In addition, the ability to record deferred tax assets in the future could be limited resulting in a higher effective tax rate in that future period.

ACCOUNTING STANDARDS UPDATE

For a discussion of accounting standards updates that have been adopted or will be adopted in the future, please read Note 1 of the Notes to Consolidated Financial Statements included under Item 8.

FORWARD-LOOKING STATEMENTS

Investors are cautioned that certain statements contained in this Report as well as some statements in other SEC filings and periodic press releases of us and our subsidiaries and some oral statements made by us and our subsidiaries and our and their officials during presentations may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the Act). Forward-looking statements include, without limitation, any statement that does not directly relate to any historical or current fact and may project, indicate or imply future results, events, performance or achievements. Such statements may contain the words expect, intend, plan, anticipa estimate, believe, will be, will continue, will likely result, and similar expressions. In addition, any stat concerning future financial performance (including future revenues, earnings or growth rates), ongoing business strategies or prospects, and possible actions taken by us or our subsidiaries are also forward-looking statements as defined by the Act. Forward-looking statements are based on current expectations and projections about future events and are inherently subject to a variety of risks and uncertainties, many of which are beyond our control, that could cause actual results to differ materially from those anticipated or projected.

Developments in any of the risks or uncertainties facing us or our subsidiaries, including those described under Item 1A, Risk Factors of this Report and in our other filings with the SEC, could cause our results to differ materially from results that have been or may be anticipated or projected. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements. Forward-looking statements speak only as of the date they are made and we expressly disclaim any obligation or undertaking to update these statements to reflect any change in our expectations or beliefs or any change in events, conditions or circumstances on which any forward-looking statement is based.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

We are a large diversified holding company. As such, we and our subsidiaries have significant amounts of financial instruments that involve market risk. Our measure of market risk exposure represents an estimate of the change in fair value of our financial instruments. Changes in the trading portfolio are recognized in the Consolidated Statements of Income. Market risk exposure is presented for each class of financial instrument held by us at December 31, assuming immediate adverse market movements of the magnitude described below. We believe that the various rates of adverse market movements represent a measure of exposure to loss under hypothetically assumed adverse conditions. The estimated market risk exposure represents the hypothetical loss to future earnings and does not represent the maximum possible loss nor any expected actual loss, even under adverse conditions, because actual adverse fluctuations would likely differ. In addition, since our investment portfolio is subject to change based on our portfolio management strategy as well as in response to changes in the market, these estimates are not necessarily indicative of the actual results which may occur.

Exposure to market risk is managed and monitored by senior management. Senior management approves our overall investment strategy and has responsibility to ensure that the investment positions are consistent with that strategy with an acceptable level of risk. We may manage risk by buying or selling instruments or entering into offsetting positions.

Interest Rate Risk We have exposure to interest rate risk arising from changes in the level or volatility of interest rates. We attempt to mitigate our exposure to interest rate risk by utilizing instruments such as interest rate swaps, commitments to purchase securities, options, futures and forwards. We monitor our sensitivity to interest rate changes by revaluing financial assets and liabilities using a variety of different interest rates. The Company uses duration and convexity at the security level to estimate the change in fair value that would result from a change in each security s yield. Duration measures the price sensitivity of an asset to changes in the yield rate. Convexity measures how the duration of the asset changes with interest rates. The duration and convexity analysis takes into account the unique characteristics (e.g., call and put options and prepayment expectations) of each security, in determining the hypothetical change in fair value. The analysis is performed at the security level and is aggregated up to the asset

category level.

The evaluation is performed by applying an instantaneous change in the yield rates by varying magnitudes on a static balance sheet to determine the effect such a change in rates would have on the recorded market value of our investments and the resulting effect on shareholders equity. The analysis presents the sensitivity of the market value

of our financial instruments to selected changes in market rates and prices which we believe are reasonably possible over a one year period.

The sensitivity analysis estimates the change in the fair value of our interest sensitive assets and liabilities that were held on December 31, 2018 and 2017 due to an instantaneous change in the yield of the security at the end of the period of 100 basis points, with all other variables held constant.

The interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while interest rates on other types may lag behind changes in market rates. Accordingly, the analysis may not be indicative of, is not intended to provide, and does not provide a precise forecast of the effect of changes of market interest rates on our earnings or shareholders equity. Further, the computations do not contemplate any actions we could undertake in response to changes in interest rates.

Our debt is primarily denominated in U.S. dollars and has been primarily issued at fixed rates, therefore, interest expense would not be impacted by interest rate shifts. The impact of a 100 basis point increase in interest rates on fixed rate debt would result in a decrease in market value of $492 million and $630 million at December 31, 2018 and 2017. The impact of a 100 basis point decrease would result in an increase in market value of $537 million and $694 million at December 31, 2018 and 2017. Consolidated Container has entered into interest rate swaps for a notional amount of $500 million to hedge its exposure to fluctuations in LIBOR on a portion of its variable rate debt. These swaps effectively fix the interest rate on the hedged portion of the term loan at approximately 2.1% plus an applicable margin. At December 31, 2018 and 2017, the impact of a 100 basis point increase in interest rates on variable rate debt, net of the effects of the swaps, would increase interest expense by approximately $7 million and $5 million on an annual basis.

Equity Price Risk We have exposure to equity price risk as a result of our investment in equity securities and equity derivatives. Equity price risk results from changes in the level or volatility of equity prices which affect the value of equity securities or instruments that derive their value from such securities or indexes. Equity price risk was measured assuming an instantaneous 25% decrease in the underlying reference price or index from its level at December 31, 2018 and 2017, with all other variables held constant. A model was developed to analyze the observed changes in the value of limited partnerships held by the Company over a multiple year period along with the corresponding changes in various equity indices. The result of the model allowed us to estimate the change in value of limited partnerships when equity markets decline by 25%.

Foreign Exchange Rate Risk Foreign exchange rate risk arises from the possibility that changes in foreign currency exchange rates will impact the value of financial instruments. We have foreign exchange rate exposure when we buy or sell foreign currencies or financial instruments denominated in a foreign currency, which is reduced through the use of forward contracts. The sensitivity analysis assumes an instantaneous 20% decrease in the foreign currency exchange rates versus the U.S. dollar from their levels at December 31, 2018 and 2017, with all other variables held constant.

Commodity Price Risk We have exposure to price risk as a result of our investments in commodities. Commodity price risk results from changes in the level or volatility of commodity prices that impact instruments which derive their value from such commodities. Commodity price risk was measured assuming an instantaneous decrease of 20% from their levels at December 31, 2018 and 2017.

We have exposure to price risk as a result of Consolidated Container s purchases of certain raw materials, such as high-density polyethylene, polycarbonate, polypropylene and polyethylene terephthalate resins in connection with the production of its products. The purchase prices of these raw materials are determined based on prevailing market conditions. While Consolidated Container s operations are affected by fluctuations in resin prices, its net income over time is generally unaffected by these changes as these costs are generally passed through to its customers.

Credit Risk We are exposed to credit risk relating to the risk of loss resulting from the nonperformance by a customer of its contractual obligations. Although nearly all of the Company s customers pay for its services on a timely basis, the Company actively monitors the credit exposure to its customers. Certain of the Company s subsidiaries may perform credit reviews of customers and may require customers to provide cash collateral, post a letter of credit, prepay for services or provide other credit enhancements.

The following tables present the estimated effects on the fair value of our financial instruments as of December 31, 2018 and 2017 due to an increase in yield rates of 100 basis points, a 20% decline in foreign currency exchange rates and a 25% decline in the S&P 500, with all other variables held constant, on the basis of those entered into for trading purposes and other than trading purposes.

Trading portfolio:

December 31, 2018 (In millions)	Fair Value Asset (Liability)	Increase (Decrease) Interest Rate Risk	Equity Price Risk
Fixed maturities long	$ 157	$ (1)	
Equity securities long	495		$ (124)
short	(6)		2
Options purchased	18		28
written	(17)		(19)
Other invested assets	5		
Short term investments	1,926	(4)	

Other than trading portfolio:

December 31, 2018 (In millions)	Fair Value Asset (Liability)	Increase (Decrease) Interest Rate Risk	Foreign Currency Risk	Equity Price Risk
Fixed maturities	$ 39,542	$ (2,440)	$ (406)	
Equity securities	780	(29)	(3)	$ (46)
Limited partnership investments	2,424			(308)
Other invested assets	53		(9)	
Mortgage loans	827	(36)		
Short term investments	1,943	(1)	(24)	
Interest rate swaps (a)	11	22		
Other derivatives	4	15		

(a) The market risk at December 31, 2018 will generally be offset by recognition of the underlying hedged transaction.

Trading portfolio:

December 31, 2017 (In millions)	Fair Value Asset (Liability)	Increase (Decrease) Interest Rate Risk	Increase (Decrease) Equity Price Risk
Fixed maturities long	$ 649	$ (1)	
Equity securities long	517		$ (129)
short	(5)		1
Options purchased	12		16
written	(7)		(15)
Other invested assets	60		(1)
Short term investments	2,745		
Other derivatives	1		67

Other than trading portfolio:

December 31, 2017 (In millions)	Fair Value Asset (Liability)	Increase (Decrease) Interest Rate Risk	Increase (Decrease) Foreign Currency Risk	Increase (Decrease) Equity Price Risk
Fixed maturities	$ 41,484	$ (2,559)	$ (429)	
Equity securities	695	(26)	(4)	$ (16)
Limited partnership investments	3,278			(464)
Other invested assets	44		(7)	
Mortgage loans	844	(40)		
Short term investments	1,901	(1)	(20)	
Interest rate swaps (a)	4	26		
Other derivatives	(3)	17		

(a) The market risk at December 31, 2017 will generally be offset by recognition of the underlying hedged transaction.

Item 8. Financial Statements and Supplementary Data.

Financial Statements and Supplementary Data are comprised of the following sections:

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MANAGEMENT S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for us. Our internal control system was designed to provide reasonable assurance to our management and Board of Directors regarding the preparation and fair presentation of published financial statements.

There are inherent limitations to the effectiveness of any control system, however well designed, including the possibility of human error and the possible circumvention or overriding of controls. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Management must make judgments with respect to the relative cost and expected benefits of any specific control measure. The design of a control system also is based in part upon assumptions and judgments made by management about the likelihood of future events, and there can be no assurance that a control will be effective under all potential future conditions. As a result, even an effective system of internal control over financial reporting can provide no more than reasonable assurance with respect to the fair presentation of financial statements and the processes under which they were prepared.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2018. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control Integrated Framework (2013)*. Based on this assessment, our management believes that, as of December 31, 2018, our internal control over financial reporting was effective.

Our independent registered public accounting firm, Deloitte & Touche LLP, has issued an audit report on the Company s internal control over financial reporting. The report of Deloitte & Touche LLP follows this Report.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Loews Corporation

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Loews Corporation and subsidiaries (the Company) as of December 31, 2018, based on criteria established in Internal Control Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2018, of the Company and our report dated February 13, 2019, expressed an unqualified opinion on those financial statements and included an explanatory paragraph regarding the Company s change in its method of accounting for recognition and measurement of equity securities in 2018.

Basis for Opinion

The Company s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying management s report on internal control over financial reporting. Our responsibility is to express an opinion on the Company s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

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

deteriorate.

/s/ DELOITTE & TOUCHE LLP

New York, NY

February 13, 2019

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Loews Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Loews Corporation and subsidiaries (the Company) as of December 31, 2018 and 2017, the related consolidated statements of income, comprehensive income (loss), equity, and cash flows, for each of the three years in the period ended December 31, 2018, and the related notes and the schedules listed in the Index at Item 15 (a) 2 (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company s internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 13, 2019, expressed an unqualified opinion on the Company s internal control over financial reporting.

Change in Accounting Principle

As discussed in Note 1 to the financial statements, the Company has changed its method of accounting for recognition and measurement of equity securities in 2018.

Basis for Opinion

These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on the Company s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ DELOITTE & TOUCHE LLP

New York, NY

February 13, 2019

We have served as the Company s auditor since 1969.

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Loews Corporation and Subsidiaries

CONSOLIDATED BALANCE SHEETS

Assets:

December 31 **(Dollar amounts in millions, except per share data)**	**2018**	2017
Investments:		
Fixed maturities, amortized cost of $38,234 and $38,861	**$ 39,699**	$ 42,133
Equity securities, cost of $1,479 and $1,177	**1,293**	1,224
Limited partnership investments	**2,424**	3,278
Other invested assets, primarily mortgage loans	**901**	945
Short term investments	**3,869**	4,646
Total investments	**48,186**	52,226
Cash	**405**	472
Receivables	**7,960**	7,613
Property, plant and equipment	**15,511**	15,427
Goodwill	**665**	659
Deferred non-insurance warranty acquisition expenses (Note 1)	**2,513**	212
Deferred acquisition costs of insurance subsidiaries	**633**	634
Other assets	**2,443**	2,343
Total assets	**$ 78,316**	$ 79,586

See Notes to Consolidated Financial Statements.

Loews Corporation and Subsidiaries

CONSOLIDATED BALANCE SHEETS

Liabilities and Equity:

December 31 **(Dollar amounts in millions, except per share data)**	**2018**	2017
Insurance reserves:		
Claim and claim adjustment expense	**$ 21,984**	$ 22,004
Future policy benefits	**10,597**	11,179
Unearned premiums	**4,183**	4,029
Total insurance reserves	**36,764**	37,212
Payable to brokers	**42**	60
Short term debt	**17**	280
Long term debt	**11,359**	11,253
Deferred income taxes	**841**	749
Deferred non-insurance warranty revenue (Note 1)	**3,402**	972
Other liabilities	**4,505**	4,494
Total liabilities	**56,930**	55,020
Commitments and contingent liabilities		
Shareholders equity:		
Preferred stock, $0.10 par value:		
Authorized 100,000,000 shares		
Common stock, $0.01 par value:		
Authorized 1,800,000,000 shares		
Issued 312,169,189 and 332,487,815 shares	**3**	3
Additional paid-in capital	**3,627**	3,151
Retained earnings	**15,773**	16,096
Accumulated other comprehensive loss	**(880)**	(26)
	18,523	19,224
Less treasury stock, at cost (100,000 and 400,000 shares)	**(5)**	(20)
Total shareholders equity	**18,518**	19,204
Noncontrolling interests	**2,868**	5,362
Total equity	**21,386**	24,566
Total liabilities and equity	**$ 78,316**	$ 79,586

See Notes to Consolidated Financial Statements.

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Loews Corporation and Subsidiaries

CONSOLIDATED STATEMENTS OF INCOME

Year Ended December 31 **(In millions, except per share data)**	**2018**	2017	2016
Revenues:			
Insurance premiums	**$ 7,312**	$ 6,988	$ 6,924
Net investment income	**1,817**	2,182	2,135
Investment gains (losses):			
Other-than-temporary impairment losses	**(21)**	(14)	(81)
Other net investment gains (losses)	**(36)**	136	131
Total investment gains (losses)	**(57)**	122	50
Non-insurance warranty revenue (Notes 1 and 13)	**1,007**	390	361
Operating revenues and other	**3,987**	4,053	3,635
Total	**14,066**	13,735	13,105
Expenses:			
Insurance claims and policyholders benefits	**5,572**	5,310	5,283
Amortization of deferred acquisition costs	**1,335**	1,233	1,235
Non-insurance warranty expense (Notes 1 and 13)	**923**	299	271
Operating expenses and other (Note 6)	**4,828**	4,665	4,844
Interest	**574**	646	536
Total	**13,232**	12,153	12,169
Income before income tax	**834**	1,582	936
Income tax expense	**(128)**	(170)	(220)
Net income	**706**	1,412	716
Amounts attributable to noncontrolling interests	**(70)**	(248)	(62)
Net income attributable to Loews Corporation	**$ 636**	$ 1,164	$ 654
Basic net income per common share	**$ 1.99**	$ 3.46	$ 1.93
Diluted net income per common share	**$ 1.99**	$ 3.45	$ 1.93
Basic weighted average number of shares outstanding	**319.06**	336.61	337.95
Diluted weighted average number of shares outstanding	**319.93**	337.50	338.31

See Notes to Consolidated Financial Statements.

Loews Corporation and Subsidiaries

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Net income	**$ 706**	$ 1,412	$ 716
Other comprehensive income (loss), after tax			
Changes in:			
Net unrealized gains (losses) on investments with other-than-temporary impairments	**(14)**	(5)	3
Net other unrealized gains (losses) on investments	**(798)**	108	257
Total unrealized gains (losses) on investments	**(812)**	103	260
Unrealized gains on cash flow hedges	**6**	3	2
Pension liability	**(2)**	12	5
Foreign currency translation	**(84)**	100	(114)
Other comprehensive income (loss)	**(892)**	218	153
Comprehensive income (loss)	**(186)**	1,630	869
Amounts attributable to noncontrolling interests	**25**	(269)	(81)
Total comprehensive income (loss) attributable to Loews Corporation	**$ (161)**	$ 1,361	$ 788

See Notes to Consolidated Financial Statements.

Loews Corporation and Subsidiaries

CONSOLIDATED STATEMENTS OF EQUITY

(In millions)	Total	Loews Corporation Shareholders: Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Common Stock Held in Treasury	Noncontrolling Interests
Balance, January 1, 2016	$ 22,810	$ 3	$ 3,184	$ 14,731	$ (357)	$ -	$ 5,249
Net income	716			654			62
Other comprehensive income	153				134		19
Dividends paid ($0.25 per share)	(218)			(84)			(134)
Purchases of subsidiary stock from noncontrolling interests	(9)		3				(12)
Purchases of Loews treasury stock	(134)					(134)	
Retirement of treasury stock	-		(32)	(102)		134	
Stock-based compensation	47		45				2
Other	(4)		(13)	(3)			12
Balance, December 31, 2016	$ 23,361	$ 3	$ 3,187	$ 15,196	$ (223)	$ -	$ 5,198
Net income	1,412			1,164			248
Other comprehensive income	218				197		21
Dividends paid ($0.25 per share)	(223)			(84)			(139)
Purchases of Loews treasury stock	(237)					(237)	
Retirement of treasury stock	1		(41)	(175)		217	
Stock-based compensation	35		2				33
Other	(1)		3	(5)			1
Balance, December 31, 2017	$ 24,566	$ 3	$ 3,151	$ 16,096	$ (26)	$ (20)	$ 5,362

See Notes to Consolidated Financial Statements.

Loews Corporation and Subsidiaries

CONSOLIDATED STATEMENTS OF EQUITY

(In millions)	Total	Loews Corporation Shareholders					Noncontrolling Interests
		Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Common Stock Held in Treasury	
Balance, December 31, 2017	**$ 24,566**	**$ 3**	**$ 3,151**	**$ 16,096**	**$ (26)**	**$ (20)**	**$ 5,362**
Cumulative effect adjustments from changes in accounting standards (Note 1)	**(91)**			**(43)**	**(28)**		**(20)**
Balance, January 1, 2018, as adjusted	**24,475**	**3**	**3,151**	**16,053**	**(54)**	**(20)**	**5,342**
Net income	**706**			**636**			**70**
Other comprehensive loss	**(892)**				**(797)**		**(95)**
Dividends paid ($0.25 per share)	**(201)**			**(80)**			**(121)**
Purchase of Boardwalk Pipeline common units	**(1,718)**		**658**		**(29)**		**(2,347)**
Purchases of Loews treasury stock	**(1,011)**					**(1,011)**	
Retirement of treasury stock	**-**		**(195)**	**(831)**		**1,026**	
Stock-based compensation	**31**		**19**				**12**
Other	**(4)**		**(6)**	**(5)**			**7**
Balance, December 31, 2018	**$ 21,386**	**$ 3**	**$ 3,627**	**$ 15,773**	**$ (880)**	**$ (5)**	**$ 2,868**

See Notes to Consolidated Financial Statements.

Loews Corporation and Subsidiaries

CONSOLIDATED STATEMENTS OF CASH FLOWS

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Operating Activities:			
Net income	**$ 706**	$ 1,412	$ 716
Adjustments to reconcile net income to net cash provided (used) by operating activities:			
Investment (gains) losses	**57**	(122)	(50)
Equity method investees	**572**	25	221
Amortization of investments	**(70)**	(40)	(27)
Depreciation and amortization	**912**	874	841
Asset impairments	**44**	106	697
Provision for deferred income taxes	**86**	(47)	102
Other non-cash items	**72**	164	73
Changes in operating assets and liabilities, net:			
Receivables	**(131)**	93	24
Deferred acquisition costs	**(6)**	(24)	(8)
Insurance reserves	**482**	22	237
Other assets	**(102)**	(95)	(71)
Other liabilities	**(102)**	114	26
Trading securities	**1,702**	108	(528)
Net cash flow operating activities	**4,222**	2,590	2,253
Investing Activities:			
Purchases of fixed maturities	**(10,785)**	(9,065)	(9,827)
Proceeds from sales of fixed maturities	**8,408**	5,438	5,332
Proceeds from maturities of fixed maturities	**2,370**	3,641	3,219
Purchases of limited partnership investments	**(420)**	(171)	(355)
Proceeds from sales of limited partnership investments	**470**	212	327
Purchases of property, plant and equipment	**(995)**	(1,031)	(1,450)
Acquisitions	**(37)**	(1,218)	(79)
Dispositions	**113**	79	330
Change in short term investments	**(339)**	(167)	158
Other, net	**(229)**	(373)	158
Net cash flow investing activities	**(1,444)**	(2,655)	(2,187)

Loews Corporation and Subsidiaries

CONSOLIDATED STATEMENTS OF CASH FLOWS

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Financing Activities:			
Dividends paid	**$ (80)**	$ (84)	$ (84)
Dividends paid to noncontrolling interests	**(121)**	(139)	(134)
Purchase of Boardwalk Pipeline common units	**(1,504)**		
Purchases of Loews treasury stock	**(1,026)**	(216)	(134)
Principal payments on debt	**(1,043)**	(2,411)	(3,418)
Issuance of debt	**865**	3,067	3,614
Other, net	**74**	(16)	(10)
Net cash flow financing activities	**(2,835)**	201	(166)
Effect of foreign exchange rate on cash	**(10)**	9	(13)
Net change in cash	**(67)**	145	(113)
Cash, beginning of year	**472**	327	440
Cash, end of year	**$ 405**	$ 472	$ 327

See Notes to Consolidated Financial Statements.

Loews Corporation and Subsidiaries

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies

Basis of presentation Loews Corporation is a holding company. Its subsidiaries are engaged in the following lines of business: commercial property and casualty insurance (CNA Financial Corporation (CNA), a 89% owned subsidiary); the operation of offshore oil and gas drilling rigs (Diamond Offshore Drilling, Inc. (Diamond Offshore), a 53% owned subsidiary); transportation and storage of natural gas and natural gas liquids (Boardwalk Pipeline Partners, LP (Boardwalk Pipeline), a wholly owned subsidiary); the operation of a chain of hotels (Loews Hotels Holding Corporation (Loews Hotels & Co), a wholly owned subsidiary); and the manufacture of rigid plastic packaging solutions (Consolidated Container Company LLC (Consolidated Container), a 99% owned subsidiary). Unless the context otherwise requires, the terms Company, Loews and Registrant as used herein mean Loews Corporation excluding its subsidiaries and the term Net income (loss) attributable to Loews Corporation as used herein means Net income (loss) attributable to Loews Corporation shareholders.

Principles of consolidation The Consolidated Financial Statements include all subsidiaries and intercompany accounts and transactions have been eliminated. The equity method of accounting is used for investments in associated companies in which the Company generally has an interest of 20% to 50%.

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

Investments The Company classifies its fixed maturity securities as either available-for-sale or trading, and as such, they are carried at fair value. Short term investments are carried at fair value. Changes in fair value of trading securities are reported within Net investment income on the Consolidated Statements of Income. Changes in fair value related to available-for-sale securities are reported as a component of Other comprehensive income. Losses may be recognized within the Consolidated Statements of Income when a decline in value is determined by the Company to be other-than-temporary.

The cost of fixed maturity securities classified as available-for-sale is adjusted for amortization of premiums and accretion of discounts, which are included in Net investment income on the Consolidated Statements of Income. The amortization of premium and accretion of discount for fixed maturity securities takes into consideration call and maturity dates that produce the lowest yield.

For asset-backed securities included in fixed maturity securities, the Company recognizes income using an effective yield based on anticipated prepayments and the estimated economic life of the securities. When estimates of prepayments change, the effective yield is recalculated to reflect actual payments to date and anticipated future payments.

To the extent that unrealized gains on fixed maturity securities supporting long term care products and structured settlements not funded by annuities would result in a premium deficiency if those gains were realized, a related increase in Insurance reserves is recorded, net of tax and noncontrolling interests, as a reduction of net unrealized gains through Other comprehensive income (Shadow Adjustments). Shadow Adjustments decreased $298 million (after tax and noncontrolling interests) and increased $355 million (after tax and noncontrolling interests) for the years ended December 31, 2018 and 2017. As of December 31, 2018 and 2017, net unrealized gains on investments included in Accumulated other comprehensive income (AOCI) were correspondingly reduced by Shadow

Adjustments of $964 million and $1.3 billion (after tax and noncontrolling interests).

Equity securities are carried at fair value. CNA s non-redeemable preferred stock investments contain characteristics of debt securities, are priced similarly to bonds and are held primarily for income generation through periodic dividends. While recognition of gains and losses on these securities is not discretionary, CNA does not consider the changes in fair value of non-redeemable preferred stock to be reflective of its primary operations. As such, the changes in the fair value of these securities are recorded through Net realized investments gains (losses).

The Company owns certain common stock with the intention of holding the securities primarily for market appreciation and as such, the changes in the fair value of these securities are recorded through Net investment income (loss). Prior to 2018, a portfolio of equity securities were considered available-for-sale with changes in fair value reported as a component of Other comprehensive income (loss).

The Company s carrying value of investments in limited partnerships is its share of the net asset value of each partnership, as determined by the general partner. Certain partnerships for which results are not available on a timely basis are reported on a lag, primarily three months or less. These investments are accounted for under the equity method and changes in net asset values are recorded within Net investment income on the Consolidated Statements of Income.

Investments in derivative securities are carried at fair value with changes in fair value reported as a component of Investment gains (losses), Income (loss) from trading portfolio, or Other comprehensive income (loss), depending on their hedge designation. A derivative is typically defined as an instrument whose value is derived from an underlying instrument, index or rate, has a notional amount, requires little or no initial investment and can be net settled. Derivatives include, but are not limited to, the following types of investments: interest rate swaps, interest rate caps and floors, put and call options, warrants, futures, forwards, commitments to purchase securities, credit default swaps and combinations of the foregoing. Derivatives embedded within non-derivative instruments (such as call options embedded in convertible bonds) must be split from the host instrument when the embedded derivative is not clearly and closely related to the host instrument.

An available-for-sale security is impaired if the fair value of the security is less than its cost adjusted for accretion, amortization and previously recorded other-than-temporary impairment (OTTI) losses, otherwise defined as an unrealized loss. When a security is impaired, the impairment is evaluated to determine whether it is temporary or other-than-temporary.

Significant judgment is required in the determination of whether an OTTI loss has occurred for a security. CNA follows a consistent and systematic process for determining and recording an OTTI loss including the evaluation of securities in an unrealized loss position on at least a quarterly basis.

CNA s assessment of whether an OTTI loss has occurred incorporates both quantitative and qualitative information. Fixed maturity securities that CNA intends to sell, or it more likely than not will be required to sell before recovery of amortized cost, are considered to be other-than-temporarily impaired and the entire difference between the amortized cost basis and fair value of the security is recognized as an OTTI loss in earnings. The remaining fixed maturity securities in an unrealized loss position are evaluated to determine if a credit loss exists. The factors considered include: (i) the financial condition and near term and long term prospects of the issuer, (ii) whether the debtor is current on interest and principal payments, (iii) credit ratings of the securities and (iv) general market conditions and industry or sector specific outlook. CNA also considers results and analysis of cash flow modeling for asset-backed securities, and when appropriate, other fixed maturity securities.

The focus of the analysis for asset-backed securities is on assessing the sufficiency and quality of underlying collateral and timing of cash flows based on scenario tests. If the present value of the modeled expected cash flows equals or exceeds the amortized cost of a security, no credit loss is judged to exist and the asset-backed security is deemed to be temporarily impaired. If the present value of the expected cash flows is significantly less than amortized cost, the security is judged to be other-than-temporarily impaired for credit reasons and that shortfall, referred to as the credit component, is recognized as an OTTI loss in earnings. The difference between the adjusted amortized cost basis and fair value, referred to as the non-credit component, is recognized as OTTI in Other comprehensive income. In subsequent reporting periods, a change in intent to sell or further credit impairment on a security whose fair value has not deteriorated will cause the non-credit component originally recorded as OTTI in Other comprehensive income to be recognized as an OTTI loss in earnings.

CNA performs the discounted cash flow analysis using stressed scenarios to determine future expectations regarding recoverability. Significant assumptions enter into these cash flow projections including delinquency rates, probable risk of default, loss severity upon a default, over collateralization and interest coverage triggers and credit support from lower level tranches.

Prior to 2018, CNA applied the same impairment model as described above for the majority of its non-redeemable preferred stock securities on the basis that these securities possess characteristics similar to debt securities. For all other equity securities, in determining whether the security was other-than-temporarily impaired, CNA considered a number of factors including, but not limited to: (i) the length of time and the extent to which the fair value has been less than amortized cost, (ii) the financial condition and near term prospects of the issuer, (iii) the intent and ability of CNA to retain its investment for a period of time sufficient to allow for an anticipated recovery in value and (iv) general market conditions and industry or sector specific outlook.

Joint venture investments The Company had approximately 20% to 50% interests in operating joint ventures related to hotel properties that are accounted for under the equity method. The Company s investment in these entities was $312 million and $237 million for the years ended December 31, 2018 and 2017 and reported in Other assets on the Company s Consolidated Balance Sheets. Equity income for these investments was $73 million, $81 million and $41 million for the years ended December 31, 2018, 2017 and 2016 and reported in Operating expenses and other on the Company s Consolidated Statements of Income.

The following tables present summarized financial information for these joint ventures:

Year Ended December 31 **(In millions)**	**2018**	2017
Total assets	**$ 1,924**	$ 1,703
Total liabilities	**1,451**	1,347

Year Ended December 31	**2018**	2017	2016
Revenues	**$ 731**	$ 731	$ 693
Net income	**114**	261	80

Hedging The Company formally documents all relationships between hedging instruments and hedged items, as well as its risk-management objective and strategy for undertaking various hedging transactions. The Company also formally assesses (both at the hedge s inception and on an ongoing basis) whether the derivatives that are used in hedging transactions have been highly effective in offsetting changes in fair value or cash flows of hedged items and whether those derivatives may be expected to remain highly effective in future periods. When it is determined that a derivative for which hedge accounting has been designated is not (or ceases to be) highly effective, the Company discontinues hedge accounting prospectively. See Note 3 for additional information on the Company s use of derivatives.

Securities lending activities The Company lends securities for the purpose of enhancing income or to finance positions to unrelated parties who have been designated as primary dealers by the Federal Reserve Bank of New York. Borrowers of these securities must deposit and maintain collateral with the Company of no less than 100% of the fair value of the securities loaned. United States of America (U.S.) Government securities and cash are accepted as collateral. The Company maintains effective control over loaned securities and, therefore, continues to report such securities as investments on the Consolidated Balance Sheets.

Securities lending is typically done on a matched-book basis where the collateral is invested to substantially match the term of the loan. This matching of terms tends to limit risk. In accordance with the Company s lending agreements, securities on loan are returned immediately to the Company upon notice. Collateral is not reflected as an asset of the Company. There was no collateral held at December 31, 2018 and 2017.

Revenue recognition Premiums on property and casualty insurance contracts are recognized in proportion to the underlying risk insured and are principally earned ratably over the term of the policies. Premiums on long term care contracts are earned ratably over the policy year in which they are due. The reserve for unearned premiums represents the portion of premiums written relating to the unexpired terms of coverage.

Insurance receivables include balances due currently or in the future, including amounts due from insureds related to losses under high deductible policies, and are presented at unpaid balances, net of an allowance for doubtful accounts. Amounts are considered past due based on policy payment terms. The allowance is determined based on periodic evaluations of aged receivables, historical business default data, management s experience and current economic conditions. Insurance receivables and any related allowance are written off after collection efforts are exhausted or a negotiated settlement is reached.

Property and casualty contracts that are retrospectively rated contain provisions that result in an adjustment to the initial policy premium depending on the contract provisions and loss experience of the insured during the experience period. For such contracts, CNA estimates the amount of ultimate premiums that it may earn upon completion of the experience period and recognizes either an asset or a liability for the difference between the initial policy premium and the estimated ultimate premium. CNA adjusts such estimated ultimate premium amounts during the course of the experience period based on actual results to date. The resulting adjustment is recorded as either a reduction of or an increase to the earned premiums for the period.

CNA s non-insurance warranty revenues are primarily generated from separately-priced service contracts that provide mechanical breakdown and other coverages to vehicle or consumer goods owners, which generally provide coverage from one month to ten years. For warranty products where CNA acts as the principal in the transaction, non-insurance warranty revenues are reported on a gross basis, with amounts paid by customers reported as Non-insurance warranty revenue and commissions paid to agents reported as Non-insurance warranty expense on the Consolidated Statements of Income. Additionally, CNA provides warranty administration services for dealer and manufacturer warranty products. Non-insurance revenues are recognized when obligations under the terms of the contract with CNA s customers are satisfied, which is generally over time as obligations are fulfilled. CNA recognizes non-insurance warranty revenues over the service period in proportion to the actuarially determined expected claims emergence pattern. Customers pay in full at the inception of the warranty contract. The liability for unearned warranty revenue, reported as Deferred non-insurance warranty revenue on the Consolidated Balance Sheets, represents the unearned portion of revenue in advance of CNA s performance, including amounts which are refundable upon cancellation.

Diamond Offshore s contract drilling revenues primarily result from providing a drilling rig and the crew and supplies necessary to operate the rig, mobilizing and demobilizing the rig to and from the drill site and performing rig preparation activities and/or modifications required for the contract. Consideration received for performing these activities may consist of dayrate drilling revenue, mobilization and demobilization revenue, contract preparation revenue and reimbursement revenue for the purchase of supplies, equipment, personnel services and other services requested by the customer. Diamond Offshore accounts for these integrated services provided within its drilling contracts as a single performance obligation satisfied over time and comprised of a series of distinct time increments in which drilling services are provided. The total transaction price is determined for each individual contract by estimating both fixed and variable consideration expected to be earned over the term of the contract. The standard contract term ranges from two to 60 months.

Boardwalk Pipeline primarily earns revenues by providing transportation and storage services for natural gas and natural gas liquids and hydrocarbons (referred to together as NGLs) on a firm and interruptible basis and provides interruptible natural gas parking and lending services. The majority of Boardwalk Pipeline s operating subsidiaries are subject to Federal Energy Regulatory Commission (FERC) regulations and certain revenues collected, under certain circumstances, may be subject to possible refunds to its customers. An estimated refund liability is recorded considering regulatory proceedings, advice of counsel and estimated total exposure. The majority of Boardwalk Pipeline s revenues are from firm service contracts which are accounted for as a single promise to stand ready each month of the contract term to provide the committed capacity for either transportation or storage services. The transaction price is comprised of a fixed fee based on the capacity reserved plus a usage fee paid on the volume of commodity transported or injected and withdrawn from storage. Both the fixed and the usage fees are allocated to the single performance obligation of providing transportation or storage service and recognized over time as control is

passed to the customer. These service contracts can range in term from one to 20 years and are invoiced monthly.

Loews Hotels & Co provides lodging and related goods and services as well as management and marketing services. Loews Hotels & Co allocates the lodging transaction price to the distinct goods and services based on the market price. Lodging and related revenues are recognized as the guest takes possession of the goods or receives the services.

Management and marketing services revenues are recognized as the services are provided and billed on a monthly basis. In addition, Loews Hotels & Co recognizes revenue for the reimbursement of payroll expenses incurred on behalf of the owners of joint venture and managed hotel properties.

Consolidated Container manufactures rigid plastic packaging to provide packaging solutions to end markets such as beverage, food and household chemicals through a network of manufacturing locations across North America. In addition, Consolidated Container manufactures commodity and differentiated plastic resins from recycled plastic materials for a variety of end markets. Consolidated Container recognizes revenue as control is transferred to the customer.

Contract costs Costs to obtain or fulfill contracts with customers are deferred and reported as Deferred non-insurance warranty acquisition expenses on the Consolidated Balance Sheets. These costs are expected to be recoverable over the term of the contract and are amortized in the same manner the related revenue is recognized. For CNA s deferred non-insurance warranty acquisition expenses, losses under warranty contracts would be recognized when it is probable that estimated future costs exceed unrecognized revenue. CNA evaluates deferred costs for recoverability including consideration of anticipated investment income. Adjustments to deferred costs, if necessary, are recorded in the current period results of operations.

Claim and claim adjustment expense reserves Claim and claim adjustment expense reserves, except reserves for structured settlements not associated with asbestos and environmental pollution (A&EP), workers compensation lifetime claims and long term care claims, are not discounted and are based on (i) case basis estimates for losses reported on direct business, adjusted in the aggregate for ultimate loss expectations; (ii) estimates of incurred but not reported losses; (iii) estimates of losses on assumed reinsurance; (iv) estimates of future expenses to be incurred in the settlement of claims; (v) estimates of salvage and subrogation recoveries and (vi) estimates of amounts due from insureds related to losses under high deductible policies. Management considers current conditions and trends as well as past CNA and industry experience in establishing these estimates. The effects of inflation, which can be significant, are implicitly considered in the reserving process and are part of the recorded reserve balance. Ceded claim and claim adjustment expense reserves are reported as a component of Receivables on the Consolidated Balance Sheets.

Claim and claim adjustment expense reserves are presented net of anticipated amounts due from insureds related to losses under deductible policies of $1.2 billion as of December 31, 2018 and 2017. A significant portion of these amounts are supported by collateral. CNA also has an allowance for uncollectible deductible amounts, which is presented as a component of the allowance for doubtful accounts included in Receivables on the Consolidated Balance Sheets.

Structured settlements have been negotiated for certain property and casualty insurance claims. Structured settlements are agreements to provide fixed periodic payments to claimants. CNA s obligations for structured settlements not funded by annuities are included in claim and claim adjustment expense reserves and carried at present values determined using interest rates ranging from 5.5% to 8.0% as of December 31, 2018 and 2017. As of December 31, 2018 and 2017, the discounted reserves for unfunded structured settlements were $512 million and $527 million, net of discount of $760 million and $798 million. For the years ended December 31, 2018, 2017 and 2016, the amount of interest recognized on the discounted reserves of unfunded structured settlements was $40 million, $41 million and $42 million. This interest accretion is presented as a component of Insurance claims and policyholders benefits on the Consolidated Statements of Income but is excluded from the disclosure of prior year loss reserve development.

Workers compensation lifetime claim reserves are calculated using mortality assumptions determined through statutory regulation and economic factors. At December 31, 2018 and 2017, workers compensation lifetime claim reserves are discounted at a 3.5% interest rate. As of December 31, 2018 and 2017, the discounted reserves for workers compensation lifetime claim reserves were $343 million and $346 million, net of discount of $168 million and $190 million. For the years ended December 31, 2018, 2017 and 2016, the amount of interest accretion

recognized on the discounted reserves of workers compensation lifetime claim reserves was $16 million, $19 million and $17 million. This interest accretion is presented as a component of Insurance claims and policyholders benefits on the Consolidated Statements of Income, but is excluded from the Company s disclosure of prior year loss reserve development.

Long term care claim reserves are calculated using mortality and morbidity assumptions based on CNA and industry experience. Long term care claim reserves are discounted at an interest rate of 6.0% as of December 31, 2018 and 2017. As of December 31, 2018 and 2017, such discounted reserves totaled $2.6 billion and $2.4 billion, net of discount of $460 million and $446 million.

Future policy benefit reserves Future policy benefit reserves represent the active life reserves related to CNA s long term care policies and are computed using the net level premium method, which incorporates actuarial assumptions as to morbidity, persistency, inclusive of mortality, discount rate, future premium rate adjustments and expenses. Expense assumptions primarily relate to claim adjudication. CNA s future policy benefit reserves are based on best estimate actuarial assumptions as of the most recent date of loss recognition, which occurred in 2015. If a premium deficiency were to emerge in the future, the assumptions would be unlocked, and the future policy benefit reserves would be adjusted. The gross premium valuation (GPV) process was performed in the third quarter of 2018 as compared to the fourth quarter in 2017. The GPV as of September 30, 2018 and December 31, 2017 indicated the carried reserves were sufficient, therefore there was no unlocking of assumptions. Interest rates for long term care active life reserves range from 6.6% to 7.0% as of September 30, 2018 and December 31, 2017.

CNA s most recent GPV indicated the future policy benefit reserves for the long term care business were not deficient in the aggregate, but profits are expected to be recognized in early years followed by losses in later years. In that circumstance, future policy benefit reserves are increased in the profitable years by an amount necessary to offset losses that are projected to be recognized in later years. The amount of the additional future policy benefit reserves recorded in each quarterly period is determined by applying the ratio of the present value of future losses divided by the present value of future profits from the most recently completed GPV to long term care core income in that period.

Guaranty fund and other insurance-related assessments Liabilities for guaranty fund and other insurance-related assessments are accrued when an assessment is probable, when it can be reasonably estimated and when the event obligating the entity to pay an imposed or probable assessment has occurred. Liabilities for guaranty funds and other insurance-related assessments are not discounted and are included as part of Other liabilities on the Consolidated Balance Sheets. As of December 31, 2018 and 2017, the liability balances were $108 million and $121 million.

Reinsurance Reinsurance accounting allows for contractual cash flows to be reflected as premiums and losses. To qualify for reinsurance accounting, reinsurance agreements must include risk transfer. To meet risk transfer requirements, a reinsurance contract must include both insurance risk, consisting of underwriting and timing risk, and a reasonable possibility of a significant loss for the assuming entity.

Reinsurance receivables related to paid losses are presented at unpaid balances. Reinsurance receivables related to unpaid losses are estimated in a manner consistent with claim and claim adjustment expense reserves or future policy benefit reserves. Reinsurance receivables are reported net of an allowance for doubtful accounts on the Consolidated Balance Sheets. The cost of reinsurance is primarily accounted for over the life of the underlying reinsured policies using assumptions consistent with those used to account for the underlying policies or over the reinsurance contract period. The ceding of insurance does not discharge the primary liability of CNA.

CNA has established an allowance for doubtful accounts on reinsurance receivables which relates to both amounts already billed on ceded paid losses as well as ceded reserves that will be billed when losses are paid in the future. The allowance for doubtful accounts on reinsurance receivables is estimated on the basis of periodic evaluations of balances due from reinsurers, reinsurer solvency, industry experience and current economic conditions. Reinsurer financial strength ratings are updated and reviewed on an annual basis or sooner if CNA becomes aware of significant changes related to a reinsurer. Because billed receivables generally approximate 5% or less of total reinsurance receivables, the age of the reinsurance receivables related to paid losses is not a significant input into the allowance analysis. Changes in the allowance for doubtful accounts on reinsurance receivables are presented as a component of Insurance claims and policyholders benefits on the Consolidated Statements of Income.

Amounts are considered past due based on the reinsurance contract terms. Reinsurance receivables related to paid losses and any related allowance are written off after collection efforts have been exhausted or a negotiated settlement is reached with the reinsurer. Reinsurance receivables from insolvent insurers related to paid losses are written off when the settlement due from the estate can be reasonably estimated. At the time reinsurance receivables related to

paid losses are written off, any required adjustment to reinsurance receivables related to unpaid losses is recorded as a component of Insurance claims and policyholders benefits on the Consolidated Statements of Income.

Reinsurance contracts that do not effectively transfer the economic risk of loss on the underlying policies are recorded using the deposit method of accounting, which requires that premium paid or received by the ceding company or assuming company be accounted for as a deposit asset or liability. CNA had $3 million and $8 million recorded as deposit assets as of December 31, 2018 and 2017, and $3 million and $4 million recorded as deposit liabilities as of December 31, 2018 and 2017. Income on reinsurance contracts accounted for under the deposit method is recognized using an effective yield based on the anticipated timing of payments and the remaining life of the contract. When the anticipated timing of payments changes, the effective yield is recalculated to reflect actual payments to date and the estimated timing of future payments. The deposit asset or liability is adjusted to the amount that would have existed had the new effective yield been applied since the inception of the contract.

A loss portfolio transfer is a retroactive reinsurance contract. If the cumulative claim and allocated claim adjustment expenses ceded under a loss portfolio transfer exceed the consideration paid, the resulting gain from such excess is deferred and amortized into earnings in future periods in proportion to actual recoveries under the loss portfolio transfer. In any period in which there is a revised estimate of claim and allocated claim adjustment expenses and the loss portfolio transfer is in a gain position, the deferred gain is recalculated as if the revised estimate was available at the inception date of the loss portfolio transfer and the change in the deferred gain is recognized in earnings.

Deferred acquisition costs Deferrable acquisition costs include commissions, premium taxes and certain underwriting and policy issuance costs which are incremental direct costs of successful contract acquisitions. Acquisition costs related to property and casualty business are deferred and amortized ratably over the period the related premiums are earned. Deferred acquisition costs are presented net of ceding commissions and other ceded acquisition costs.

CNA evaluates deferred acquisition costs for recoverability. Anticipated investment income is considered in the determination of the recoverability of deferred acquisition costs. Adjustments, if necessary, are recorded in current period results of operations.

Goodwill and other intangible assets Goodwill represents the excess of purchase price over fair value of net assets of acquired entities. Goodwill is tested for impairment annually or when certain triggering events require additional tests. Subsequent reversal of a goodwill impairment charge is not permitted.

Other intangible assets are reported within Other assets. Finite-lived intangible assets are amortized over their estimated useful lives. Indefinite-lived other intangible assets are tested for impairment annually or when certain triggering events require such tests. See Note 7 for additional information on the Company s goodwill and other intangible assets.

Property, plant and equipment Property, plant and equipment is carried at cost less accumulated depreciation and amortization. Depreciation is computed principally by the straight-line method over the estimated useful lives of the various classes of properties. Leaseholds and leasehold improvements are depreciated or amortized over the terms of the related leases (including optional renewal periods, where appropriate) or the estimated lives of improvements, if less than the lease term.

The principal service lives used in computing provisions for depreciation are as follows:

Years

Pipeline equipment	30 to 50
Offshore drilling equipment	15 to 30
Other	3 to 40

Impairment of long-lived assets Long-lived and finite-lived intangible assets are reviewed for impairment when changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Long-lived assets and intangibles with finite lives, under certain circumstances, are reported at the lower of carrying amount or fair value.

Assets to be disposed of and assets not expected to provide any future service potential to the Company are recorded at the lower of carrying amount or fair value less cost to sell.

Income taxes The Company and its eligible subsidiaries file a consolidated tax return. Deferred income taxes are recognized for temporary differences between the financial statement and tax return bases of assets and liabilities, based on enacted tax rates and other provisions of the tax law. The effect of a change in tax laws or rates on deferred tax assets and liabilities is recognized in income in the period in which such change is enacted. Future tax benefits are recognized to the extent that realization of such benefits is more likely than not, and a valuation allowance is established for any portion of a deferred tax asset that management believes may not be realized.

The Company recognizes uncertain tax positions that it has taken or expects to take on a tax return. The tax benefit of a qualifying position is the largest amount of tax benefit that is greater than 50% likely of being realized upon ultimate settlement with a taxing authority having full knowledge of all relevant information. See Note 10 for additional information on the provision for income taxes.

Pension and postretirement benefits The Company recognizes the overfunded or underfunded status of its defined benefit plans in Other assets or Other liabilities in the Consolidated Balance Sheets. Changes in funded status related to prior service costs and credits and actuarial gains and losses are recognized in the year in which the changes occur through Accumulated other comprehensive income (loss). The Company measures its benefit plan assets and obligations at December 31. Annual service cost, interest cost, expected return on plan assets, amortization of prior service costs and credits and amortization of actuarial gains and losses are recognized in the Consolidated Statements of Income.

Stock-based compensation The Company records compensation expense upon issuance, modification or cancellation of all share-based payment awards granted, primarily on a straight-line basis over the requisite service period, generally three to four years. Stock Appreciation Rights (SARs) are valued using the Black-Scholes option pricing model. The application of this valuation model involves assumptions that are judgmental and highly sensitive. These assumptions include the term that the awards are expected to be outstanding, an estimate of the volatility of the underlying stock price, applicable risk-free interest rates and the dividend yield of the Company s stock. Restricted Stock Units are valued using the grant-date fair value of the Company s stock.

Net income per share Companies with complex capital structures are required to present basic and diluted net income per share. Basic net income per share excludes dilution and is computed by dividing net income attributable to common stock by the weighted average number of common shares outstanding for the period. Diluted net income per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

For each of the years ended December 31, 2018, 2017 and 2016, approximately 0.9 million, 0.9 million and 0.4 million potential shares attributable to issuances and exercises under the Loews Corporation 2016 Incentive Compensation Plan and the prior plan were included in the calculation of diluted net income per share. For those same periods, there were no shares and approximately 0.4 million and 3.7 million shares attributable to employee stock-based compensation awards excluded from the calculation of diluted net income per share because the effect would have been antidilutive.

Foreign currency Foreign currency translation gains and losses are reflected in Shareholders equity as a component of Accumulated other comprehensive income (loss). The Company s foreign subsidiaries balance sheet accounts are translated at the exchange rates in effect at each reporting date and income statement accounts are translated at the average exchange rates during the reporting period. There were no foreign currency transaction gains (losses) for the year ended December 31, 2018 and $26 million and $(21) million for the years ended December 31, 2017 and 2016 included in the Consolidated Statements of Income.

Regulatory accounting The majority of Boardwalk Pipeline s operating subsidiaries are regulated by FERC. GAAP for regulated entities requires Texas Gas Transmission, LLC (Texas Gas), a wholly owned subsidiary of Boardwalk Pipeline, to report certain assets and liabilities consistent with the economic effect of the manner in which independent third party regulators establish rates. Effective April 1, 2016, Gulf South Pipeline, LP (Gulf South), a wholly owned subsidiary of Boardwalk Pipeline, implemented a fuel tracker pursuant to a FERC rate case settlement,

for which Gulf South applies regulatory accounting. Accordingly, certain costs and benefits are capitalized as regulatory assets and liabilities in order to provide for recovery from or refund to customers in future periods. Other than as described for Texas Gas and Gulf South, regulatory accounting is not applicable to Boardwalk Pipeline s other FERC regulated entities or operations.

Supplementary cash flow information Cash payments made for interest on long term debt, net of capitalized interest, amounted to $558 million, $533 million and $511 million for the years ended December 31, 2018, 2017 and 2016. Cash payments for federal, foreign, state and local income taxes amounted to $101 million, $166 million and $114 million for the years ended December 31, 2018, 2017 and 2016. Investing activities exclude $15 million and $18 million of accrued capital expenditures for the years ended December 31, 2018 and 2016 and include $87 million of previously accrued capital expenditures for the year ended December 31, 2017.

Accounting changes In May of 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) ASU 2014-09, Revenue from Contracts with Customers (Topic 606) (ASU 2014-09). The core principle of the new accounting guidance is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The new accounting guidance provides a five-step analysis of transactions to determine when and how revenue is recognized and requires enhanced disclosures about revenue. The standard excludes from its scope the accounting for insurance contracts, financial instruments and certain other agreements that are subject to other guidance in the FASB Accounting Standards Codification, which limits the impact of this change in accounting for the Company.

On January 1, 2018, the Company adopted the updated accounting guidance using the modified retrospective method, with a cumulative effect adjustment to the opening balance sheet. Upon adoption, the new guidance was applied to all contracts subject to the standard that were not completed as of the date of adoption. Prior period amounts have not been adjusted and continue to be reported in accordance with the previous accounting guidance. At adoption, the cumulative effect adjustment decreased beginning Retained earnings by $62 million (after tax and noncontrolling interests), resulted in a deferred tax asset of $23 million and increased Deferred non-insurance warranty acquisition expenses by approximately $1.9 billion and Deferred non-insurance warranty revenue by approximately $2.0 billion.

The impact of the new guidance is primarily related to revenue on CNA s non-insurance warranty products and services, which is recognized more slowly as compared to the historic revenue recognition pattern. For the warranty products where CNA acts as principal, Non-insurance warranty revenue and Non-insurance warranty expense on the Consolidated Statements of Income are increased to reflect the gross amount paid by consumers, including the retail seller s markup, which is considered a commission to the Company s agent. This gross-up of revenues and expenses resulted in an increase to Deferred non-insurance warranty acquisition expenses and Deferred non-insurance warranty revenue on the Consolidated Balance Sheets, as the revenue and expense are recognized over the actuarially determined expected claims emergence pattern. Prior to the adoption of ASU 2014-09, Deferred non-insurance warranty acquisition expenses and Deferred non-insurance warranty revenue would have been $234 million and $1.0 billion as of December 31, 2018, as compared to $212 million and $972 million as of December 31, 2017. The impact of adopting the new guidance resulted in an increase to Non-insurance warranty revenue and Non-insurance warranty expense of $587 and $595 million for the year ended December 31, 2018. See Note 13 for additional information on revenues from contracts with customers.

In January of 2016, the FASB issued ASU 2016-01, Financial Instruments Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities (ASU 2016-01). The updated accounting guidance requires changes to the reporting model for financial instruments. The guidance primarily changes the model for equity securities by requiring changes in the fair value of equity securities (except those accounted for under the equity method of accounting, those without readily determinable fair values and those that result in consolidation of the investee) to be recognized through the income statement. With the adoption of the new guidance, equity securities

are no longer classified as available-for-sale or trading. Prior period amounts have not been adjusted and continue to be reported in accordance with the previous accounting guidance. As of January 1, 2018, the Company adopted the updated accounting guidance and recognized a cumulative effect adjustment of $25 million (after tax and noncontrolling interests) as an increase to beginning Retained earnings. For the year ended December 31, 2018, the Company recognized pretax losses of approximately $96 million in the Consolidated Statements of Income for the decrease in the fair value of equity securities as a result of this change. For the years ended December

31, 2017 and 2016, an increase of $33 million and a decrease of $2 million in the fair value of equity securities was recognized in Other comprehensive income (OCI).

In October of 2016, the FASB issued ASU 2016-16, Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory. The updated guidance amends the accounting for the income tax consequences of intra-entity transfers of assets other than inventory. As of January 1, 2018, the Company adopted this updated guidance using the modified retrospective approach with a cumulative effect adjustment of $9 million (after noncontrolling interests) as a decrease to beginning Retained earnings with an offset to a deferred income tax liability.

In February of 2018, the FASB issued ASU 2018-02, Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income (ASU 2018-02). Current accounting guidance requires the remeasurement of deferred tax liabilities and assets due to a change in tax laws or rates with the effect included in Net income in the reporting period that includes the enactment date. Because the remeasurement of deferred taxes due to a reduction in the federal corporate income tax rate under the Tax Cuts and Jobs Act of 2017 (the Tax Act) is required to be included in Net income, the tax effects of items within Accumulated Other Comprehensive Income (AOCI) do not reflect the appropriate rate (referred to as stranded tax effects). The updated accounting guidance allows a reclassification from AOCI to Retained earnings for the stranded tax effects resulting from the Tax Act. The Company early adopted the updated guidance effective January 1, 2018 and elected to reclassify the stranded tax effects from AOCI to Retained earnings. The impact of the change resulted in a $3 million (after noncontrolling interests) increase in Retained earnings and a corresponding decrease in AOCI. The decrease in AOCI is comprised of a $130 million (after noncontrolling interests) decrease in pension liability and a $127 million (after noncontrolling interests) increase in unrealized gains (losses) on investments. The Company releases tax effects from AOCI utilizing the security-by-security approach for investments and using enacted tax rates based on the pretax adjustments for pension and postretirement benefits.

In August of 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework Changes to the Disclosure Requirements for Fair Value Measurement. The updated accounting guidance requires changes to the disclosures for fair value measurement by adding, removing and modifying certain disclosures. The Company early adopted the updated guidance in September of 2018 and modified the fair value disclosures in Note 4, including added disclosures on changes in unrealized gains (losses) on Level 3 assets recognized in Other comprehensive income as well as the weighted average rate used to develop significant inputs utilized in the fair value measurements of Level 3 assets. The Company also eliminated disclosures on transfers between Level 1 and Level 2 assets and the policy for timing of transfers between levels.

In August of 2018, the FASB issued ASU 2018-14, Compensation Retirement Benefits Defined Benefit Plans General (Subtopic 715-20): Disclosure Framework Changes to the Disclosure Requirements for Defined Benefit Plans. The updated accounting guidance modifies the disclosure requirements for employers that sponsor defined benefit pension or other postretirement plans by removing, adding and clarifying certain disclosures. The Company early adopted this standard in December of 2018 and modified the pension disclosures in Note 15.

Recently issued ASUs In February of 2016, the FASB issued ASU 2016-02, Leases (Topic 842) and in July of 2018, the FASB issued ASU 2018-11, Leases (Topic 842): Targeted Improvements. The updated guidance requires lessees to recognize lease assets and lease liabilities for most operating leases. In addition, the updated guidance provides lessors with an election to combine the lease and non-lease components of a contract, if certain conditions are met, and account for the combined component in accordance with the new revenue guidance in ASU 2014-09 if the non-lease component is the prominent component of the contract. The updated guidance is effective for interim and annual periods beginning after December 15, 2018 and requires using a modified retrospective transition method. However, the Company has elected to apply a practical expedient offered in the updated guidance which allows entities to apply the guidance on January 1, 2019 and comparative periods are not restated. The Company also expects to elect the transition practical expedient package available in the guidance whereby we will not reassess whether any

of our expired or existing contracts contain a lease, the classification for any expired or existing leases or the initial direct costs for any existing leases. The Company is finalizing its evaluation of its operating lease inventory and other provisions of the updated guidance, but currently anticipates that the lease asset and lease liability will be approximately $620 million at the adoption date. Based on the Company s assessment, the impact of adoption of the updated guidance is not expected to have a material effect on its results of operations.

In June of 2016, the FASB issued ASU 2016-13, Financial Instruments Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. The updated accounting guidance requires changes to the recognition of credit losses on financial instruments not accounted for at fair value through net income. The guidance is effective for interim and annual periods beginning after December 15, 2019. The guidance will be applied using the modified retrospective method with a cumulative effect adjustment to beginning retained earnings. A prospective transition method is required for debt securities that have recognized an other-than-temporary impairment prior to the effective date. The Company is currently evaluating the effect the guidance will have on its consolidated financial statements and expects the primary changes to be the use of the expected credit loss model for the mortgage loan portfolio, reinsurance and insurance receivables and other financing receivables and the use of the allowance method rather than the write-down method for credit losses within the available-for-sale fixed maturities portfolio. The expected credit loss model will require a financial asset to be presented at the net amount expected to be collected. Under the allowance method for available-for-sale debt securities the Company will record reversals of credit losses if the estimate of credit losses declines.

In August of 2018, the FASB issued ASU 2018-12, Financial Services Insurance (Topic 944): Targeted Improvements to the Accounting for Long-Duration Contracts. The updated accounting guidance requires changes to the measurement and disclosure of long-duration contracts. The guidance requires entities to annually update cash flow assumptions, including morbidity and persistency and update discount rate assumptions quarterly using an upper-medium grade fixed-income instrument yield. The effect of changes in cash flow assumptions will be recorded in Net income and the effect of changes in discount rate assumptions will be recorded in OCI.

This guidance is effective for interim and annual periods beginning after December 15, 2020, and requires restatement of the prior periods presented. Early adoption is permitted. The Company is currently evaluating the method and timing of adoption and the effect the updated guidance will have on its consolidated financial statements. The annual updating of cash flow assumptions is expected to increase income statement volatility. The quarterly change in the discount rate is expected to increase volatility in the Company s Shareholders equity, but that will be somewhat mitigated because Shadow Adjustments are eliminated under the new guidance. See Note 3 for further information on Shadow Adjustments. While the requirements of the new guidance represent a material change from existing accounting guidance, the underlying economics of CNA s business and related cash flows are unchanged.

Note 2. Acquisitions and Divestitures

Loews Corporation

On June 29, 2018, Boardwalk GP, LP (General Partner), the general partner of Boardwalk Pipeline and an indirect wholly owned subsidiary of the Company, elected to exercise its right to purchase all of the issued and outstanding common units representing limited partnership interests in Boardwalk Pipeline not already owned by the General Partner or its affiliates pursuant to Section 15.1(b) of Boardwalk Pipeline s Third Amended and Restated Agreement of Limited Partnership, as amended (Limited Partnership Agreement) for a cash purchase price, determined in accordance with the Limited Partnership Agreement, of $12.06 per unit, or approximately $1.5 billion, in the aggregate. The purchase price of the common units was lower than the carrying value of the noncontrolling interests for Boardwalk Pipeline, resulting in an increase to Additional paid-in capital of $658 million, an increase to deferred income tax liabilities of $213 million and a decrease to AOCI of $29 million.

Following completion of the transaction on July 18, 2018, Boardwalk Pipelines Holding Corp. (BPHC), a wholly owned subsidiary of Loews Corporation, holds, directly or indirectly, all of the limited partnership interests of Boardwalk Pipeline. As a result of the transaction, Boardwalk Pipeline has withdrawn the common units from listing on the New York Stock Exchange and from registration under Section 12(b) of the Securities Exchange Act of 1934.

On May 22, 2017, the Company acquired CCC Acquisition Holdings, Inc. for $1.2 billion. CCC Acquisition Holdings, Inc., through its wholly owned subsidiary, Consolidated Container, is a rigid plastic packaging and recycled resins manufacturer that provides packaging solutions to end markets such as beverage, food and household chemicals through a network of manufacturing locations across North America. The results of Consolidated Container are included in the Consolidated Financial Statements since the acquisition date in the Corporate segment. Consolidated Container s revenues were $868 million in 2018 and $498 million in 2017 for the period since the acquisition date. Net income for 2018 and 2017 was not significant.

The acquisition was funded with approximately $620 million of Parent Company cash and debt financing proceeds at Consolidated Container of $600 million. The following table summarizes the allocation of the purchase price to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair value as of the acquisition date.

(In millions)

Cash	**$**	**5**
Property, plant and equipment		**389**
Goodwill		**310**
Other assets:		
Inventory		**57**
Customer relationships		**459**
Trade name		**43**
Other		**127**
Deferred income taxes		**(27)**
Other liabilities:		
Accounts payable		**(52)**
Pension liability		**(27)**
Other		**(61)**
	$	**1,223**

Customer relationships were valued using an income approach, which values the intangible asset at the present value of the related incremental after tax cash flows. The customer relationships intangible asset will be amortized over a useful life of 21 years. The trade name was valued using an income approach, which values the intangible asset based on an estimate of cost savings, or a relief from royalty. The trade name will be amortized over a useful life of 10 years. Goodwill includes value associated with the assembled workforce and Consolidated Container s future growth and profitability. The assets acquired and liabilities assumed as part of the acquisition did not result in a step up of tax basis and approximately $94 million of goodwill is deductible for tax purposes. See Note 7 for additional information on goodwill and intangible assets.

Loews Hotels & Co

In 2018, Loews Hotels & Co received proceeds of $40 million for the sale of a hotel. In 2017, Loews Hotels & Co received proceeds of $31 million for the sale of two hotels, in which Loews Hotels & Co had joint venture interests. Loews Hotels & Co paid approximately $84 million to acquire a hotel in 2016. This acquisition was funded with a combination of cash and property-level debt.

Consolidated Container

In 2018, Consolidated Container paid approximately $40 million to complete three acquisitions of plastic packaging manufacturers located in the U.S. and Canada, resulting in recognition of approximately $10 million of goodwill and approximately $15 million of intangible assets, primarily customer relationships.

Note 3. Investments

Net investment income is as follows:

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Fixed maturity securities	**$ 1,795**	$ 1,812	$ 1,819
Limited partnership investments	**22**	277	199
Short term investments	**43**	18	9
Equity securities	**18**	12	10
Income (loss) from trading portfolio (a)	**(54)**	87	112
Other	**54**	35	45
Total investment income	**1,878**	2,241	2,194
Investment expenses	**(61)**	(59)	(59)
Net investment income	**$ 1,817**	$ 2,182	$ 2,135

(a) Net unrealized gains (losses) related to changes in fair value on securities still held were $(121), $39 and $44 for the years ended December 31, 2018, 2017 and 2016.

As of December 31, 2018, the Company held no non-income producing fixed maturity securities. As of December 31, 2017, the Company held $2 million of non-income producing fixed maturity securities. As of December 31, 2018 and 2017, no investments in a single issuer exceeded 10% of shareholders equity, other than investments in securities issued by the U.S. Treasury and obligations of government-sponsored enterprises.

Investment gains (losses) are as follows:

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Fixed maturity securities	**$ 4**	$ 122	$ 54
Equity securities	**(74)**		(5)
Derivative instruments	**9**	(4)	(2)
Short term investments and other	**4**	4	3
Investment gains (losses) (a)	**$ (57)**	$ 122	$ 50

(a) Gross realized gains on available-for-sale securities were $168, $187 and $209 for the years ended December 31, 2018, 2017 and 2016. Gross realized losses on available-for-sale securities were $164, $65 and $160 for the years ended December 31, 2018, 2017 and 2016. Net realized losses of $73 were recognized due to the change in fair value of non-redeemable preferred stock still held for the year ended December 31, 2018.

Net change in unrealized gains (losses) on investments is as follows:

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Fixed maturity securities	**$ (1,811)**	$ 728	$ 225
Equity securities		32	(2)
Other		(2)	1
Total net change in unrealized gains (losses) on investments	**$ (1,811)**	$ 758	$ 224

The components of OTTI losses recognized in earnings by asset type are as follows:

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Fixed maturity securities available-for-sale:			
Corporate and other bonds	**$ 12**	$ 12	$ 59
Asset-backed	**9**	1	13
Total fixed maturity securities available-for-sale	**21**	13	72
Equity securities available-for-sale		1	9
Net OTTI losses recognized in earnings	**$ 21**	$ 14	$ 81

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

December 31, 2018 **(In millions)**	**Cost or Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Estimated Fair Value**	**Unrealized OTTI Losses (Gains)**
Fixed maturity securities:					
Corporate and other bonds	**$ 18,764**	**$ 791**	**$ 395**	**$ 19,160**	
States, municipalities and political subdivisions	**9,681**	**1,076**	**9**	**10,748**	
Asset-backed:					
Residential mortgage-backed	**4,815**	**68**	**57**	**4,826**	**$ (20)**
Commercial mortgage-backed	**2,200**	**28**	**32**	**2,196**	
Other asset-backed	**1,975**	**11**	**24**	**1,962**	
Total asset-backed	**8,990**	**107**	**113**	**8,984**	**(20)**
U.S. Treasury and obligations of government-sponsored enterprises	**156**	**3**		**159**	
Foreign government	**480**	**5**	**4**	**481**	
Redeemable preferred stock	**10**			**10**	
Fixed maturities available-for-sale	**38,081**	**1,982**	**521**	**39,542**	**(20)**
Fixed maturities trading	**153**	**4**		**157**	
Total fixed maturities	**$ 38,234**	**$ 1,986**	**$ 521**	**$ 39,699**	**$ (20)**

December 31, 2017 (In millions)					
Fixed maturity securities:					
Corporate and other bonds	$ 17,210	$ 1,625	$ 28	$ 18,807	
States, municipalities and political subdivisions	12,478	1,551	2	14,027	$ (11)
Asset-backed:					
Residential mortgage-backed	5,043	109	32	5,120	(27)
Commercial mortgage-backed	1,840	46	14	1,872	

Other asset-backed	1,083	16	5	1,094	
Total asset-backed	7,966	171	51	8,086	(27)
U.S. Treasury and obligations of government-sponsored enterprises	111	2	4	109	
Foreign government	437	9	2	444	
Redeemable preferred stock	10	1		11	
Fixed maturities available-for-sale	38,212	3,359	87	41,484	(38)
Fixed maturities trading	649	2	2	649	
Total fixed maturities	38,861	3,361	89	42,133	(38)
Equity securities:					
Common stock	21	7	1	27	
Preferred stock	638	31	1	668	
Equity securities available-for-sale	659	38	2	695	-
Equity securities trading	518	92	81	529	
Total equity securities	1,177	130	83	1,224	-
Total fixed maturity and equity securities	$ 40,038	$ 3,491	$ 172	$ 43,357	$ (38)

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

December 31, 2018 (In millions)	Less than 12 Months Estimated Fair Value	Less than 12 Months Gross Unrealized Losses	12 Months or Longer Estimated Fair Value	12 Months or Longer Gross Unrealized Losses	Total Estimated Fair Value	Total Gross Unrealized Losses
Fixed maturity securities:						
Corporate and other bonds	**$ 8,543**	**$ 340**	**$ 825**	**$ 55**	**$ 9,368**	**$ 395**
States, municipalities and political subdivisions	**517**	**8**	**5**	**1**	**522**	**9**
Asset-backed:						
Residential mortgage-backed	**1,932**	**23**	**1,119**	**34**	**3,051**	**57**
Commercial mortgage-backed	**728**	**10**	**397**	**22**	**1,125**	**32**
Other asset-backed	**834**	**21**	**125**	**3**	**959**	**24**
Total asset-backed	**3,494**	**54**	**1,641**	**59**	**5,135**	**113**
U.S. Treasury and obligations of government-sponsored enterprises	**21**		**19**		**40**	
Foreign government	**114**	**2**	**124**	**2**	**238**	**4**
Total fixed maturity securities	**$ 12,689**	**$ 404**	**$ 2,614**	**$ 117**	**$ 15,303**	**$ 521**

December 31, 2017 (In millions)						
Fixed maturity securities:						
Corporate and other bonds	$ 1,354	$ 21	$ 168	$ 7	$ 1,522	$ 28
States, municipalities and political subdivisions	72	1	85	1	157	2
Asset-backed:						
Residential mortgage-backed	1,228	5	947	27	2,175	32
Commercial mortgage-backed	403	4	212	10	615	14
Other asset-backed	248	3	18	2	266	5
Total asset-backed	1,879	12	1,177	39	3,056	51
U.S. Treasury and obligations of government-sponsored enterprises	49	2	21	2	70	4
Foreign government	166	2	4		170	2
Total fixed maturity securities	3,520	38	1,455	49	4,975	87
Equity securities:						
Common stock	7	1			7	1
Preferred stock	93	1			93	1
Total equity securities	100	2	-	-	100	2
Total fixed maturity and equity securities	$ 3,620	$ 40	$ 1,455	$ 49	$ 5,075	$ 89

Based on current facts and circumstances, the Company believes the unrealized losses presented in the December 31, 2018 securities in a gross unrealized loss position table above are not indicative of the ultimate collectibility of the current amortized cost of the securities, but rather are attributable to changes in interest rates, credit spreads and other factors. The Company has no current intent to sell securities with unrealized losses, nor is it more likely than not that it will be required to sell prior to recovery of amortized cost; accordingly, the Company has determined that there are no additional OTTI losses to be recorded at December 31, 2018.

The following table presents the activity related to the pretax credit loss component reflected in Retained earnings on fixed maturity securities still held at December 31, 2018, 2017 and 2016 for which a portion of an OTTI loss was recognized in Other comprehensive income.

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Beginning balance of credit losses on fixed maturity securities	**$ 27**	$ 36	$ 53
Reductions for securities sold during the period	**(9)**	(9)	(16)
Reductions for securities the Company intends to sell or more likely than not will be required to sell			(1)
Ending balance of credit losses on fixed maturity securities	**$ 18**	$ 27	$ 36

Contractual Maturity

The following table presents available-for-sale fixed maturity securities by contractual maturity.

December 31	**2018**		2017	
	Cost or Amortized Cost	**Estimated Fair Value**	Cost or Amortized Cost	Estimated Fair Value
(In millions)				
Due in one year or less	**$ 1,350**	**$ 1,359**	$ 1,135	$ 1,157
Due after one year through five years	**7,979**	**8,139**	8,165	8,501
Due after five years through ten years	**16,859**	**16,870**	16,060	16,718
Due after ten years	**11,893**	**13,174**	12,852	15,108
Total	**$ 38,081**	**$ 39,542**	$ 38,212	$ 41,484

Actual maturities may differ from contractual maturities because certain securities may be called or prepaid. Securities not due at a single date are allocated based on weighted average life.

Limited Partnerships

The carrying value of limited partnerships as of December 31, 2018 and 2017 was approximately $2.4 billion and $3.3 billion, which includes net undistributed earnings of $208 million and $903 million. Limited partnerships comprising 67.6% of the total carrying value are reported on a current basis through December 31, 2018 with no reporting lag, 11.4% of the total carrying value are reported on a one month lag and the remainder are reported on more than a one month lag. The number of limited partnerships held and the strategies employed provide diversification to the limited partnership portfolio and the overall invested asset portfolio.

Limited partnerships comprising 71.3% and 78.8% of the carrying value as of December 31, 2018 and 2017 employ hedge fund strategies. Limited partnerships comprising 24.3% and 18.1% of the carrying value at December 31, 2018 and 2017 were invested in private debt and equity. The remainder was primarily invested in real estate strategies. Hedge fund strategies include both long and short positions in fixed income, equity and derivative instruments. These hedge fund strategies may seek to generate gains from mispriced or undervalued securities, price differentials between securities, distressed investments, sector rotation or various arbitrage disciplines. Within hedge fund strategies, approximately 55.9% were equity related, 26.4% pursued a multi-strategy approach, 14.4% were focused on distressed investments and 3.3% were fixed income related as of December 31, 2018.

The ten largest limited partnership positions held totaled $1.1 billion and $1.5 billion as of December 31, 2018 and 2017. Based on the most recent information available regarding the Company s percentage ownership of the individual limited partnerships, the carrying value reflected on the Consolidated Balance Sheets represents approximately 2.6% and 2.9% of the aggregate partnership equity at December 31, 2018 and 2017, and the related income reflected on the Consolidated Statements of Income represents approximately 3.3%, 3.0% and 4.0% of the changes in aggregate partnership equity for the years ended December 31, 2018, 2017 and 2016.

While the Company generally does not invest in highly leveraged partnerships, there are risks inherent in limited partnership investments which may result in losses due to short-selling, derivatives or other speculative investment practices. The use of leverage increases volatility generated by the underlying investment strategies.

The Company s limited partnership investments contain withdrawal provisions that generally limit liquidity for a period of thirty days up to one year and in some cases do not permit withdrawals until the termination of the partnership. Typically, withdrawals require advance written notice of up to 90 days.

Derivative Financial Instruments

The Company may use derivatives in the normal course of business, primarily in an attempt to reduce exposure to market risk (principally interest rate risk, credit risk, equity price risk, commodity price risk and foreign currency risk) stemming from various assets and liabilities. The principal objective under such strategies is to achieve the desired reduction in economic risk, even if the position does not receive hedge accounting treatment.

The Company may enter into interest rate swaps, futures and forward commitments to purchase securities to manage interest rate risk. Credit derivatives such as credit default swaps may be entered into to modify the credit risk inherent in certain investments. Forward contracts, futures, swaps and options may be used to manage foreign currency and commodity price risk.

In addition to the derivatives used for risk management purposes described above, the Company may also use derivatives for purposes of income enhancement. Income enhancement transactions include but are not limited to interest rate swaps, call options, put options, credit default swaps, index futures and foreign currency forwards. See Note 4 for information regarding the fair value of derivative instruments.

The following tables present the aggregate contractual or notional amount and estimated fair value related to derivative financial instruments.

December 31	**2018**			2017		
	Contractual/ Notional Amount	**Estimated Fair Value**		Contractual/ Notional Amount	Estimated Fair Value	
		Asset	**(Liability)**		Asset	(Liability)
(In millions)						
With hedge designation:						
Interest rate swaps	**$ 500**	**$ 11**		$ 500	$ 4	
Without hedge designation:						
Equity markets:						
Options purchased	**213**	**18**		224	12	
written	**239**		**$ (17)**	290		$ (7)
Futures short				265	1	

Commodity futures	long	**32**		44	
Embedded derivative on funds withheld liability		**172**	**4**	167	(3)

Investment Commitments

As of December 31, 2018, the Company had committed approximately $574 million to future capital calls from various third party limited partnership investments in exchange for an ownership interest in the related partnerships.

The Company invests in various privately placed debt securities, including bank loans, as part of its overall investment strategy and has committed to additional future purchases, sales and funding. Purchases and sales of privately placed debt securities are recorded once funded. As of December 31, 2018, the Company had commitments to purchase or fund additional amounts of $230 million and sell $78 million under the terms of such securities.

Investments on Deposit

Securities with carrying values of approximately $2.5 billion and $2.6 billion were deposited by CNA s insurance subsidiaries under requirements of regulatory authorities and others as of December 31, 2018 and 2017.

Cash and securities with carrying values of approximately $1.0 billion and $1.1 billion were deposited with financial institutions in trust accounts or as collateral for letters of credit to secure obligations with various third parties as of December 31, 2018 and 2017.

Note 4. Fair Value

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

🌑 Level 1 Quoted prices for identical instruments in active markets.

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

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

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

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

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Assets and liabilities measured at fair value on a recurring basis are summarized in the following tables. Corporate bonds and other includes obligations of the U.S. Treasury, government-sponsored enterprises, foreign governments and redeemable preferred stock.

December 31, 2018	**Level 1**	**Level 2**	**Level 3**	**Total**
(In millions)				
Fixed maturity securities:				
Corporate bonds and other	**$ 196**	**$ 19,392**	**$ 222**	**$ 19,810**
States, municipalities and political subdivisions		**10,748**		**10,748**
Asset-backed		**8,787**	**197**	**8,984**
Fixed maturities available-for-sale	**196**	**38,927**	**419**	**39,542**
Fixed maturities trading		**151**	**6**	**157**
Total fixed maturities	**$ 196**	**$ 39,078**	**$ 425**	**$ 39,699**
Equity securities	**$ 704**	**$ 570**	**$ 19**	**$ 1,293**
Short term and other	**2,647**	**1,111**		**3,758**
Receivables		**11**		**11**
Payable to brokers	**(23)**			**(23)**
December 31, 2017				
Fixed maturity securities:				
Corporate bonds and other	$ 128	$ 19,145	$ 98	$ 19,371
States, municipalities and political subdivisions		14,026	1	14,027
Asset-backed		7,751	335	8,086
Fixed maturities available-for-sale	128	40,922	434	41,484
Fixed maturities trading	10	635	4	649
Total fixed maturities	$ 138	$ 41,557	$ 438	$ 42,133
Equity securities available-for-sale	$ 91	$ 584	$ 20	$ 695
Equity securities trading	527		2	529
Total equity securities	$ 618	$ 584	$ 22	$ 1,224
Short term and other	$ 3,669	$ 958		$ 4,627

Receivables	1	4	5
Payable to brokers	(12)		(12)

The tables below present reconciliations for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the years ended December 31, 2018 and 2017:

ions)	Balance, January 1	Net Realized Gains (Losses) and Net Change in Unrealized Gains (Losses) Included in Net Income	Included in OCI	Purchases	Sales	Settlements	Transfers into Level 3	Transfers out of Level 3	Balance, December 31	Unrealized Gains (Losses) Recognized in Net Income (Loss) on Level 3 Assets and Liabilities Held at December 31	Un (Rec C Comp In (
naturity es:											
ate bonds er	$ 98	$ (1)	$ (4)	$ 117	$ (5)	$ (9)	$ 35	$ (9)	$ 222		$ (
palities itical sions	1					(1)			-		
acked	335	5	(8)	162	(72)	(64)	42	(203)	197	$ (2)	(
naturities le-for-sale	434	4	(12)	279	(77)	(74)	77	(212)	419	(2)	(
naturities	4	3			(1)				6	2	
xed ies	$ 438	$ 7	$ (12)	$ 279	$ (78)	$ (74)	$ 77	$ (212)	$ 425	$ -	$ (
securities	$ 22	$ (2)			$ (1)				$ 19	$ (2)	

2017	Balance, January 1	Net Realized Gains (Losses) and Net Change in Unrealized Gains (Losses) Included in Net Income	Included in OCI	Purchases	Sales	Settlements	Transfers into Level 3	Transfers out of Level 3	Balance, December 31	Unrealized Gains (Losses) Recognized in Net Income on Level 3 Assets and Liabilities Held at December 31
(In millions)										
Fixed maturity securities:										
Corporate bonds and other	$ 130		$ 3	$ 18	$ (5)	$ (54)	$ 16	$ (10)	$ 98	
States, municipalities and political subdivisions	1								1	
Asset-backed	199	$ 2	3	107		(43)	153	(86)	335	
Fixed maturities available-for-sale	330	2	6	125	(5)	(97)	169	(96)	434	$ -
Fixed maturities trading	6	(2)							4	(2)
Total fixed maturities	$ 336	$ -	$ 6	$ 125	$ (5)	$ (97)	$ 169	$ (96)	$ 438	$ (2)
Equity securities available-for-sale	$ 19		$ 3	$ 1	$ (3)				$ 20	
Equity securities trading	1	$ (1)		2					2	
Total equity securities	$ 20	$ (1)	$ 3	$ 3	$ (3)	$ -	$ -	$ -	$ 22	$ -
Life settlement contracts	$ 58	$ 6			$ (59)	$ (5)			$ -	
Derivative financial instruments, net	-	1			(1)				-	

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

Major Category of Assets and Liabilities	Consolidated Statements of Income Line Items
Fixed maturity securities available-for-sale	Investment gains (losses)
Fixed maturity securities trading	Net investment income

Equity securities	Investment gains (losses) and Net investment income
Other invested assets	Investment gains (losses) and Net investment income
Derivative financial instruments held in a trading portfolio	Net investment income
Derivative financial instruments, other	Investment gains (losses) and Operating revenues and other
Life settlement contracts	Operating revenues and other

Securities may be transferred in or out of levels within the fair value hierarchy based on the availability of observable market information and quoted prices used to determine the fair value of the security. The availability of observable market information and quoted prices varies based on market conditions and trading volume.

Valuation Methodologies and Inputs

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

Fixed Maturity Securities

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

Equity Securities

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

Derivative Financial Instruments

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

Short Term and Other Invested Assets

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

Life Settlement Contracts

CNA sold its life settlement contracts to a third party in 2017. The valuation of the life settlement contracts was based on the terms of sale. The contracts were classified as Level 3 as there was not an active market for life settlement contracts.

Significant Unobservable Inputs

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

December 31, 2018	Estimated Fair Value (In millions)	Valuation Techniques	Unobservable Inputs	Range (Weighted Average)		
Fixed maturity securities	**$ 228**	**Discounted cash flow**	**Credit spread**	**1%**	**12%**	**(3%)**

December 31, 2017

Fixed maturity securities	$ 136	Discounted cash flow	Credit spread	1%	12%	(3%)

For fixed maturity securities, an increase to the credit spread assumptions would result in a lower fair value measurement.

Financial Assets and Liabilities Not Measured at Fair Value

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

December 31, 2018 (In millions)	Carrying Amount	Estimated Fair Value			
		Level 1	Level 2	Level 3	Total
Assets:					
Other invested assets, primarily mortgage loans	**$ 839**			**$ 827**	**$ 827**
Liabilities:					
Short term debt	**15**		**$ 14**		**14**
Long term debt	**11,345**		**10,111**	**653**	**10,764**

December 31, 2017

Assets:				
Other invested assets, primarily mortgage loans	$ 839		$ 844	$ 844
Liabilities:				
Short term debt	278	$ 156	122	278
Long term debt	11,236	10,966	525	11,491

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

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

Note 5. Receivables

December 31 **(In millions)**	**2018**	2017
Reinsurance (Note 16)	**$ 4,455**	$ 4,290
Insurance	**2,365**	2,336
Receivable from brokers	**296**	69
Accrued investment income	**394**	413
Federal income taxes	**52**	52
Other, primarily customer accounts	**477**	533
Total	**8,039**	7,693
Less: allowance for doubtful accounts on reinsurance receivables	**29**	29
allowance for other doubtful accounts	**50**	51
Receivables	**$ 7,960**	$ 7,613

Note 6. Property, Plant and Equipment

December 31 **(In millions)**	**2018**	2017
Pipeline equipment (net of accumulated depreciation of $2,761 and $2,453)	**$ 8,238**	$ 7,857
Offshore drilling equipment (net of accumulated depreciation of $3,067 and $2,797)	**5,144**	5,226
Other (net of accumulated depreciation of $1,056 and $1,009)	**1,812**	1,886
Construction in process	**317**	458
Property, plant and equipment	**$ 15,511**	$ 15,427

The balance of other property, plant and equipment as of December 31, 2017 includes $366 million for Consolidated Container.

Depreciation expense and capital expenditures are as follows:

Year Ended December 31	**2018**		2017		2016	
	Depre-ciation	**Capital Expend.**	Depre-ciation	Capital Expend.	Depre-ciation	Capital Expend.
(In millions)						
CNA Financial	**$ 76**	**$ 99**	$ 80	$ 101	$ 67	$ 128
Diamond Offshore	**332**	**222**	349	113	384	629
Boardwalk Pipeline	**346**	**487**	325	689	321	648
Loews Hotels & Co	**67**	**139**	63	57	63	164
Corporate	**59**	**48**	37	30	6	3
Total	**$ 880**	**$ 995**	$ 854	$ 990	$ 841	$ 1,572

Capitalized interest related to the construction and upgrade of qualifying assets amounted to approximately $27 million, $37 million and $51 million for the years ended December 31, 2018, 2017 and 2016.

Diamond Offshore

Asset Impairments

During 2018, Diamond Offshore recorded an asset impairment charge of $27 million ($12 million after tax and noncontrolling interests) to recognize a reduction in fair value of the *Ocean Scepter*. Diamond Offshore estimated the fair value of the impaired rig using a market approach based on a signed agreement to sell the rig, less estimated costs to sell. This valuation approach is considered to be a Level 3 fair value measurement due to the level of estimation involved as the sale had not yet been completed at the time of the analysis. At December 31, 2018, Diamond Offshore evaluated one drilling rig with indicators of impairment. Based on the assumptions and analysis, Diamond Offshore determined that the undiscounted probability-weighted cash flow of the rig was in excess of its carrying value. As a result, Diamond Offshore concluded that no impairment of the rig had occurred at December 31, 2018. As of December 31, 2018, there were 12 rigs in the drilling fleet not previously written down to scrap, for which there were no current indicators that their carrying amounts may not be recoverable and, thus, were not evaluated for impairment. If market fundamentals in the offshore oil and gas industry deteriorate further or a projected market recovery is further delayed, Diamond Offshore may be required to recognize additional impairment losses in future periods.

During 2017, Diamond Offshore evaluated ten of its drilling rigs with indicators of impairment and determined that the carrying values of three rigs were impaired. Diamond Offshore estimated the fair value of two of these rigs using an income approach, whereby the fair value of each rig was estimated based on a calculation of the rig s future net cash flows. These calculations utilized significant unobservable inputs, including estimated proceeds that may be received on ultimate disposition of each rig. The fair value of the remaining rigs was estimated using a market approach, which required Diamond Offshore to estimate the value that would be received for the rig in the principal or most advantageous market for that rig in an orderly transaction between market participants. This estimate was primarily based on an indicative bid to purchase the rig, as well as the evaluation of other market data points. The fair value estimates were representative of Level 3 fair value measurements due to the significant level of estimation involved and the lack of transparency as to the inputs used. Diamond Offshore recorded aggregate asset impairment charges of $100 million ($32 million after tax and noncontrolling interests) for the year ended December 31, 2017.

During 2016, Diamond Offshore evaluated 15 of its drilling rigs with indications that their carrying amounts may not be recoverable. Based on the assumptions and analyses, Diamond Offshore determined that the carrying values of eight of these rigs were impaired, including one rig that had been previously impaired in a prior year. Diamond Offshore estimated the fair value of these rigs using an income approach, as described above. The fair value estimates were representative of Level 3 fair value measurements due to the significant level of estimation involved and the lack of transparency as to the inputs used. Diamond Offshore recorded aggregate asset impairment charges of $672 million ($263 million after tax and noncontrolling interests) for the year ended December 31, 2016. The asset impairment charges recorded during the years ended December 31, 2018, 2017 and 2016 are reported within Operating expenses and other on the Consolidated Statements of Income.

Boardwalk Pipeline

Sale of Assets

During 2017, Boardwalk Pipeline sold a processing plant and related assets for approximately $64 million, including customary adjustments. The sale resulted in a loss of $47 million ($15 million after tax and noncontrolling interests) and is reported within Operating expenses and other on the Consolidated Statements of Income.

Note 7. Goodwill and Other Intangible Assets

A summary of the changes in the carrying amount of goodwill is as follows:

(In millions)	Total	CNA Financial	Diamond Offshore	Boardwalk Pipeline	Loews Hotels & Co	Corporate
Balance, December 31, 2016	$ 346	$ 109	$ -	$ 237	$ -	$ -
Acquisition	310					310
Other adjustments	3	3				
Balance, December 31, 2017	659	112	-	237	-	310
Acquisition	**8**					**8**
Other adjustments	**(2)**	**(2)**				
Balance, December 31, 2018	**$ 665**	**$ 110**	**$ -**	**$ 237**	**$ -**	**$ 318**

The increase in the goodwill balance as of December 31, 2017 primarily reflects the acquisition of Consolidated Container in 2017. The increase as of December 31, 2018 reflects the acquisitions made by Consolidated Container in 2018. See Note 2 for further discussion on these acquisitions.

A summary of the net carrying amount of other intangible assets is as follows:

(In millions)	**December 31, 2018** Gross Carrying Amount	**Accumulated Amortization**	December 31, 2017 Gross Carrying Amount	Accumulated Amortization
Finite-lived intangible assets:				
Customer relationships	**$ 532**	**$ 47**	$ 518	$ 22
Other	**72**	**20**	74	13
Total finite-lived intangible assets	**604**	**67**	592	35
Indefinite-lived intangible assets	**74**		81	
Total other intangible assets	**$ 678**	**$ 67**	$ 673	$ 35

The balance of finite-lived intangible assets as of December 31, 2017 includes assets from the acquisition of Consolidated Container. The balance as of December 31, 2018 includes assets from acquisitions made by Consolidated Container.

Amortization expense for the years ended December 31, 2018, 2017 and 2016 of $32 million, $20 million and $3 million is reported in Operating expenses and other on the Company s Consolidated Statements of Income. At December 31, 2018, estimated amortization expense in each of the next five years is approximately $34 million in 2019, $33 million in 2020, $32 million in 2021, $31 million in 2022 and $31 million in 2023.

Note 8. Claim and Claim Adjustment Expense Reserves

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

Establishing claim and claim adjustment expense reserves, including claim and claim adjustment expense reserves for catastrophic events that have occurred, is an estimation process. Many factors can ultimately affect the final settlement of a claim and, therefore, the necessary reserve. Changes in the law, results of litigation, medical costs, the cost of repair materials and labor rates can affect ultimate claim costs. In addition, time can be a critical part of reserving determinations since the longer the span between the incidence of a loss and the payment or settlement of the claim, the more variable the ultimate settlement amount can be. Accordingly, short-tail claims, such as property damage claims, tend to be more reasonably estimable than long-tail claims, such as workers compensation, general liability and professional liability claims. Adjustments to prior year reserve estimates, if necessary, are reflected in the results of operations in the period that the need for such adjustments is determined. There can be no assurance that CNA s ultimate cost for insurance losses will not exceed current estimates.

Liability for Unpaid Claim and Claim Adjustment Expenses

The table below reconciles the net liability for unpaid claim and claim adjustment expenses to the amount presented in the Consolidated Balance Sheets.

December 31 (In millions)	**2018**
Net liability for unpaid claim and claim adjustment expenses:	
Property & Casualty Operations	**$ 14,353**
Other Insurance Operations (a)	**3,612**
Total net claim and claim adjustment expenses	**17,965**
Reinsurance receivables: (b)	
Property & Casualty Operations	**1,605**
Other Insurance Operations (c)	**2,414**
Total reinsurance receivables	**4,019**
Total gross liability for unpaid claims and claims adjustment expenses	**$ 21,984**

(a) Other Insurance Operations amounts are primarily related to long term care claim reserves, which are long duration insurance contracts, but also include amounts related to unfunded structured settlements arising from short duration insurance contracts.
(b) Reinsurance receivables presented do not include reinsurance receivables related to paid losses.
(c) The Other Insurance Operations reinsurance receivables are primarily related to A&EP claims covered under the loss portfolio transfer.

The following table presents a reconciliation between beginning and ending claim and claim adjustment expense reserves, including claim and claim adjustment expense reserves of Other Insurance Operations.

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Reserves, beginning of year:			
Gross	**$ 22,004**	$ 22,343	$ 22,663
Ceded	**3,934**	4,094	4,087
Net reserves, beginning of year	**18,070**	18,249	18,576
Net incurred claim and claim adjustment expenses:			
Provision for insured events of current year	**5,358**	5,201	5,025
Decrease in provision for insured events of prior years	**(179)**	(381)	(342)
Amortization of discount	**176**	179	175
Total net incurred (a)	**5,355**	4,999	4,858
Net payments attributable to:			
Current year events	**(1,046)**	(975)	(967)
Prior year events	**(4,285)**	(4,366)	(4,167)
Total net payments	**(5,331)**	(5,341)	(5,134)
Foreign currency translation adjustment and other	**(129)**	163	(51)
Net reserves, end of year	**17,965**	18,070	18,249
Ceded reserves, end of year	**4,019**	3,934	4,094
Gross reserves, end of year	**$ 21,984**	$ 22,004	$ 22,343

(a) Total net incurred above does not agree to Insurance claims and policyholders benefits as reflected on the Consolidated Statements of Income due to amounts related to retroactive reinsurance deferred gain accounting, uncollectible reinsurance and loss deductible receivables and benefit expenses related to future policy benefits, which are not reflected in the table above.

Reserving Methodology

In developing claim and claim adjustment expense (loss or losses) reserve estimates, CNA s actuaries perform detailed reserve analyses that are staggered throughout the year. Every reserve group is reviewed at least once during the year, but most are reviewed more frequently. The analyses generally review losses gross of ceded reinsurance and apply the ceded reinsurance terms to the gross estimates to establish estimates net of reinsurance. Factors considered include, but are not limited to, the historical pattern and volatility of the actuarial indications, the sensitivity of the actuarial indications to changes in paid and incurred loss patterns, the consistency of claims handling processes, the consistency of case reserving practices, changes in CNA s pricing and underwriting, pricing and underwriting trends in the insurance market and legal, judicial, social and economic trends. In addition to the detailed analyses, CNA reviews actual loss emergence for all products each quarter. In developing the loss reserve estimates for property and casualty contracts, CNA generally projects ultimate losses using several common actuarial methods as listed below. CNA reviews the various indications from the various methods and applies judgment to select an actuarial point estimate. The carried reserve may differ from the actuarial point estimate as the result of CNA s consideration of the factors

noted above as well as the potential volatility of the projections associated with the specific product being analyzed and other factors affecting claims costs that may not be quantifiable through traditional actuarial analysis. The indicated required reserve is the difference between the selected ultimate loss and the inception-to-date paid losses. The difference between the selected ultimate loss and the case incurred or reported loss is IBNR. IBNR includes a provision for development on known cases as well as a provision for late reported incurred claims. Further, CNA does not establish case reserves for allocated loss adjustment expenses (ALAE), therefore ALAE reserves are included in CNA s estimate of IBNR. The most frequently utilized methods to project ultimate losses include the following:

🌑 **Paid development**: The paid development method estimates ultimate losses by reviewing paid loss patterns and applying them to accident years with further expected changes in paid losses.

🌑 **Incurred development**: The incurred development method is similar to the paid development method, but it uses case incurred losses instead of paid losses.

🌑 **Loss ratio**: The loss ratio method multiplies premiums by an expected loss ratio to produce ultimate loss estimates for each accident year.

🌑 **Bornhuetter-Ferguson using premiums and paid loss**: The Bornhuetter-Ferguson using premiums and paid loss method is a combination of the paid development approach and the loss ratio approach. This method normally determines expected loss ratios similar to the approach used to estimate the expected loss ratio for the loss ratio method.

🌑 **Bornhuetter-Ferguson using premiums and incurred loss**: The Bornhuetter-Ferguson using premiums and incurred loss method is similar to the Bornhuetter-Ferguson using premiums and paid loss method except that it uses case incurred losses.

🌑 **Frequency times severity**: The frequency times severity method multiplies a projected number of ultimate claims by an estimated ultimate average loss for each accident year to produce ultimate loss estimates.

🌑 **Stochastic modeling**: The stochastic modeling produces a range of possible outcomes based on varying assumptions related to the particular product being modeled.

For many exposures, especially those that can be considered long-tail, a particular accident or policy year may not have a sufficient volume of paid losses to produce a statistically reliable estimate of ultimate losses. In such a case, CNA s actuaries typically assign more weight to the incurred development method than to the paid development method. As claims continue to settle and the volume of paid loss increases, the actuaries may assign additional weight to the paid development method. For most of CNA s products, even the incurred losses for accident or policy years that are early in the claim settlement process will not be of sufficient volume to produce a reliable estimate of ultimate losses. In these cases, CNA may not assign any weight to the paid and incurred development methods. CNA may use the loss ratio, Bornhuetter-Ferguson and frequency times severity methods. For short-tail exposures, the paid and incurred development methods can often be relied on sooner, primarily because CNA s history includes a sufficient number of years to cover the entire period over which paid and incurred losses are expected to change. However, CNA may also use the loss ratio, Bornhuetter-Ferguson and frequency times severity methods for short-tail exposures. For other more complex reserve groups where the above methods may not produce reliable indications, CNA uses additional methods tailored to the characteristics of the specific situation.

Certain claim liabilities are more difficult to estimate or have differing methodologies and considerations which are described below.

Mass Tort and A&EP Reserves

CNA s reserving methodologies for mass tort and A&EP are similar as both are based on detailed reviews of large accounts with estimates of ultimate payments based on the facts in each case and CNA s view of applicable law and coverage litigation.

Other Insurance Operations

Other Insurance Operations includes CNA s run-off long term care business as well as structured settlement obligations not funded by annuities related to certain property and casualty claimants. Long term care policies provide benefits for nursing homes, assisted living facilities and home health care subject to various daily and lifetime caps. Generally, policyholders must continue to make periodic premium payments to keep the policy in force and CNA has the ability to increase policy premiums, subject to state regulatory approval.

CNA maintains both claim and claim adjustment expense reserves as well as future policy benefit reserves for policyholder benefits for CNA s Other Insurance Operations. Claim and claim adjustment expense reserves consist of estimated reserves for long term care policyholders that are currently receiving benefits, including claims that have

been incurred but are not yet reported. In developing the claim and claim adjustment expense reserve estimates for the long term care policies, CNA s actuaries perform a detailed claim experience study on an annual basis. The study reviews the sufficiency of existing reserves for policyholders currently on claim and includes an evaluation of expected benefit utilization and claim duration. CNA s recorded claim and claim adjustment expense reserves reflect management s best estimate after incorporating the results of the most recent study. In addition, claim and claim adjustment expense reserves are also maintained for the structured settlement obligations. Both elements of the Other Insurance Operations reserves are discounted as discussed in Note 1.

Gross and Net Carried Reserves

The following tables present the gross and net carried reserves:

December 31, 2018 (In millions)	**Property and Casualty Operations**	**Other Insurance Operations**	**Total**
Gross Case Reserves	**$ 6,671**	**$ 4,724**	**$ 11,395**
Gross IBNR Reserves	**9,287**	**1,302**	**10,589**
Total Gross Carried Claim and Claim Adjustment Expense Reserves	**$ 15,958**	**$ 6,026**	**$ 21,984**
Net Case Reserves	**$ 6,063**	**$ 3,460**	**$ 9,523**
Net IBNR Reserves	**8,290**	**152**	**8,442**
Total Net Carried Claim and Claim Adjustment Expense Reserves	**$ 14,353**	**$ 3,612**	**$ 17,965**

December 31, 2017 (In millions)			
Gross Case Reserves	$ 6,913	$ 4,757	$ 11,670
Gross IBNR Reserves	9,156	1,178	10,334
Total Gross Carried Claim and Claim Adjustment Expense Reserves	$ 16,069	$ 5,935	$ 22,004
Net Case Reserves	$ 6,343	$ 3,302	$ 9,645
Net IBNR Reserves	8,232	193	8,425

Total Net Carried Claim and Claim Adjustment Expense Reserves	$ 14,575	$ 3,495	$ 18,070

Net Prior Year Development

Changes in estimates of claim and claim adjustment expense reserves, net of reinsurance, for prior years are defined as net prior year loss reserve development (development). These changes can be favorable or unfavorable.

The following table and discussion presents detail of the development in CNA s Property & Casualty Operations:

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Medical professional liability	**$ 47**	$ 30	$ 9
Other professional liability and management liability	**(127)**	(126)	(140)
Surety	**(70)**	(84)	(63)
Commercial auto	**1**	(35)	(47)
General liability	**32**	(24)	(65)
Workers compensation	**(32)**	(63)	145
Other	**(32)**	(6)	(127)
Total pretax (favorable) unfavorable development	**$ (181)**	$ (308)	$ (288)

Favorable net prior year loss reserve development of $19 million, $72 million and $46 million was recorded for Other Insurance Operations for the years ended December 31, 2018, 2017 and 2016. The favorable net prior year loss reserve development for the year ended December 31, 2018 was driven by lower than expected claim severity.

Development Tables

For CNA s Property & Casualty Operations, the following tables present further detail and commentary on the development reflected in the financial statements for each of the periods presented. Also presented are loss reserve development tables that illustrate the change over time of reserves established for claim and allocated claim adjustment expenses arising from short duration insurance contracts for certain lines of business within CNA s commercial property and casualty insurance operations (Property & Casualty Operations). Not all lines of business are presented based on their context to CNA s overall loss reserves, calendar year reserve development, or calendar year net earned premiums. Insurance contracts are considered to be short duration contracts when the contracts are not expected to remain in force for an extended period of time. The Cumulative Net Incurred Claim and Allocated Claim Adjustment Expenses tables, reading across, show the cumulative net incurred claim and allocated claim adjustment expenses relating to each accident year at the end of the stated calendar year. Changes in the cumulative amount across time are the result of CNA s expanded awareness of additional facts and circumstances that pertain to the unsettled claims. The Cumulative Net Paid Claim and Allocated Claim Adjustment Expenses tables, reading across, show the cumulative amount paid for claims in each accident year as of the end of the stated calendar year. The Net Strengthening or (Releases) of Prior Accident Year Reserves tables, reading across, show the net increase or decrease in the cumulative net incurred accident year claim and allocated claim adjustment expenses during each stated calendar year and indicates whether the reserves for that accident year were strengthened or released.

The information in the tables is reported on a net basis after reinsurance and does not include the effects of discounting. The information contained in calendar years 2017 and prior is unaudited. To the extent CNA enters into a commutation, the transaction is reported on a prospective basis. To the extent that CNA enters into a disposition, the effects of the disposition are reported on a retrospective basis by removing the balances associated with it.

The amounts reported for the cumulative number of reported claims include direct and assumed open and closed claims by accident year at the claimant level. The number excludes claim counts for claims within a policy deductible where the insured is responsible for payment of losses in the deductible layer. Claim count data for certain assumed reinsurance contracts is unavailable.

In the loss reserve development tables, IBNR includes reserves for incurred but not reported losses and expected development on case reserves.

2018

Unfavorable development in medical professional liability was primarily due to higher than expected severity in accident years 2014 and 2017 in CNA s hospitals business. In addition, there was higher than expected frequency and severity in aging services in accident years 2014 through 2017 combined, partially offset by lower than expected frequency in accident year 2015.

Favorable development in other professional liability and management liability was primarily due to lower than expected claim frequency in recent accident years related to financial institutions and professional liability errors and omissions (E&O), favorable severity in accident years 2015 and prior related to professional liability E&O and favorable outcomes on individual claims in financial institutions in accident years 2013 and prior.

Favorable development in surety was due to lower than expected loss emergence for accident years 2017 and prior.

Unfavorable development in general liability was driven by higher than expected claim severity in unsupported umbrella in accident years 2013 through 2016.

Favorable development in workers compensation was driven by lower frequency and severity experience and favorable impacts from California reforms.

Favorable development in other coverages was driven by lower than expected claim severity in catastrophes in accident year 2017 for property in Commercial, better than expected frequency in the liability portion of the package business in Canada and general liability in Europe in casualty and better than expected large loss frequency in the energy book in accident year 2017, as well as a reduction in incurred losses within the Europe marine discontinued portfolio in energy and marine and lower than expected frequency in accident years 2015 and prior in Europe in healthcare and technology for International. This was partially offset by unfavorable development primarily driven by higher than expected severity in Canada and higher than expected frequency in Hardy, both in accident year 2017 in property and increased loss severity in the accident year 2017 in Europe professional indemnity in specialty for International.

2017

Unfavorable development in medical professional liability was primarily due to continued higher than expected frequency in aging services and higher than expected severity for hospitals in recent accident years. This was partially offset by favorable development in hospitals in prior accident years as well as favorable development related to unallocated claim adjustment expenses.

Favorable development in other professional liability and management liability was primarily due to favorable settlements on closed claims and a lower frequency of large losses for accident years 2011 through 2015 for professional and management liability, lower than expected claim frequency in accident years 2012 through 2015 for professional liability and lower than expected severity in accident years 2014 through 2015 for professional liability.

Favorable development in surety coverages was primarily due to lower than expected frequency of large losses in accident years 2015 and prior.

Favorable development in commercial auto was primarily due to lower than expected severity in accident years 2013 through 2016, as well as a large favorable recovery on a claim in accident year 2012.

Favorable development in general liability was due to lower than expected severity in life sciences.

Favorable development in workers compensation was primarily related to decreases in frequency and severity in recent accident years, partially attributable to California reforms impacting medical costs. This was partially offset by unfavorable development related to an adverse arbitration ruling on reinsurance recoverables from older accident years as well as the recognition of loss estimates associated with earned premium from a prior exposure year.

Unfavorable development for other coverages was primarily due to higher than expected severity in accident year 2015 arising from the management liability business, partially offset by favorable development in accident years 2014

and prior. Additional unfavorable development was related to adverse large claims experience in the CNA Hardy political risks portfolio, relating largely to accident year 2016. This was partially offset by favorable development related to better than expected frequency in accident years 2014 through 2016 in property and in energy and marine.

2016

Favorable development in other professional liability and management liability was primarily due to favorable settlements on closed claims and lower than expected frequency of claims in accident years 2010 through 2014 related to professional services and financial institutions. This was partially offset by unfavorable development related to a specific financial institutions claim in accident year 2014, higher management liability severities in accident year 2015 and deterioration on credit crises-related claims in accident year 2009.

Favorable development in surety coverages was primarily due to lower than expected frequency of large losses in accident years 2014 and prior.

Favorable development in commercial auto was primarily due to favorable settlements on claims in accident years 2010 through 2014 and lower than expected severities in accident years 2012 through 2015.

Favorable development in general liability was primarily due to better than expected claim settlements in accident years 2012 through 2014, better than expected severity on umbrella claims in accident years 2010 through 2013 and better than expected severity in medical products liability in accident years 2010 through 2015. This was partially offset by unfavorable development related to an increase in reported claims prior to the closing of the three year window set forth by the Minnesota Child Victims Act in accident years 2006 and prior.

Unfavorable development in workers compensation was primarily due to higher than expected severity for Defense Base Act contractors that largely resulted from a reduction of expected future recoveries from the U.S. Department of Labor under the War Hazard Act. Further unfavorable development was due to the impact of recent Florida court rulings for accident years 2008 through 2015. These were partially offset by favorable development related to lower than expected frequencies related to the ongoing Middle Market and Small Business results for accident years 2009 through 2014.

Favorable development in other coverages was due to better than expected claim frequency and claim severity in accident years 2010 through 2015, better than expected loss frequency in accident years 2013 through 2015, better than expected severity on the December 2015 United Kingdom floods, better than expected attritional losses and large loss experience on accident years 2013 through 2015 for Hardy business and favorable settlements on claims in accident years 2013 and prior related to CNA s Canadian package business. Additional favorable development was due to a commutation of exposures in marine run-off classes on CNA s Europe business and lower than expected frequency of large losses related to CNA s Europe business in accident year 2013. This was partially offset by unfavorable development related to higher than expected severity from a fourth quarter 2015 catastrophe event.

Property & Casualty Operations Line of Business Composition

The table below presents the net liability for unpaid claim and claim adjustment expenses, by line of business for Property & Casualty Operations:

December 31	**2018**
(In millions)	
Medical professional liability	**$ 1,457**
Other professional liability and management liability	**2,849**
Surety	**379**
Commercial auto	**412**

General liability	**3,195**
Workers compensation	**3,968**
Other	**2,093**
Total net liability for unpaid claim and claim adjustment expenses	**$ 14,353**

Medical Professional Liability

Cumulative Net Incurred Claim and Allocated Claim Adjustment Expenses												**December 31, 2018**	
December 31	2009 (a)	2010 (a)	2011 (a)	2012 (a)	2013 (a)	2014 (a)	2015 (a)	2016 (a)	2017 (a)	**2018**	**IBNR**	**Cumulative Number of Claims**
(In millions, except reported claims data)												
Accident Year												
2009	$ 389	$ 390	$ 392	$ 392	$ 366	$ 346	$ 336	$ 309	$ 302	**$ 310**	$ -	14,716
2010		402	412	423	426	415	395	365	360	**356**	-	14,615
2011			429	437	443	468	439	434	437	**437**	8	16,505
2012				464	469	508	498	493	484	**493**	10	17,691
2013					462	479	500	513	525	**535**	28	19,442
2014						450	489	537	530	**535**	30	19,602
2015							433	499	510	**494**	78	17,835
2016								427	487	**485**	120	15,427
2017									412	**449**	217	13,777
2018										**404**	**333**	**11,205**
									Total	**$ 4,498**	**$ 824**	

Cumulative Net Paid Claim and Allocated Claim Adjustment Expenses										
Accident Year										
2009	$ 9	$ 63	$ 143	$ 211	$ 247	$ 269	$ 280	$ 288	$ 291	**$ 300**
2010		10	86	173	257	306	326	337	346	**350**
2011			17	109	208	295	347	375	398	**409**
2012				14	117	221	323	388	427	**457**
2013					17	119	255	355	414	**462**
2014						23	136	258	359	**417**
2015							22	101	230	**313**
2016								18	121	**246**
2017									19	**107**
2018										**21**
									Total	**$ 3,082**

Net liability for unpaid claim and allocated claim adjustment expenses for the accident years presented	**$ 1,416**
Net liability for unpaid claim and claim adjustment expenses for accident years prior to 2009	**18**
Liability for unallocated claim adjustment expenses for accident years presented	**23**
Total net liability for unpaid claim and claim adjustment expenses	**$ 1,457**

Net Strengthening or (Releases) of Prior Accident Year Reserves

Years Ended December 31										Total
Accident Year										
2009	$ 1	$ 2	$ -	$ (26)	$ (20)	$ (10)	$ (27)	$ (7)	**$ 8**	$ (79)
2010		10	11	3	(11)	(20)	(30)	(5)	**(4)**	(46)
2011			8	6	25	(29)	(5)	3	**-**	8
2012				5	39	(10)	(5)	(9)	**9**	29
2013					17	21	13	12	**10**	73
2014						39	48	(7)	**5**	85
2015							66	11	**(16)**	61
2016								60	**(2)**	58
2017									**37**	37
	Total net development for the accident years presented above						60	58	**47**	
	Total net development for accident years prior to 2009						(51)	(21)	**1**	
	Total unallocated claim adjustment expense development						-	(7)	**(1)**	
						Total	$ 9	$ 30	**$ 47**	

(a) Data presented for these calendar years is required supplemental information, which is unaudited.

Other Professional Liability and Management Liability

											December 31, 2018	
Cumulative Net Incurred Claim and Allocated Claim Adjustment Expenses												**Cumul Numbe of**
December 31	2009 (a)	2010 (a)	2011 (a)	2012 (a)	2013 (a)	2014 (a)	2015 (a)	2016 (a)	2017 (a)	**2018**	**IBNR**	**Claims**
(In millions, except reported claims data)												
Accident Year												
2009	$ 831	$ 875	$ 908	$ 903	$ 893	$ 903	$ 897	$ 906	$ 904	**$ 892**	$ 18	17,374
2010		828	828	848	848	847	837	824	827	**821**	19	17,888
2011			880	908	934	949	944	911	899	**888**	39	18,728
2012				923	909	887	878	840	846	**833**	41	18,491
2013					884	894	926	885	866	**863**	65	17,918
2014						878	898	885	831	**835**	88	17,515
2015							888	892	877	**832**	194	17,333
2016								901	900	**900**	279	17,787
2017									847	**845**	479	17,780
2018										**850**	**726**	**16,564**
									Total	**$ 8,559**	**$ 1,948**	

Cumulative Net Paid Claim and Allocated Claim Adjustment Expenses

Accident Year										
2009	$ 37	$ 195	$ 361	$ 553	$ 641	$ 722	$ 772	$ 801	$ 825	**$ 844**
2010		31	204	405	541	630	670	721	752	**784**
2011			71	314	503	605	683	726	781	**796**
2012				56	248	400	573	651	711	**755**
2013					54	249	447	618	702	**754**
2014						51	223	392	515	**647**
2015							60	234	404	**542**
2016								64	248	**466**
2017									57	**222**
2018										**54**
									Total	**$ 5,864**

Net liability for unpaid claim and allocated claim adjustment expenses for the accident years presented	**$ 2,695**
Net liability for unpaid claim and claim adjustment expenses for accident years prior to 2009	**90**
Liability for unallocated claim adjustment expenses for accident years presented	**64**
Total net liability for unpaid claim and claim adjustment expenses	**$ 2,849**

Net Strengthening or (Releases) of Prior Accident Year Reserves

Years Ended

December 31										**Total**
Accident Year										
2009	$ 44	$ 33	$ (5)	$ (10)	$ 10	$ (6)	$ 9	$ (2)	**$ (12)**	$ 61
2010		-	20	-	(1)	(10)	(13)	3	**(6)**	(7)
2011			28	26	15	(5)	(33)	(12)	**(11)**	8
2012				(14)	(22)	(9)	(38)	6	**(13)**	(90)
2013					10	32	(41)	(19)	**(3)**	(21)
2014						20	(13)	(54)	**4**	(43)
2015							4	(15)	**(45)**	(56)
2016								(1)	**-**	(1)
2017									**(2)**	(2)
Total net development for the accident years presented above							(125)	(94)	**(88)**	
Total net development for accident years prior to 2009							(15)	(25)	**(32)**	
Total unallocated claim adjustment expense development							-	(7)	**(7)**	
Total							$ (140)	$ (126)	**$ (127)**	

(a) Data presented for these calendar years is required supplemental information, which is unaudited.

Surety

Cumulative Net Incurred Claim and Allocated Claim Adjustment Expenses

December 31	2009 (a)	2010 (a)	2011 (a)	2012 (a)	2013 (a)	2014 (a)	2015 (a)	2016 (a)	2017 (a)	**2018**	**December 31, 2018 IBNR**	**Cumulative Number of Claims**
(In millions, except reported claims data)												
Accident Year												
2009	$ 114	$ 114	$ 103	$ 85	$ 68	$ 59	$ 52	$ 53	$ 53	**$ 52**	$ 1	6,688
2010		112	112	111	84	76	66	63	59	**61**	1	5,971
2011			120	121	116	87	75	70	66	**62**	1	5,808
2012				120	122	98	70	52	45	**39**	2	5,559
2013					120	121	115	106	91	**87**	6	5,039
2014						123	124	94	69	**60**	19	5,036
2015							131	131	104	**79**	36	4,887
2016								124	124	**109**	60	5,185
2017									120	**115**	78	4,936
2018										**114**	**101**	**3,105**
									Total	**$ 778**	**$ 305**	

Cumulative Net Paid Claim and Allocated Claim Adjustment Expenses

Accident Year										
2009	$ 13	$ 24	$ 34	$ 41	$ 43	$ 45	$ 46	$ 47	$ 47	**$ 47**
2010		13	34	50	55	57	58	55	52	**52**
2011			19	42	55	58	60	60	56	**57**
2012				5	32	34	35	35	36	**37**
2013					16	40	69	78	78	**78**
2014						7	30	38	36	**38**
2015							7	26	38	**40**
2016								5	37	**45**
2017									23	**37**
2018										**5**
									Total	**$ 436**

Net liability for unpaid claim and allocated claim adjustment expenses for the accident years presented	**$ 342**
Net liability for unpaid claim and claim adjustment expenses for accident years prior to 2009	**7**
Liability for unallocated claim adjustment expenses for accident years presented	**30**

Total net liability for unpaid claim and claim adjustment expenses	**$ 379**

Net Strengthening or (Releases) of Prior Accident Year Reserves

Years Ended December 31										**Total**
Accident Year										
2009	$ -	$ (11)	$ (18)	$ (17)	$ (9)	$ (7)	$ 1	$ -	**$ (1)**	$ (62)
2010		-	(1)	(27)	(8)	(10)	(3)	(4)	**2**	(51)
2011			1	(5)	(29)	(12)	(5)	(4)	**(4)**	(58)
2012				2	(24)	(28)	(18)	(7)	**(6)**	(81)
2013					1	(6)	(9)	(15)	**(4)**	(33)
2014						1	(30)	(25)	**(9)**	(63)
2015							-	(27)	**(25)**	(52)
2016								-	**(15)**	(15)
2017									**(5)**	(5)
Total net development for the accident years presented above							(64)	(82)	**(67)**	
Total net development for accident years prior to 2009							1	1	**(3)**	
Total unallocated claim adjustment expense development							-	(3)	**-**	
Total							$ (63)	$ (84)	**$ (70)**	

(a) Data presented for these calendar years is required supplemental information, which is unaudited.

l Auto

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Net Incurred Claim and Allocated Claim Adjustment Expenses

1	2009 (a)	2010 (a)	2011 (a)	2012 (a)	2013 (a)	2014 (a)	2015 (a)	2016 (a)	2017 (a)	**2018**	**IBNR**
, except reported claims data)											
	$ 291	$ 276	$ 280	$ 282	$ 285	$ 281	$ 278	$ 276	$ 276	**$ 277**	$ -
		267	283	287	291	298	293	289	288	**288**	1
			268	281	288	302	300	294	294	**294**	4
				275	289	299	303	307	299	**299**	6
					246	265	265	249	245	**245**	7
						234	223	212	205	**205**	9
							201	199	190	**190**	22
								198	186	**186**	27
									199	**198**	45
										229	**118**
									Total	**$ 2,411**	**$ 239**

Net Paid Claim and Allocated Claim Adjustment Expenses

$ 73	$ 130	$ 191	$ 233	$ 261	$ 272	$ 274	$ 274	$ 275	**$ 277**	
	74	141	203	246	271	281	286	287	**287**	
		79	145	199	248	274	284	287	**289**	
			78	160	220	259	282	285	**290**	
				74	135	168	200	225	**234**	
					64	102	137	166	**187**	
						52	96	130	**153**	
							52	93	**126**	
								58	**107**	
									66	
								Total	**$ 2,016**	

Net liability for unpaid claim and allocated claim adjustment expenses for the accident years presented	**$ 395**
Net liability for unpaid claim and claim adjustment expenses for accident years prior to 2009	**6**
Liability for unallocated claim adjustment expenses for accident years presented	**11**
Total net liability for unpaid claim and claim adjustment expenses	**$ 412**

hening or (Releases) of Prior Accident Year Reserves

d

31										**Total**
$ (15)	$ 4	$ 2	$ 3	$ (4)	$ (3)	$ (2)	$ -	**$ 1**	$ (14)	
	16	4	4	7	(5)	(4)	(1)	**-**	21	
		13	7	14	(2)	(6)	-	**-**	26	
			14	10	4	4	(8)	**-**	24	
				19	-	(16)	(4)	**-**	(1)	
					(11)	(11)	(7)	**-**	(29)	
						(2)	(9)	**-**	(11)	
							(12)	**-**	(12)	
								(1)	(1)	
Total net development for the accident years presented above						(37)	(41)	**-**		
Total net development for accident years prior to 2009						(10)	4	**-**		
Total unallocated claim adjustment expense development						-	2	**1**		
					Total	$ (47)	$ (35)	**$ 1**		

(a) Data presented for these calendar years is required supplemental information, which is unaudited.

bility

Decembe

e Net Incurred Claim and Allocated Claim Adjustment Expenses

31 2009 (a)	2010 (a)	2011 (a)	2012 (a)	2013 (a)	2014 (a)	2015 (a)	2016 (a)	2017 (a)	**2018**	**IBNR**
s, except reported claims data)										
$ 662	$ 716	$ 733	$ 755	$ 752	$ 756	$ 755	$ 754	$ 755	**$ 755**	$ 16
	646	664	658	709	750	726	697	691	**691**	24
		591	589	631	677	676	681	670	**669**	26
			587	611	639	636	619	635	**635**	46
				650	655	650	655	613	**623**	51
					653	658	654	631	**635**	71
						581	576	574	**589**	122
							623	659	**667**	265
								632	**632**	412
									653	**553**
								Total	**$ 6,549**	**$ 1,586**

e Net Paid Claim and Allocated Claim Adjustment Expenses

$ 33	$ 124	$ 305	$ 468	$ 576	$ 625	$ 663	$ 701	$ 721	**$ 727**
	27	145	280	429	561	611	642	652	**656**
		28	148	273	411	517	568	602	**622**
			28	132	247	374	454	510	**559**
				31	128	240	352	450	**510**
					31	119	247	376	**481**
						19	110	230	**357**
							32	163	**279**
								23	**118**
									33
								Total	**$ 4,342**

Net liability for unpaid claim and allocated claim adjustment expenses for the accident years presented	**$ 2,207**
Net liability for unpaid claim and claim adjustment expenses for accident years prior to 2009	**927**
Liability for unallocated claim adjustment expenses for accident years presented	**61**
Total net liability for unpaid claim and claim adjustment expenses	**$ 3,195**

thening or (Releases) of Prior Accident Year Reserves

ed

31										**Total**
$ 54	$ 17	$ 22	$ (3)	$ 4	$ (1)	$ (1)	$ 1	**$ -**	$ 93
	18	(6)	51	41	(24)	(29)	(6)	**-**	45
		(2)	42	46	(1)	5	(11)	**(1)**	78
			24	28	(3)	(17)	16	**-**	48
				5	(5)	5	(42)	**10**	(27)
					5	(4)	(23)	**4**	(18)
						(5)	(2)	**15**	8
							36	**8**	44
								-	-
						Total net development for the accident years presented above	(46)	(31)	**36**	
						Total net development for accident years prior to 2009	(19)	(1)	**-**	
						Total unallocated claim adjustment expense development	-	8	**(4)**	
							Total	$ (65)	$ (24)	**$ 32**

(a) Data presented for these calendar years is required supplemental information, which is unaudited.

mpensation

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Net Incurred Claim and Allocated Claim Adjustment Expenses

2009 (a)	2010 (a)	2011 (a)	2012 (a)	2013 (a)	2014 (a)	2015 (a)	2016 (a)	2017 (a)	**2018**	**IBNR**
except reported claims data)										
$ 592	$ 599	$ 609	$ 611	$ 616	$ 626	$ 631	$ 638	$ 649	**$ 650**	$ 4
	583	632	654	676	698	710	730	733	**732**	4
		607	641	647	659	651	676	676	**674**	2
			601	627	659	669	678	673	**671**	5
				537	572	592	618	593	**582**	8
					467	480	479	452	**450**	10
						422	431	406	**408**	14
							426	405	**396**	17
								440	**432**	17
									450	**27**
								Total	**$ 5,445**	**$ 1,13**

Net Paid Claim and Allocated Claim Adjustment Expenses

$ 89	$ 227	$ 321	$ 388	$ 443	$ 476	$ 503	$ 525	$ 549	**$ 557**
	97	251	359	442	510	542	577	615	**625**
		99	249	358	438	478	522	564	**571**
			87	232	342	416	470	509	**524**
				80	213	300	370	417	**419**
					61	159	215	258	**282**
						51	131	180	**212**
							53	129	**169**
								63	**151**
									68
								Total	**$ 3,578**

Net liability for unpaid claim and allocated claim adjustment expenses for the accident years presented	**$ 1,867**
Net liability for unpaid claim and claim adjustment expenses for accident years prior to 2009	**2,131**
Other (b)	**(32)**
Liability for unallocated claim adjustment expenses for accident years presented	**2**
Total net liability for unpaid claim and claim adjustment expenses	**$ 3,968**

ening or (Releases) of Prior Accident Year Reserves

										Total
	$ 7	$ 10	$ 2	$ 5	$ 10	$ 5	$ 7	$ 11	**$ 1**	5
		49	22	22	22	12	20	3	**(1)**	14
			34	6	12	(8)	25	-	**(2)**	6
				26	32	10	9	(5)	**(2)**	7
					35	20	26	(25)	**(11)**	4
						13	(1)	(27)	**(2)**	(1
							9	(25)	**2**	(1
								(21)	**(9)**	(3
									(8)	(
Total net development for the accident years presented above							95	(89)	**(32)**	
Adjustment for development on a discounted basis							(3)	(3)	**-**	
Total net development for accident years prior to 2009							53	28	**7**	
Total unallocated claim adjustment expense development							-	1	**(7)**	
Total							$ 145	$ (63)	**$ (32)**	

(a) Data presented for these calendar years is required supplemental information, which is unaudited.
(b) Other includes the effect of discounting lifetime claim reserves.

The table below presents information about average historical claims duration as of December 31, 2018 and is presented as required supplementary information, which is unaudited.

Average Annual Percentage Payout of Ultimate Net Incurred Claim and Allocated Claim Adjustment Expenses in Year:

	1	2	3	4	5	6	7	8	9	10	Total
Medical professional liability	3.8%	19.7%	24.3%	20.1%	12.1%	7.2%	4.5%	2.5%	1.0%	2.9%	98.1%
Other professional liability and management liability	6.2%	21.5%	21.3%	17.4%	10.7%	6.4%	5.8%	2.9%	3.3%	2.1%	97.6%
Surety (a)	21.6%	37.9%	21.0%	7.9%	2.1%	1.6%	(1.7)%	(0.5)%	-	-	89.9%
Commercial auto	28.0%	23.0%	18.5%	14.2%	9.3%	3.1%	1.3%	0.3%	0.2%	0.7%	98.6%
General liability	4.3%	15.9%	19.5%	20.5%	15.7%	8.0%	5.6%	3.2%	1.6%	0.8%	95.1%
Workers compensation	13.7%	21.1%	13.9%	10.6%	7.5%	4.4%	4.4%	3.2%	2.5%	1.2%	82.5%

(a) Due to the nature of the Surety business, average annual percentage payout of ultimate net incurred claim and allocated claim adjustment expenses has been calculated using only the payouts of mature accident years presented in the loss reserve development tables.

A&EP Reserves

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

In years subsequent to the effective date of the LPT, CNA recognized adverse prior year development on its A&EP reserves resulting in additional amounts ceded under the LPT. As a result, the cumulative amounts ceded under the LPT have exceeded the $2.2 billion consideration paid, resulting in the NICO LPT moving into a gain position, requiring retroactive reinsurance accounting. Under retroactive reinsurance accounting, this gain is deferred and only recognized in earnings in proportion to actual paid recoveries under the LPT. Over the life of the contract, there is no economic impact as long as any additional losses incurred are within the limit of the LPT. In a period in which CNA recognizes a change in the estimate of A&EP reserves that increases or decreases the amounts ceded under the LPT, the proportion of actual paid recoveries to total ceded losses is affected and the change in the deferred gain is recognized in earnings as if the revised estimate of ceded losses was available at the effective date of the LPT. The

effect of the deferred retroactive reinsurance benefit is recorded in Insurance claims and policyholders benefits on the Consolidated Statements of Income.

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

Year Ended December 31	**2018**	2017	2016
(In millions)			
Additional amounts ceded under LPT:			
Net A&EP adverse development before consideration of LPT	**$ 178**	$ 60	$ 200
Provision for uncollectible third-party reinsurance on A&EP	**(16)**		
Total additional amounts ceded under LPT	**162**	60	200
Retroactive reinsurance benefit recognized	**(114)**	(68)	(107)
Pretax impact of deferred retroactive reinsurance	**$ 48**	$ (8)	$ 93

CNA completed reserve reviews in both the first and fourth quarters of 2018 and going forward, intends to perform a single annual review in the fourth quarter. Net unfavorable prior year development of $178 million, $60 million and $200 million was recognized before consideration of cessions to the LPT for the years ended December 31, 2018, 2017 and 2016. Additionally, in 2018, CNA released a portion of its provision for uncollectible third party reinsurance.

The 2018 unfavorable development was driven by higher than anticipated defense and indemnity costs on known direct asbestos and environmental accounts and by paid losses on assumed reinsurance exposures. The 2017 unfavorable development of $60 million was driven by modestly higher anticipated payouts on claims from known sources of asbestos exposure. The 2016 unfavorable development of $200 million was driven by an increase in anticipated future expenses associated with determination of coverage, higher anticipated payouts associated with a limited number of historical accounts having significant asbestos exposures and higher than expected severity on pollution claims.

As of December 31, 2018 and 2017, the cumulative amounts ceded under the LPT were $3.1 billion and $2.9 billion. The unrecognized deferred retroactive reinsurance benefit was $374 million and $326 million as of December 31, 2018 and 2017 and is included within Other liabilities on the Consolidated Balance Sheets.

NICO established a collateral trust account as security for its obligations to CNA. The fair value of the collateral trust account was $2.7 billion and $3.1 billion as of December 31, 2018 and 2017. In addition, Berkshire Hathaway Inc. guaranteed the payment obligations of NICO up to the aggregate reinsurance limit as well as certain of NICO s performance obligations under the trust agreement. NICO is responsible for claims handling and billing and collection from third-party reinsurers related to CNA s A&EP claims.

Note 9. Leases

Leases primarily cover office facilities, machinery and computer equipment. Hotel properties, in some instances, are constructed on leased land. Rent expense amounted to $120 million, $113 million and $97 million for the years ended December 31, 2018, 2017 and 2016. The table below presents the future minimum lease payments to be made under non-cancelable operating leases along with lease and sublease minimum receipts to be received on owned and leased properties.

Year Ended December 31	Future Minimum Lease Payments	Receipts
(In millions)		
2019	$ 75	$ 6
2020	79	5
2021	79	5
2022	68	4
2023	57	4
Thereafter	344	14
Total	$ 702	$ 38

Note 10. Income Taxes

The Company and its eligible subsidiaries file a consolidated federal income tax return. The Company has entered into a separate tax allocation agreement with CNA, a majority-owned subsidiary in which its ownership exceeds 80%. The agreement provides that the Company will: (i) pay to CNA the amount, if any, by which the Company s consolidated federal income tax is reduced by virtue of inclusion of CNA in the Company s return or (ii) be paid by CNA an amount, if any, equal to the federal income tax that would have been payable by CNA if it had filed a separate

consolidated return. The agreement may be canceled by either of the parties upon thirty days written notice.

For 2016 through 2018, the Internal Revenue Service (IRS) has accepted the Company into the Compliance Assurance Process (CAP), which is a voluntary program for large corporations. Under CAP, the IRS conducts a real-time audit and works contemporaneously with the Company to resolve any issues prior to the filing of the tax return. The Company believes this approach should reduce tax-related uncertainties, if any. Although the outcome of tax audits is always uncertain, the Company believes that any adjustments resulting from audits will not have a material impact on its results of operations, financial position or cash flows. The Company and/or its subsidiaries also file income tax returns in various state, local and foreign jurisdictions. These returns, with few exceptions, are no longer subject to examination by the various taxing authorities before 2014.

Diamond Offshore, which is not included in the Company s consolidated federal income tax return, files income tax returns in the U.S. federal and various state and foreign jurisdictions. Tax years that remain subject to examination by these jurisdictions include years 2006 to 2017.

On December 22, 2017, H.R.1, An Act to Provide for Reconciliation Pursuant to Titles II and V of the Concurrent Resolution on the Budget for Fiscal Year 2018, previously known as The Tax Cuts and Jobs Act was signed into law (the Tax Act).

The Securities and Exchange Commission Staff Accounting Bulletin No. 118 (SAB 118) allowed companies to report the income tax effects of the Tax Act as a provisional amount based on a reasonable estimate, subject to adjustment during a reasonable measurement period, not to exceed twelve months, until the accounting and analysis under ASC 740 is complete. Although further guidance and clarification from the relevant authorities is expected to continue into 2019, in accordance with SAB 118 s twelve month measurement period, we have completed our analysis of the income tax effect of the Tax Act including: (i) the amount of deferred tax assets and liabilities subject to the income tax rate change from 35% to 21%, including, but not limited to, the calculation of the mandatory deemed repatriation aspect of the Tax Act and the state tax effect of adjustments made to federal temporary differences, (ii) the ability to more likely than not realize the benefit of deferred tax assets, including net operating losses and foreign tax credits, (iii) the effect of re-computing CNA s insurance reserves and the transition adjustment from existing law, the effects of which had no impact on the effective tax rate and (iv) the special accounting method provisions for recognizing income for U.S. federal income tax purposes no later than financial accounting purposes and the transition adjustment from existing law, which also had no impact on the effective tax rate.

The Company recorded a one-time non-cash provisional $200 million increase to net income (net of noncontrolling interests) for the year ended December 31, 2017 related to the Tax Act. This increase included a $268 million income tax benefit due to the adjustment of net deferred tax assets and liabilities related to the reduction of the U.S. federal corporate income tax rate from 35% to 21% partially offset by a $78 million charge mostly related to the one-time mandatory repatriation of previously deferred earnings of certain of Diamond Offshore s non-U.S. subsidiaries inclusive of the utilization of certain tax attributes offset by a provisional liability for uncertain tax positions related to such attributes. Due to the timing of the enactment of the Tax Act, there has been and continues to be a significant amount of uncertainty as to the appropriate application of a number of the underlying provisions, pending further guidance and clarification from the relevant authorities. In 2018, the U.S. Department of the Treasury and Internal Revenue Service issued additional guidance which the Company believes clarified certain of our tax positions taken in 2017 and, consequently, during 2018, the Company recorded a $6 million reduction to net income (net of noncontrolling interests).

The current and deferred components of income tax expense (benefit) are as follows:

Year Ended December 31	**2018**	2017	2016
(In millions)			
Income tax expense (benefit):			
Federal:			
Current	**$ 6**	$ 157	$ 71
Deferred	**85**	(63)	102
State and city:			
Current	**15**	22	13
Deferred	**9**	17	13

Foreign	**13**	37	21
Total	**$ 128**	$ 170	$ 220

The components of U.S. and foreign income before income tax and a reconciliation between the federal income tax expense at statutory rates and the actual income tax expense (benefit) is as follows:

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Income before income tax:			
U.S.	**$ 775**	$ 1,322	$ 1,207
Foreign	**59**	260	(271)
Total	**$ 834**	$ 1,582	$ 936
Income tax expense at statutory rate	**$ 175**	$ 554	$ 328
Increase (decrease) in income tax expense resulting from:			
Effect of the Tax Act	**(6)**	(190)	
Exempt investment income	**(64)**	(134)	(126)
Foreign related tax differential	**1**	(36)	40
Taxes related to domestic affiliate	**(7)**	1	(14)
Partnership earnings not subject to taxes	**(14)**	(51)	(52)
Valuation allowance	**12**	7	62
Unrecognized tax positions, settlements and adjustments relating to prior years	**2**	(8)	(42)
State taxes	**20**	23	18
Other	**9**	4	6
Income tax expense (benefit)	**$ 128**	$ 170	$ 220

The deferred foreign earnings of certain international subsidiaries were deemed to be repatriated under the Tax Act and consequently the Company will no longer permanently reinvest earnings of its foreign subsidiaries. The Company has not provided income tax on the outside basis difference of its foreign subsidiaries since there is no intention to dispose of these subsidiaries and structuring alternatives exist to mitigate any potential liability. The potential unrecorded liability associated with the outside basis difference is approximately $116 million.

A reconciliation of the beginning and ending amount of unrecognized tax benefits, excluding tax carryforwards and interest and penalties, is as follows:

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Balance at January 1	**$ 84**	$ 35	$ 54
Additions for tax positions related to the current year	**3**	51	4
Additions for tax positions related to a prior year	**20**	5	1

Reductions for tax positions related to a prior year	**(48)**	(1)	(20)
Lapse of statute of limitations	**(1)**	(6)	(4)
Balance at December 31	**$ 58**	$ 84	$ 35

The 2018 addition to prior year tax positions is primarily due to recent proposed regulations on the offsetting of the deemed repatriation with certain tax attributes and the reduction for prior year tax positions is due to clarification issued by the Internal Revenue Service regarding tax attributes available to offset the deemed repatriation. The $51 million addition to current year tax positions for 2017 is attributable to a provisional liability associated with the use of tax attributes on the deemed, mandatory repatriation of the Tax Act. In 2016, the $20 million in reductions for tax positions related to a prior year, is primarily from the devaluation of the Egyptian pound. At December 31, 2018, 2017 and 2016, $82 million, $102 million and $36 million of unrecognized tax benefits related to Diamond Offshore would affect the effective tax rate if recognized.

The Company recognizes interest accrued related to: (i) unrecognized tax benefits in Interest expense and (ii) tax refund claims in Operating revenues and other on the Consolidated Statements of Income. The Company recognizes penalties in Income tax expense on the Consolidated Statements of Income. Interest amounts recorded by the Company were insignificant for the years ended December 31, 2018, 2017 and 2016. The Company recorded income tax expense of $1 million for the year ended December 31, 2018 and a benefit of $2 million and $23 million for the years ended December 31, 2017 and 2016 related to penalties.

The following table summarizes deferred tax assets and liabilities:

December 31 **(In millions)**	**2018**	2017
Deferred tax assets:		
Insurance reserves:		
Property and casualty claim and claim adjustment expense reserves	**$ 108**	$ 74
Unearned premium reserves	**108**	142
Receivables	**13**	13
Employee benefits	**222**	243
Deferred retroactive reinsurance benefit	**79**	68
Net operating loss carryforwards	**251**	169
Tax credit carryforwards	**101**	199
Net unrealized losses	**24**	
Basis differential in investment in subsidiary	**8**	15
Other	**197**	211
Total deferred tax assets	**1,111**	1,134
Valuation allowance	**(175)**	(169)
Net deferred tax assets	**936**	965
Deferred tax liabilities:		
Deferred acquisition costs	**(78)**	(77)
Net unrealized gains		(263)
Property, plant and equipment	**(840)**	(765)
Basis differential in investment in subsidiary	**(586)**	(364)
Other liabilities	**(236)**	(220)
Total deferred tax liabilities	**(1,740)**	(1,689)
Net deferred tax liabilities (a)	**$ (804)**	$ (724)

(a) Includes $37 and $25 of deferred tax assets reflected in Other assets in the Consolidated Balance Sheets at December 31, 2018 and 2017.

Federal net operating loss carryforwards of $83 million expire between 2034 and 2038 and $35 million can be carried forward indefinitely. Net operating loss carryforwards in foreign tax jurisdictions of $37 million expire between 2021 and 2028 and $83 million can be carried forward indefinitely. Federal tax credit carryforwards of $57 million can be utilized to offset future current tax liabilities or will ultimately be refundable no later than 2021. Foreign tax credit carryforwards of $43 million will expire in 2020 and 2024 to 2027.

Although realization of deferred tax assets is not assured, management believes it is more likely than not that the recognized deferred tax assets will be realized through recoupment of ordinary and capital taxes paid in prior carryback years and through future earnings, reversal of existing temporary differences and available tax planning strategies. As of December 31, 2018, Diamond Offshore recorded a valuation allowance of $175 million related to net operating losses of $98 million, foreign tax credits of $45 million, and other deferred tax assets of $32 million.

Note 11. Debt

December 31	**2018**	2017
(In millions)		
Loews Corporation (Parent Company):		
Senior:		
2.6% notes due 2023 (effective interest rate of 2.8%) (authorized, $500)	**$ 500**	$ 500
3.8% notes due 2026 (effective interest rate of 3.9%) (authorized, $500)	**500**	500
6.0% notes due 2035 (effective interest rate of 6.2%) (authorized, $300)	**300**	300
4.1% notes due 2043 (effective interest rate of 4.3%) (authorized, $500)	**500**	500
CNA Financial:		
Senior:		
7.0% notes due 2018 (effective interest rate of 7.1%) (authorized, $150)		150
5.9% notes due 2020 (effective interest rate of 6.0%) (authorized, $500)	**500**	500
5.8% notes due 2021 (effective interest rate of 5.9%) (authorized, $400)	**400**	400
7.3% debentures due 2023 (effective interest rate of 7.3%) (authorized, $250)	**243**	243
4.0% notes due 2024 (effective interest rate of 4.0%) (authorized, $550)	**550**	550
4.5% notes due 2026 (effective interest rate of 4.5%) (authorized, $500)	**500**	500
3.5% notes due 2027 (effective interest rate of 3.6%) (authorized, $500)	**500**	500
Variable rate note due 2036 (effective interest rate of 4.9%)		30
Capital lease obligation	**1**	3
Diamond Offshore:		
Senior:		
3.5% notes due 2023 (effective interest rate of 3.6%) (authorized, $250)	**250**	250
7.9% notes due 2025 (effective interest rate of 8.0%) (authorized, $500)	**500**	500
5.7% notes due 2039 (effective interest rate of 5.8%) (authorized, $500)	**500**	500
4.9% notes due 2043 (effective interest rate of 5.0%) (authorized, $750)	**750**	750
Boardwalk Pipeline:		
Senior:		
Variable rate revolving credit facility due 2022 (effective interest rate of 3.7% and 2.7%)	**580**	385
5.2% notes due 2018 (effective interest rate of 5.4%) (authorized, $185)		185
5.8% notes due 2019 (effective interest rate of 5.9%) (authorized, $350)	**350**	350
4.5% notes due 2021 (effective interest rate of 5.0%) (authorized, $440)	**440**	440
4.0% notes due 2022 (effective interest rate of 4.4%) (authorized, $300)	**300**	300
3.4% notes due 2023 (effective interest rate of 3.5%) (authorized, $300)	**300**	300
5.0% notes due 2024 (effective interest rate of 5.2%) (authorized, $600)	**600**	600
6.0% notes due 2026 (effective interest rate of 6.2%) (authorized, $550)	**550**	550
4.5% notes due 2027 (effective interest rate of 4.6%) (authorized, $500)	**500**	500
7.3% debentures due 2027 (effective interest rate of 8.1%) (authorized, $100)	**100**	100
Capital lease obligation	**8**	9
Loews Hotels & Co:		
Senior debt, principally mortgages (effective interest rates approximate 4.4%)	**653**	648
Consolidated Container:		
Senior:		
	9	

Variable rate asset based lending facility due 2022 (effective interest rate of 5.5%)				
Variable rate term loan due 2024 (effective interest rate of 5.0% and 5.5%)		**597**		604
Capital lease obligation		**7**		6
		11,488		11,653
Less unamortized discount and issuance costs		**112**		120
Debt	**$**	**11,376**	$	11,533

December 31, 2018	Principal	Unamortized Discount and Issuance Costs	Net	Short Term Debt	Long Term Debt
(In millions)					
Loews Corporation	$ 1,800	$ 22	$ 1,778		$ 1,778
CNA Financial	2,694	13	2,681		2,681
Diamond Offshore	2,000	26	1,974		1,974
Boardwalk Pipeline	3,728	26	3,702	$ 1	3,701
Loews Hotels & Co	653	11	642		642
Consolidated Container	613	14	599	16	583
Total	$ 11,488	$ 112	$ 11,376	$ 17	$ 11,359

At December 31, 2018, the aggregate long term debt maturing in each of the next five years is approximately as follows: $17 million in 2019, $605 million in 2020, $846 million in 2021, $1.3 billion in 2022, $1.3 billion in 2023 and $7.4 billion thereafter. Long term debt is generally redeemable in whole or in part at the greater of the principal amount or the net present value of remaining scheduled payments discounted at the specified treasury rate plus a margin.

CNA Financial

CNA is a member of the Federal Home Loan Bank of Chicago (FHLBC). FHLBC membership provides participants with access to additional sources of liquidity through various programs and services. As a requirement of membership in the FHLBC, CNA held $5 million of FHLBC stock as of December 31, 2018, giving it access to approximately $111 million of additional liquidity. As of December 31, 2018 and 2017, CNA had no outstanding borrowings from the FHLBC.

In 2018, CNA retired at maturity the $150 million outstanding aggregate principal amount of its 7.0% senior notes, CNA also redeemed the $30 million outstanding aggregate principal amount of its variable rate senior notes due September 15, 2036.

CNA has a five-year $250 million senior unsecured revolving credit facility with a syndicate of banks which may be used for general corporate purposes. As of December 31, 2018, CNA had no outstanding borrowings under the credit agreement and was in compliance with all covenants.

Diamond Offshore

In 2018, Diamond Offshore entered into a new senior five-year revolving credit agreement with maximum borrowings available of $950 million which may be used for general corporate purposes, including investments, acquisitions and capital expenditures. The new credit agreement, which expires on October 2, 2023, provides for a swingline subfacility of $100 million and a letter of credit subfacility in the amount of $250 million. Diamond Offshore also amended its existing credit agreement to reduce the aggregate principal amounts of commitments to $325 million, of which, $40 million matures in March of 2019, $60 million matures in October of 2019 and $225 million matures in October of 2020. As of December 31, 2018, Diamond Offshore had no outstanding borrowings under its credit agreements and was in compliance with all covenant requirements under its credit agreements.

Boardwalk Pipeline

In 2018, Boardwalk Pipeline retired at maturity the $185 million outstanding aggregate principal amount of its 5.2% senior notes with borrowings under its credit facility.

Boardwalk Pipeline has a revolving credit facility having aggregate lending commitments of $1.5 billion maturing May 26, 2022. As of December 31, 2018, Boardwalk Pipeline had $580 million of outstanding borrowings under its credit agreement and was in compliance with all covenants.

Consolidated Container

Consolidated Container has a $125 million asset based lending facility (ABL facility) maturing May 23, 2022. As of December 31, 2018, Consolidated Container had $9 million of outstanding borrowings under its ABL facility and was in compliance with all covenants.

Note 12. Shareholders Equity

Accumulated other comprehensive income (loss)

The tables below present the changes in AOCI by component for the years ended December 31, 2016, 2017 and 2018:

(In millions)	OTTI Gains (Losses)	Unrealized Gains (Losses) on Investments	Cash Flow Hedges	Pension Liability	Foreign Currency Translation	Total Accumulated Other Comprehensive Income (Loss)
Balance, January 1, 2016	$ 24	$ 347	$ (3)	$ (649)	$ (76)	$ (357)
Other comprehensive income (loss) before reclassifications, after tax of $(4), $(133), $0, $9 and $0	9	283		(22)	(114)	156
Reclassification of (gains) losses from accumulated other comprehensive loss, after tax of $3, $16, $0, $(15) and $0	(6)	(26)	2	27		(3)
Other comprehensive income (loss)	3	257	2	5	(114)	153
Amounts attributable to noncontrolling interests		(28)	(1)	(2)	12	(19)
Balance, December 31, 2016	27	576	(2)	(646)	(178)	(223)
Other comprehensive income (loss) before reclassifications, after tax of $1, $(106), $(2), $4 and $0	(3)	190	1	(18)	100	270
Reclassification of (gains) losses from accumulated other comprehensive loss, after tax of $1, $38, $0, $(16) and $0	(2)	(82)	2	30		(52)
Other comprehensive income (loss)	(5)	108	3	12	100	218
Amounts attributable to noncontrolling interests		(11)	(1)	1	(10)	(21)
Balance, December 31, 2017	22	673	-	(633)	(88)	(26)
Cumulative effect adjustment for adoption of ASU 2016-01 (a), after tax of $0, $8, $0, $0 and $0		**(25)**				**(25)**
Cumulative effect adjustment for adoption of ASU 2018-02 (a)	**4**	**123**		**(130)**		**(3)**
Balance, January 1, 2018, as adjusted	**26**	**771**	**-**	**(763)**	**(88)**	**(54)**
Other comprehensive income (loss) before reclassifications, after tax of $2, $213, $(2), $9 and $0	**(7)**	**(801)**	**4**	**(34)**	**(84)**	**(922)**
Reclassification of (gains) losses from accumulated other	**(7)**	**3**	**2**	**32**		**30**

comprehensive loss, after tax of $2, $(2), $0, $(6) and $0						
Other comprehensive income (loss)	**(14)**	**(798)**	**6**	**(2)**	**(84)**	**(892)**
Amounts attributable to noncontrolling interests	**2**	**84**			**9**	**95**
Purchase of Boardwalk Pipeline common units			**(1)**	**(28)**		**(29)**
Balance, December 31, 2018	**$ 14**	**$ 57**	**$ 5**	**$ (793)**	**$ (163)**	**$ (880)**

(a) See Note 1 for information regarding this accounting standard.

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

Major Category of AOCI	Affected Line Item
OTTI gains (losses)	Investment gains (losses)
Unrealized gains (losses) on investments	Investment gains (losses)
Cash flow hedges	Operating revenues and other, Interest expense and Operating expenses and other
Pension liability	Operating expenses and other

Common Stock Dividends

Dividends of $0.25 per share on the Company s common stock were declared and paid in 2018, 2017 and 2016.

There are no restrictions on the Company s retained earnings or net income with regard to payment of dividends. However, as a holding company, Loews Corporation relies upon invested cash balances and distributions from its subsidiaries to generate the funds necessary to declare and pay any dividends to holders of its common stock. The ability of the Company s subsidiaries to pay dividends is subject to, among other things, the availability of sufficient earnings and funds in such subsidiaries, compliance with covenants in their respective credit agreements and applicable state laws, including in the case of the insurance subsidiaries of CNA, laws and rules governing the payment of dividends by regulated insurance companies. See Note 14 for a discussion of the regulatory restrictions on CNA s availability to pay dividends.

Treasury Stock

The Company repurchased 20.3 million, 4.8 million and 3.4 million shares of its common stock at aggregate costs of $1.0 billion, $237 million and $134 million during the years ended December 31, 2018, 2017 and 2016. As of December 31, 2018, 20.6 million shares were retired. The remaining 0.1 million shares will be retired in 2019. Upon retirement, treasury stock was eliminated through a reduction to common stock, APIC and retained earnings.

Note 13. Revenue from Contracts with Customers

Disaggregation of revenues Revenue from contracts with customers, other than insurance premiums, is reported as Non-insurance warranty revenue and within Operating revenues and other on the Consolidated Statements of Income. The following table presents revenues from contracts with customers disaggregated by revenue type along with the reportable segment and a reconciliation to Operating revenues and other as reported in Note 20:

Year Ended December 31 (In millions)		**2018**	2017 (a)	2016 (a)
Non-insurance warranty	CNA Financial	**$ 1,007**	$ 390	$ 361
Contract drilling	Diamond Offshore	**$ 1,083**	$ 1,486	$ 1,600
Transportation and storage of natural gas and NGLs and other services	Boardwalk Pipeline	**1,206**	1,298	1,291

Lodging and related services	Loews Hotels & Co		**730**		682	667
Rigid plastic packaging and recycled resin	Corporate		**867**		498	
Total revenues from contracts with customers			**3,886**		3,964	3,558
Other revenues			**101**		89	77
Operating revenues and other		**$**	**3,987**	$	4,053	$ 3,635

(a) Prior period amounts have not been adjusted under the modified retrospective method of adoption for ASU 2014-09.

Receivables from contracts with customers As of December 31, 2018 and January 1, 2018, receivables from contracts with customers were approximately $434 million and $488 million and are included within Receivables on the Consolidated Balance Sheets.

Deferred revenue As of December 31, 2018 and January 1, 2018, deferred revenue resulting from contracts with customers was approximately $3.5 billion and $3.0 billion and is reported as Deferred non-insurance warranty revenue and within Other liabilities on the Consolidated Balance Sheets. The increase in deferred revenue is primarily due to deferrals outpacing revenue recognized in the period, specifically reflecting growth in CNA s business. Approximately $886 million of revenues recognized during the year ended December 31, 2018 were included in deferred revenue as of January 1, 2018.

Contract costs As of December 31, 2018, the Company had approximately $2.6 billion of costs to obtain contracts with customers, primarily related to CNA for amounts paid to dealers and other agents to obtain non-insurance warranty contracts, which are reported as Deferred non-insurance warranty acquisition expenses on the Consolidated Balance Sheets. For the year ended December 31, 2018, amortization expense totaled $744 million is included in Non-insurance warranty expense and Operating expenses and other in the Consolidated Statement of Income. There were no adjustments to deferred costs recorded for the year ended December 31, 2018.

Performance obligations As of December 31, 2018, approximately $12.4 billion of estimated operating revenues is expected to be recognized in the future related to outstanding performance obligations. The balance relates primarily to revenues for transportation and storage of natural gas and NGLs at Boardwalk Pipeline and non-insurance warranty services at CNA. Approximately $2.1 billion will be recognized during 2019, $1.7 billion in 2020 and the remainder in following years. The actual timing of recognition may vary due to factors outside of the Company s control. The Company has elected to exclude variable consideration related entirely to wholly unsatisfied performance obligations and contracts where revenue is recognized based upon the right to invoice the customer. Therefore, the estimated operating revenues exclude contract drilling dayrate revenue at Diamond Offshore and interruptible service contract revenue at Boardwalk Pipeline.

Note 14. Statutory Accounting Practices

CNA s insurance subsidiaries are domiciled in various jurisdictions. These subsidiaries prepare statutory financial statements in accordance with accounting practices prescribed or permitted by the respective jurisdictions insurance regulators. Domestic prescribed statutory accounting practices are set forth in a variety of publications of the National Association of Insurance Commissioners (NAIC) as well as state laws, regulations and general administrative rules. These statutory accounting principles vary in certain respects from GAAP. In converting from statutory accounting principles to GAAP, the more significant adjustments include deferral of policy acquisition costs and the inclusion of net unrealized holding gains or losses in shareholders equity relating to certain fixed maturity securities.

CNA has a prescribed practice as it relates to the accounting under Statement of Statutory Accounting Principles No. 62R (SSAP No. 62R), *Property and Casualty Reinsurance*, paragraphs 67 and 68 in conjunction with the 2010 loss portfolio transfer with NICO which is further discussed in Note 8. The prescribed practice allows CNA to aggregate all third party A&EP reinsurance balances administered by NICO in Schedule F and to utilize the LPT as collateral for the underlying third-party reinsurance balances for purposes of calculating the statutory reinsurance penalty. This prescribed practice increased statutory capital and surplus by $88 million and $63 million at December 31, 2018 and 2017.

The payment of dividends by CNA s insurance subsidiaries without prior approval of the insurance department of each subsidiary s domiciliary jurisdiction is generally limited by formula. Dividends in excess of these amounts are subject to prior approval by the respective insurance regulator.

Dividends from CCC are subject to the insurance holding company laws of the State of Illinois, the domiciliary state of CCC. Under these laws, ordinary dividends, or dividends that do not require prior approval by the Illinois Department of Insurance (the Department) are determined based on the greater of the prior year s statutory net income or 10% of statutory surplus as of the end of the prior year, as well as the timing and amount of dividends paid in the

preceding 12 months. Additionally, ordinary dividends may only be paid from earned surplus, which is calculated by removing unrealized gains from unassigned surplus. As of December 31, 2018, CCC is in a positive earned surplus position. The maximum allowable dividend CCC could pay during 2019 that would not be subject to the Department s prior approval is $1.4 billion, less dividends paid during the preceding 12 months measured at that point in time. CCC paid dividends of $1.0 billion in 2018. The actual level of dividends paid in any year is determined

after an assessment of available dividend capacity, holding company liquidity and cash needs as well as the impact the dividends will have on the statutory surplus of the applicable insurance company.

Combined statutory capital and surplus and statutory net income for the Combined Continental Casualty Companies are presented in the table below, determined in accordance with accounting practices prescribed or permitted by insurance and/or other regulatory authorities.

	Statutory Capital and Surplus December 31		Statutory Net Income Year Ended December 31		
(In millions)	**2018(a)**	2017	**2018(a)**	2017	2016
Combined Continental Casualty Companies	**$ 10,411**	$ 10,726	**$ 1,405**	$ 1,029	$ 1,033

(a) Information derived from the statutory-basis financial statements to be filed with insurance regulators.

CNA s domestic insurance subsidiaries are subject to risk-based capital (RBC) requirements. RBC is a method developed by the NAIC to determine the minimum amount of statutory capital appropriate for an insurance company to support its overall business operations in consideration of its size and risk profile. The formula for determining the amount of RBC specifies various factors, weighted based on the perceived degree of risk, which are applied to certain financial balances and financial activity. The adequacy of a company s actual capital is evaluated by a comparison to the RBC results, as determined by the formula. Companies below minimum RBC requirements are classified within certain levels, each of which requires specified corrective action.

The statutory capital and surplus presented above for CCC was approximately 266% and 264% of company action level RBC at December 31, 2018 and 2017. Company action level RBC is the level of RBC which triggers a heightened level of regulatory supervision. The statutory capital and surplus of CCC s foreign insurance subsidiaries, which is not significant to the overall statutory capital and surplus, also met or exceeded their respective regulatory and other capital requirements.

Note 1 5. Benefit Plans

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

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

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

The Company and its subsidiaries fund certain of these benefit plans, and accrue postretirement benefits during the active service of those employees who would become eligible for such benefits when they retire. The Company and its subsidiaries use December 31 as the measurement date for their plans.

Weighted average assumptions used to determine benefit obligations:

	Pension Benefits			Other Postretirement Benefits		
December 31	**2018**	2017	2016	**2018**	2017	2016
Discount rate	**4.1%**	3.5%	3.9%	**4.1%**	3.4%	3.7%
Expected long term rate of return on plan assets	**7.5%**	7.5%	7.5%	**5.3%**	5.3%	5.3%
Interest crediting rate	**3.8%**	3.7%	3.7%			
Rate of compensation increase	**3.9% to 5.5%**	3.9% to 5.5%	3.9% to 5.5%			

Weighted average assumptions used to determine net periodic benefit cost:

	Pension Benefits			Other Postretirement Benefits		
Year Ended December 31	**2018**	2017	2016	**2018**	2017	2016
Discount rate	**3.6%**	3.8%	4.0%	**3.4%**	3.7%	3.7%
Expected long term rate of return on plan assets	**7.5%**	7.5%	7.5%	**5.3%**	5.3%	5.3%
Interest crediting rate	**3.7%**	3.7%	3.7%			
Rate of compensation increase	**3.9% to 5.5%**	3.9% to 5.5%	3.5% to 5.5%			

In determining the discount rate assumption, we utilize current market and liability information, including a discounted cash flow analysis of our pension and postretirement obligations. In particular, the basis for our discount rate selection was the yield on indices of highly rated fixed income debt securities with durations comparable to that of our plan liabilities. The yield curve was applied to expected future retirement plan payments to adjust the discount rate to reflect the cash flow characteristics of the plans. The yield curves and indices evaluated in the selection of the discount rate are comprised of high quality corporate bonds that are rated AA by an accepted rating agency.

The expected long term rate of return for plan assets is determined based on widely-accepted capital market principles, long term return analysis for global fixed income and equity markets as well as the active total return oriented portfolio management style. Long term trends are evaluated relative to market factors such as inflation, interest rates and fiscal and monetary policies, in order to assess the capital market assumptions as applied to the plan. Consideration of diversification needs and rebalancing is maintained.

Assumed health care cost trend rates:

December 31	**2018**	2017	2016
Health care cost trend rate assumed for next year	**4.0% to 6.5%**	4.0% to 7.0%	4.0% to 7.0%
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	**4.0% to 5.0%**	4.0% to 5.0%	4.0% to 5.0%
Year that the rate reaches the ultimate trend rate	**2019-2022**	2018-2022	2017-2021

Net periodic benefit cost components:

Year Ended December 31 (In millions)	Pension Benefits 2018	2017	2016	Other Postretirement Benefits 2018	2017	2016
Service cost	**$ 8**	$ 8	$ 8	**$ 1**	$ 1	$ 1
Interest cost	**110**	119	128	**2**	2	3
Expected return on plan assets	**(179)**	(173)	(177)	**(5)**	(5)	(5)
Amortization of unrecognized net loss	**42**	43	46	**(1)**		
Amortization of unrecognized prior service benefit			(1)	**(2)**	(2)	(3)
Settlement	**9**	11	3			
Net periodic benefit cost	**$ (10)**	$ 8	$ 7	**$ (5)**	$ (4)	$ (4)

The following provides a reconciliation of benefit obligations and plan assets:

(In millions)	Pension Benefits 2018	2017	Other Postretirement Benefits 2018	2017
Change in benefit obligation:				
Benefit obligation at January 1	**$ 3,242**	$ 3,131	**$ 62**	$ 66
Acquisitions		103		
Service cost	**8**	8	**1**	1
Interest cost	**110**	119	**2**	2
Plan participants contributions			**4**	5
Amendments				
Actuarial (gain) loss	**(212)**	100	**(6)**	(1)
Benefits paid from plan assets	**(187)**	(192)	**(10)**	(11)
Settlements	**(35)**	(37)		
Foreign exchange	**(7)**	10		
Benefit obligation at December 31	**2,919**	3,242	**53**	62
Change in plan assets:				
Fair value of plan assets at January 1	**2,577**	2,423	**88**	86
Acquisitions		75		
Actual return on plan assets	**(83)**	247		5
Company contributions	**39**	51	**3**	3
Plan participants contributions			**4**	5
Benefits paid from plan assets	**(187)**	(192)	**(10)**	(11)
Settlements	**(35)**	(37)		
Foreign exchange	**(7)**	10		

Fair value of plan assets at December 31	**2,304**	2,577	**85**	88
Funded status	**$ (615)**	$ (665)	**$ 32**	$ 26

(In millions)	Pension Benefits 2018	Pension Benefits 2017	Other Postretirement Benefits 2018	Other Postretirement Benefits 2017
Amounts recognized in the Consolidated Balance Sheets consist of:				
Other assets	**$ 9**	$ 4	**$ 49**	$ 47
Other liabilities	**(624)**	(669)	**(17)**	(21)
Net amount recognized	**$ (615)**	$ (665)	**$ 32**	$ 26
Amounts recognized in Accumulated other comprehensive income (loss), not yet recognized in net periodic (benefit) cost:				
Prior service credit	**$ (2)**	$ (3)	**$ (1)**	$ (3)
Net actuarial loss	**1,065**	1,069	**(3)**	(3)
Net amount recognized	**$ 1,063**	$ 1,066	**$ (4)**	$ (6)
Information for plans with projected and accumulated benefit obligations in excess of plan assets:				
Projected benefit obligation	**$ 2,825**	$ 3,132		
Accumulated benefit obligation	**2,813**	3,117	**$ 18**	$ 21
Fair value of plan assets	**2,201**	2,462		

The accumulated benefit obligation for all defined benefit pension plans was $2.9 billion and $3.2 billion at December 31, 2018 and 2017. Changes for the years ended December 31, 2018 and 2017 include actuarial (gains) losses of $(212) million and $100 million primarily driven by changes in the discount rate used to determine the benefit obligations.

The Company and its subsidiaries employ a total return approach whereby a mix of equity and fixed maturity securities are used to maximize the long term return of plan assets for a prudent level of risk and to manage cash flows according to plan requirements. The target allocation of plan assets is 40% to 60% invested in equity securities and limited partnerships, with the remainder primarily invested in fixed maturity securities. The intent of this strategy is to minimize expenses by generating investment returns that exceed the growth of the plan liabilities over the long run. Risk tolerance is established after careful consideration of the plan liabilities, plan funded status and corporate financial conditions. The investment portfolio contains a diversified blend of fixed maturity, equity and short term securities. Alternative investments, including limited partnerships, are used to enhance risk adjusted long term returns while improving portfolio diversification. At December 31, 2018, the Company and its subsidiaries had committed $99 million to future capital calls from various third party limited partnership investments in exchange for an ownership interest in the related partnerships. Investment risk is monitored through annual liability measurements, periodic asset/liability studies and quarterly investment portfolio reviews.

The table below presents the estimated future minimum benefit payments at December 31, 2018.

Expected future benefit payments (In millions)	Pension Benefits	Other Postretirement Benefits
2019	$ 218	$ 5
2020	223	5
2021	210	5
2022	218	4
2023	214	4
2024 2028	1,026	16

In 2019, it is expected that contributions of approximately $14 million will be made to pension plans and $2 million to postretirement health care and life insurance benefit plans.

Pension plan assets measured at fair value on a recurring basis are summarized below.

December 31, 2018 (In millions)	**Level 1**	**Level 2**	**Level 3**	**Total**
Plan assets at fair value:				
Fixed maturity securities:				
Corporate and other bonds		**$ 472**	**$ 10**	**$ 482**
States, municipalities and political subdivisions		**58**		**58**
Asset-backed		**165**		**165**
Total fixed maturities	**$ -**	**695**	**10**	**705**
Equity securities	**406**	**110**		**516**
Short term investments	**36**	**54**		**90**
Fixed income mutual funds	**120**			**120**
Other assets		**9**		**9**
Total plan assets at fair value	**$ 562**	**$ 868**	**$ 10**	**$ 1,440**
Plan assets at net asset value: (a)				
Limited partnerships				**864**
Total plan assets	**$ 562**	**$ 868**	**$ 10**	**$ 2,304**

December 31, 2017 (In millions)	Level 1	Level 2	Level 3	Total
Plan assets at fair value:				
Fixed maturity securities:				
Corporate and other bonds		$ 522	$ 10	$ 532
States, municipalities and political subdivisions		62		62
Asset-backed		182		182
Total fixed maturities	$ -	766	10	776
Equity securities	449	122		571
Short term investments	29	11		40
Fixed income mutual funds	96			96
Other assets	13	9		22
Total plan assets at fair value	$ 587	$ 908	$ 10	$ 1,505
Plan assets at net asset value: (a)				
Limited partnerships				990
Collective investment trust funds				82
Total plan assets	$ 587	$ 908	$ 10	$ 2,577

(a) Certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table for these investments are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the

statement of financial position.

The limited partnership investments held within the plans are recorded at fair value, which represents the plans shares of the net asset value of each partnership, as determined by the general partner. Limited partnerships comprising 82% and 86% of the carrying value as of December 31, 2018 and 2017 employ hedge fund strategies that generate returns through investing in marketable securities in the public fixed income and equity markets and the remainder were primarily invested in private debt and equity. Within hedge fund strategies, approximately 66% were equity related, 28% pursued a multi-strategy approach and 6% were focused on distressed investments at December 31, 2018.

For a discussion of the valuation methodologies used to measure fixed maturity securities, equities and short term investments, see Note 4.

Other postretirement benefits plan assets measured at fair value on a recurring basis are summarized below.

December 31, 2018 (In millions)	**Level 1**	**Level 2**	**Level 3**	**Total**
Fixed maturity securities:				
Corporate and other bonds		**$ 24**		**$ 24**
States, municipalities and political subdivisions		**11**		**11**
Asset-backed		**30**		**30**
Total fixed maturities	**$ -**	**65**	**$ -**	**65**
Short term investments	**4**			**4**
Fixed income mutual funds	**16**			**16**
Total	**$ 20**	**$ 65**	**$ -**	**$ 85**

December 31, 2017

Fixed maturity securities:				
Corporate and other bonds		$ 18		$ 18
States, municipalities and political subdivisions		42		42
Asset-backed		12		12
Total fixed maturities	$ -	72	$ -	72
Short term investments	2			2
Fixed income mutual funds	14			14
Total	$ 16	$ 72	$ -	$ 88

There were no Level 3 assets at December 31, 2018 and 2017.

Savings Plans The Company and its subsidiaries have several contributory savings plans which allow employees to make regular contributions based upon a percentage of their salaries. Matching contributions are made up to specified percentages of employees contributions. The contributions by the Company and its subsidiaries to these plans amounted to $100 million, $105 million and $107 million for the years ended December 31, 2018, 2017 and 2016.

Stock-based Compensation In 2016, shareholders approved the Loews Corporation 2016 Incentive Compensation Plan (the 2016 Loews Plan) which replaced a previously existing plan. The aggregate number of shares of Loews common stock authorized under the 2016 Loews Plan is 6,000,000 shares, plus up to 3,000,000 shares that may be forfeited under the prior plan. The maximum number of shares of Loews common stock with respect to which awards may be granted to any individual in any calendar year is 500,000 shares. In accordance with the 2016 Loews Plan and the prior plan, the Company s stock-based compensation consists of the following:

SARs: SARs were granted under the prior plan. The exercise price per share may not be less than the fair market value of the common stock on the date of grant. Generally, SARs vest ratably over a four-year period and expire in ten years.

Time-based Restricted Stock Units: Time-based restricted stock units (RSUs) are granted under the 2016 Loews Plan and represent the right to receive one share of the Company s common stock for each vested RSU. Generally, RSUs vest 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date.

Performance-based Restricted Stock Units: Performance-based RSUs (PSUs) are granted under the 2016 Loews Plan and represent the right to receive one share of the Company s common stock for each vested PSU, subject to the achievement of specified performance goals by the Company. Generally, performance-based RSUs vest, if performance goals are satisfied, 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date.

In 2018, the Company granted an aggregate of 235,231 RSUs and PSUs at a weighted average grant-date fair value of $47.71 per unit. 33,923 RSUs were forfeited during the year. 3,470,953 SARs were outstanding at December 31, 2018 with a weighted average exercise price of $39.90.

The Company recognized compensation expense that decreased net income by $35 million, $33 million and $32 million for the years ended December 31, 2018, 2017 and 2016. Several of the Company s subsidiaries also maintain their own stock-based compensation plans. Such amounts include the Company s share of expense related to its subsidiaries plans.

Note 16. Reinsurance

CNA cedes insurance to reinsurers to limit its maximum loss, provide greater diversification of risk, minimize exposures on larger risks and to exit certain lines of business. The ceding of insurance does not discharge the primary liability of CNA. A credit exposure exists with respect to reinsurance ceded to the extent that any reinsurer is unable to meet its obligations. A collectability exposure also exists to the extent that the reinsurer disputes the liabilities assumed under reinsurance agreements. Property and casualty reinsurance coverages are tailored to the specific risk characteristics of each product line and CNA s retained amount varies by type of coverage. Reinsurance contracts are purchased to protect specific lines of business such as property and workers compensation. Corporate catastrophe reinsurance is also purchased for property and workers compensation exposure. CNA also utilizes facultative reinsurance in certain lines. In addition, CNA assumes reinsurance, primarily through Hardy and as a member of various reinsurance pools and associations.

The following table presents the amounts receivable from reinsurers:

December 31 **(In millions)**	**2018**	2017
Reinsurance receivables related to insurance reserves:		
Ceded claim and claim adjustment expenses	**$ 4,019**	$ 3,934
Ceded future policy benefits	**233**	230
Reinsurance receivables related to paid losses	**203**	126
Reinsurance receivables	**4,455**	4,290
Less allowance for doubtful accounts	**29**	29
Reinsurance receivables, net of allowance for doubtful accounts	**$ 4,426**	$ 4,261

CNA has established an allowance for doubtful accounts on reinsurance receivables related to credit risk. CNA reviews the allowance quarterly and adjusts the allowance as necessary to reflect changes in estimates of uncollectible balances. The allowance may also be reduced by write-offs of reinsurance receivable balances.

CNA attempts to mitigate its credit risk related to reinsurance by entering into reinsurance arrangements with reinsurers that have credit ratings above certain levels and by obtaining collateral. On a limited basis, CNA may enter into reinsurance agreements with reinsurers that are not rated, primarily captive reinsurers. The primary methods of obtaining collateral are through reinsurance trusts, letters of credit and funds withheld balances. Such collateral was approximately $3.2 billion and $2.9 billion at December 31, 2018 and 2017.

CNA s largest recoverables from a single reinsurer, including ceded unearned premium reserves as of December 31, 2018 were approximately $2.2 billion from a subsidiary of Berkshire Hathaway Insurance Group, $278 million from the Gateway Rivers Insurance Company and $233 million from subsidiaries of Wilton Re. These amounts are substantially collateralized. The recoverable from the Berkshire Hathaway Insurance Group includes amounts related to third party reinsurance for which NICO has assumed the credit risk under the terms of the loss portfolio transfer as discussed in Note 8.

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The effects of reinsurance on earned premiums are presented in the following table:

(In millions)	Direct	Assumed	Ceded	Net	Assumed/ Net %
Year Ended December 31, 2018					
Property and casualty	**$ 10,857**	**$ 305**	**$ 4,380**	**$ 6,782**	**4.5%**
Long term care	**480**	**50**		**530**	**9.4**
Earned premiums	**$ 11,337**	**$ 355**	**$ 4,380**	**$ 7,312**	**4.9%**
Year Ended December 31, 2017					
Property and casualty	$ 10,447	$ 317	$ 4,315	$ 6,449	4.9%
Long term care	489	50		539	9.3
Earned premiums	$ 10,936	$ 367	$ 4,315	$ 6,988	5.3%
Year Ended December 31, 2016					
Property and casualty	$ 10,400	$ 258	$ 4,270	$ 6,388	4.0%
Long term care	486	50		536	9.3
Earned premiums	$ 10,886	$ 308	$ 4,270	$ 6,924	4.4%

Included in the direct and ceded earned premiums for the years ended December 31, 2018, 2017 and 2016 are $3.7 billion, $3.9 billion and $3.9 billion related to property business that is 100% reinsured under a significant third party captive program. The third party captives that participate in this program are affiliated with the non-insurance company policyholders, therefore this program provides a means for the policyholders to self-insure this property risk. CNA receives and retains a ceding commission.

Long term care premiums are from long duration contracts; property and casualty premiums are from short duration contracts.

Insurance claims and policyholders benefits reported on the Consolidated Statements of Income are net of reinsurance recoveries of $2.8 billion, $3.1 billion and $3.0 billion for the years ended December 31, 2018, 2017 and 2016, including $1.9 billion, $2.5 billion and $2.6 billion related to the significant third party captive program discussed above.

Note 17. Quarterly Financial Data (Unaudited)

2018 Quarter Ended (In millions, except per share data)	**Dec. 31**	**Sept. 30**	**June 30**	**March 31**
Total revenues	**$ 3,287**	**$ 3,608**	**$ 3,590**	**$ 3,581**

Net income (loss) (a)	**(165)**	**278**	**230**	**293**
Per share-basic and diluted	**(0.53)**	**0.88**	**0.72**	**0.89**
2017 Quarter Ended				
Total revenues (b)	$ 3,555	$ 3,521	$ 3,359	$ 3,300
Net income (c)	481	157	231	295
Per share-basic	1.43	0.46	0.69	0.88
Per share-diluted	1.43	0.46	0.69	0.87

The sum of the quarterly per share amounts may not equal per share amounts reported for year-to-date periods. This is due to changes in the number of weighted average shares outstanding and the effects of rounding for each period.

(a) Net loss for the fourth quarter of 2018 includes a loss on limited partnership and common stock investments of $97 million (after tax and noncontrolling interests), catastrophe losses of $96 million (after tax and noncontrolling interests) and net investment losses of $57 million (after tax).
(b) Prior period amounts have not been adjusted under the modified retrospective method of adoption of ASU 2014-09 or under the adoption of ASU 2016-01. See Note 1 for more information on these accounting standards.
(c) Net income for the fourth quarter of 2017 includes the impact of a $200 million net benefit resulting from the enactment of the Tax Act.

Note 18. Legal Proceedings

Boardwalk Pipeline

On May 25, 2018, plaintiffs Tsemach Mishal and Paul Berger (on behalf of themselves and the purported class, Plaintiffs) initiated a purported class action in the Court of Chancery of the State of Delaware (the Court) against the following defendants, Boardwalk Pipeline, the General Partner, Boardwalk GP, LLC and BPHC (together, Defendants), regarding the potential exercise by the General Partner of its right to purchase all of the issued and outstanding common units representing limited partnership interests in Boardwalk Pipeline not already owned by the General Partner or its affiliates pursuant to Section 15.1(b) of the Limited Partnership Agreement. On June 25, 2018, Plaintiffs and Defendants entered into a Stipulation and Agreement of Compromise and Settlement, subject to the approval of the Court (the Proposed Settlement). Under the terms of the Proposed Settlement, the lawsuit would be dismissed, and related claims against the Defendants would be released by the Plaintiffs, if BPHC, the sole member of the General Partner, elected to cause the General Partner to exercise its right to purchase the issued and outstanding common units of the Partnership within a period specified by the Proposed Settlement. As discussed in Note 2, on June 29, 2018, the General Partner elected to exercise its right to purchase all of the issued and outstanding common units representing limited partnership interests in Boardwalk Pipeline not already owned by the General Partner or its affiliates pursuant to Section 15.1(b) of the Limited Partnership Agreement within the period specified by the Proposed Settlement. The transaction was completed on July 18, 2018. On September 28, 2018, the Court denied approval of the Proposed Settlement. On February 11, 2019, a substitute verified class action complaint was filed in this proceeding. The Company is evaluating its response to this new complaint.

The Company and its subsidiaries are from time to time parties to other litigation arising in the ordinary course of business. While it is difficult to predict the outcome or effect of any such litigation, management does not believe that the outcome of any such pending litigation will materially affect the Company s results of operations or equity.

Note 19. Commitments and Contingencies

CNA Guarantees

In the course of selling business entities and assets to third parties, CNA agreed to guarantee the performance of certain obligations of previously owned subsidiaries and to indemnify purchasers for losses arising out of breaches of representations and warranties with respect to the business entities or assets sold, including, in certain cases, losses arising from undisclosed liabilities or certain named litigation. Such guarantee and indemnification agreements in effect for sales of business entities, assets and third party loans may include provisions that survive indefinitely. As of December 31, 2018, the aggregate amount related to quantifiable guarantees was $375 million and the aggregate amount related to quantifiable indemnification agreements was $252 million. In certain cases, should CNA be required to make payments under any such guarantee, it would have the right to seek reimbursement from an affiliate

of a previously owned subsidiary.

In addition, CNA has agreed to provide indemnification to third party purchasers for certain losses associated with sold business entities or assets that are not limited by a contractual monetary amount. As of December 31, 2018, CNA had outstanding unlimited indemnifications in connection with the sales of certain of its business entities or assets that included tax liabilities arising prior to a purchaser s ownership of an entity or asset, defects in title at the time of sale, employee claims arising prior to closing and in some cases losses arising from certain litigation and undisclosed liabilities. Certain provisions of the indemnification agreements survive indefinitely while others survive until the applicable statutes of limitation expire, or until the agreed upon contract terms expire.

CNA also provided guarantees, if the primary obligor fails to perform, to holders of structured settlement annuities provided by a previously owned subsidiary. As of December 31, 2018, the potential amount of future payments CNA could be required to pay under these guarantees was approximately $1.8 billion, which will be paid over the lifetime of the annuitants. CNA does not believe any payment is likely under these guarantees, as CNA is the beneficiary of a trust that must be maintained at a level that approximates the discounted reserves for these annuities.

CNA Small Business Premium Rate Adjustment

In 2016 and 2017, CNA identified rating errors related to its multi-peril package product and workers compensation policies within its Small Business unit and determined that it would voluntarily issue premium refunds along with interest on affected policies. After the rating errors were identified, written and earned premium were reported net of any impact from the premium rate adjustments.

The policyholder refunds for the multi-peril package product were completed in the third quarter of 2017. The policyholder refunds for workers compensation policies were completed in the fourth quarter of 2018.

For the year ended December 31, 2016, CNA recorded a charge which reduced earned premium by $16 million. For the year ended December 31, 2017, earned premium was reduced by $36 million. For the year ended December 31, 2018 earned premium increased by $6 million, as a result of a change in estimate of the refund payments to policyholders. Additionally, Interest expense recognized for interest due to policyholders on the premium rate adjustments was $1 million and $7 million for the years ended December 31, 2018 and 2017.

Note 20. Segments

The Company has five reportable segments comprised of four individual operating subsidiaries, CNA, Diamond Offshore, Boardwalk Pipeline and Loews Hotels & Co; and the Corporate segment. The operations of Consolidated Container since the acquisition date are included in the Corporate segment. Each of the operating subsidiaries is headed by a chief executive officer who is responsible for the operation of its business and has the duties and authority commensurate with that position.

CNA s business is the sale of property and casualty insurance coverage primarily through a network of independent agents, brokers and managing general underwriters. CNA s operations also include its long term care business that is in run-off, certain corporate expenses, including interest on CNA s corporate debt, and certain property and casualty businesses in run-off, including CNA Re and A&EP.

Diamond Offshore provides contract drilling services to the energy industry around the world with a fleet of 17 offshore drilling rigs consisting of four drillships and 13 semisubmersible rigs.

Boardwalk Pipeline is engaged in the interstate transportation and storage of natural gas and NGLs. This segment consists of interstate natural gas pipeline systems located in the Gulf Coast region, Oklahoma, Arkansas and the midwestern states of Tennessee, Kentucky, Illinois, Indiana and Ohio, natural gas storage facilities in four states and NGL pipelines and storage facilities in Louisiana and Texas, with approximately 14,230 miles of pipeline.

Loews Hotels & Co operates a chain of 24 hotels, 22 of which are in the United States and two of which are in Canada.

The Corporate segment consists of investment income from the Parent Company s cash and investments, interest expense, other unallocated expenses and the results of Consolidated Container since the acquisition date. Purchase accounting adjustments have been pushed down to the appropriate subsidiary.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies in Note 1.

In the following tables certain financial measures are presented to provide information used by management to monitor the Company s operating performance. These schedules present the reportable segments of the Company and their contribution to the consolidated financial statements. Amounts presented will not necessarily be the same as those in the individual financial statements of the Company s subsidiaries due to adjustments for purchase accounting, income taxes and noncontrolling interests.

Statements of Income and Total assets by segment are presented in the following tables.

Year Ended December 31, 2018 (In millions)	CNA Financial	Diamond Offshore	Boardwalk Pipeline	Loews Hotels & Co	Corporate	Total
Revenues:						
Insurance premiums	$ 7,312					$ 7,312
Net investment income (loss)	1,817	$ 8		$ 2	$ (10)	1,817
Investment losses	(57)					(57)
Non-insurance warranty revenue (Notes 1 and 13)	1,007					1,007
Operating revenues and other	55	1,085	$ 1,227	753	867	3,987
Total	10,134	1,093	1,227	755	857	14,066
Expenses:						
Insurance claims and policyholders benefits	5,572					5,572
Amortization of deferred acquisition costs	1,335					1,335
Non-insurance warranty expense (Notes 1 and 13)	923					923
Operating expenses and other	1,203	1,196	820	653	956	4,828
Interest	138	123	176	29	108	574
Total	9,171	1,319	996	682	1,064	13,232
Income (loss) before income tax	963	(226)	231	73	(207)	834
Income tax (expense) benefit	(151)	30	(28)	(25)	46	(128)
Net income (loss)	812	(196)	203	48	(161)	706
Amounts attributable to noncontrolling interests	(86)	84	(68)			(70)
Net income (loss) attributable to Loews Corporation	$ 726	$ (112)	$ 135	$ 48	$ (161)	$ 636
December 31, 2018						
Total assets	$ 57,123	$ 6,036	$ 9,131	$ 1,812	$ 4,214	$ 78,316

Year Ended December 31, 2017 (In millions)	CNA Financial	Diamond Offshore	Boardwalk Pipeline	Loews Hotels & Co	Corporate	Total
Revenues:						
Insurance premiums	$ 6,988					$ 6,988
Net investment income	2,034	$ 2			$ 146	2,182
Investment gains	122					122
Non-insurance warranty revenue (Notes 1 and 13)	390					390
Operating revenues and other	49	1,498	$ 1,325	$ 682	499	4,053
Total	9,583	1,500	1,325	682	645	13,735
Expenses:						
Insurance claims and policyholders benefits	5,310					5,310
Amortization of deferred acquisition costs	1,233					1,233
Non-insurance warranty expense (Notes 1 and 13)	299					299
Operating expenses and other	1,224	1,373	861	589	618	4,665
Interest	203	149	171	28	95	646
Total	8,269	1,522	1,032	617	713	12,153
Income (loss) before income tax	1,314	(22)	293	65	(68)	1,582
Income tax (expense) benefit	(419)	4	232	(1)	14	(170)
Net income (loss)	895	(18)	525	64	(54)	1,412
Amounts attributable to noncontrolling interests	(94)	(9)	(145)			(248)
Net income (loss) attributable to Loews Corporation	$ 801	$ (27)	$ 380	$ 64	$ (54)	$ 1,164
December 31, 2017						
Total assets	$ 56,539	$ 6,251	$ 8,972	$ 1,558	$ 6,266	$ 79,586

Year Ended December 31, 2016 (In millions)	CNA Financial	Diamond Offshore	Boardwalk Pipeline	Loews Hotels & Co	Corporate	Total
Revenues:						
Insurance premiums	$ 6,924					$ 6,924
Net investment income	1,988	$ 1			$ 146	2,135
Investment gains (losses)	62	(12)				50
Non-insurance warranty revenue (Notes 1 and 13)	361					361
Operating revenues and other	49	1,600	$ 1,316	$ 667	3	3,635
Total	9,384	1,589	1,316	667	149	13,105
Expenses:						
Insurance claims and policyholders benefits	5,283					5,283
Amortization of deferred acquisition costs	1,235					1,235
Non-insurance warranty expense (Notes 1 and 13)	271					271
Operating expenses and other	1,287	1,970	835	621	131	4,844
Interest	167	90	183	24	72	536
Total	8,243	2,060	1,018	645	203	12,169
Income (loss) before income tax	1,141	(471)	298	22	(54)	936
Income tax (expense) benefit	(279)	111	(61)	(10)	19	(220)
Net income (loss)	862	(360)	237	12	(35)	716
Amounts attributable to noncontrolling interests	(88)	174	(148)			(62)
Net income (loss) attributable to Loews Corporation	$ 774	$ (186)	$ 89	$ 12	$ (35)	$ 654

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Disclosure Controls and Procedures

The Company maintains a system of disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)), which is designed to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act, including this Report, is recorded, processed, summarized and reported on a timely basis. These disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed by the Company under the Exchange Act is accumulated and communicated to the Company s management on a timely basis to allow decisions regarding required disclosure.

The Company s management, including the Company s principal executive officer (CEO) and principal financial officer (CFO) conducted an evaluation of the effectiveness of the Company s disclosure controls and procedures as of the end of the period covered by this Report and, based on that evaluation, the CEO and CFO concluded that the Company s disclosure controls and procedures were effective as of December 31, 2018.

Internal Control Over Financial Reporting

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, and the implementing rules of the Securities and Exchange Commission, the Company included a report of management s assessment of the design and effectiveness of its internal control over financial reporting as part of this Annual Report on Form 10-K for the year ended December 31, 2018. The independent registered public accounting firm of the Company also reported on the effectiveness of the Company s internal control over financial reporting as of December 31, 2018. Management s report and the independent registered public accounting firm s report are included under Item 8 of this Report under the captions entitled Management s Report on Internal Control Over Financial Reporting and Report of Independent Registered Public Accounting Firm.

There were no changes in the Company s internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended December 31, 2018 that have materially affected or that are reasonably likely to materially affect the Company s internal control over financial reporting.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Information about our directors and persons nominated to become directors is contained under the caption Election of Directors in our Proxy Statement for our 2019 Annual Meeting of Shareholders to be filed with the SEC within 120 days of the fiscal year ended December 31, 2018 (the 2019 Proxy Statement) and is incorporated herein by reference. Information about our executive officers is reported under the caption Executive Officers of the Registrant in Part I of this Report.

Information about beneficial ownership reporting compliance is contained under the caption Section 16(a) Beneficial Ownership Reporting Compliance in our 2019 Proxy Statement and is incorporated herein by reference.

We have a Code of Business Conduct and Ethics which applies to all of our directors, officers and employees, including our principal executive officer, principal financial officer and principal accounting officer. This Code can be found on our website at www.loews.com and is available in print to any shareholder who requests a copy by writing to our Corporate Secretary at Loews Corporation, 667 Madison Avenue, New York, N.Y. 10065-8087. We intend to post any changes to or waivers of this Code for our directors and executive officers, including our principal executive officer, principal financial officer, principal accounting officer or persons performing similar functions on our website. Any amendment to this Code and any waiver applicable to our executive officers or senior financial officers will be posted on our website within the time period required by the SEC and New York Stock Exchange.

Information about the procedures by which security holders may recommend nominees to our Board of Directors can be found in our 2019 Proxy Statement under the caption Submissions or Nominations for Our 2020 Annual Meeting and is incorporated herein by reference.

Information about the composition of the Audit Committee and our Audit Committee financial experts is contained in our 2019 Proxy Statement under the caption Board Committees Audit Committee and is incorporated herein by reference.

Item 11. Executive Compensation.

Information about director and executive officer compensation, Compensation Committee interlocks and the Compensation Committee Report is contained in our 2019 Proxy Statement under the captions Director Compensation, Compensation Discussion and Analysis, 2018 Executive Compensation Tables, Compensation Committee Report on Executive Compensation and Compensation Committee Interlocks and Insider Participation and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Information about securities authorized for issuance under equity compensation plans can be found under the caption Securities Authorized for Issuance Under Equity Compensation Plans under Item 5 of this Report.

Information about the number of shares of our common stock beneficially owned by each director and named executive officer, by all directors and executive officers as a group and on each beneficial owner of more than 5% of our common stock is contained under the captions Principal Shareholders and Director and Officer Holdings in our 2019 Proxy Statement and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Information about certain relationships and related transactions and director independence is contained under the captions Transactions With Related Persons and Director Independence in our 2019 Proxy Statement and is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services.

Information about our Audit Committee s pre-approval policy and procedures for audit and other services and information about our principal accountant fees and services is contained in our 2019 Proxy Statement under the caption Ratification of the Appointment of Our Independent Auditors Audit Fees and Services and Auditor Engagement Pre-Approval Policy and is incorporated herein by reference.

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PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) 1. Financial Statements:

The financial statements above appear under Item 8. The following additional financial data should be read in conjunction with those financial statements. Schedules not included with these additional financial data have been omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes to consolidated financial statements.

	Page Number
2. Financial Statement Schedules:	
Loews Corporation and Subsidiaries:	
Schedule I Condensed financial information of Registrant as of December 31, 2018 and 2017 and for the years ended December 31, 2018, 2017 and 2016	166
Schedule V Supplemental information concerning property and casualty insurance operations as of December 31, 2018 and 2017 and for the years ended December 31, 2018, 2017 and 2016	168

Description	Exhibit Number
3. Exhibits:	
(3) Articles of Incorporation and By-Laws	
Restated Certificate of Incorporation of Registrant, dated August 11, 2009, incorporated herein by reference to Exhibit 3.1 to Registrant s Report on Form 10-Q for the quarter ended September 30, 2009, filed with the SEC on November 2, 2009 (File No. 001-06541)	3.01
By-Laws of Registrant as amended through February 13, 2018, incorporated herein by reference to Exhibit 3.02 to Registrant s Report on Form 8-K filed with the SEC on February 13, 2018 (File No. 001-06541).	3.02
(4) Instruments Defining the Rights of Security Holders, Including Indentures	
Registrant hereby agrees to furnish to the Commission upon request copies of instruments with respect to long term debt, pursuant to Item 601(b)(4)(iii) of Regulation S-K	4.01
(10) Material Contracts	
Loews Corporation 2016 Incentive Compensation Plan, incorporated herein by reference to Exhibit 10.1 to Registrant s Report on Form 10-Q for the quarter ended June 30, 2016, filed with the SEC on August 1, 2016 (File No. 001-06541)	10.01+

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Description	Exhibit Number
Form of Performance-Based Restricted Stock Unit Award Notice under the Loews Corporation 2016 Incentive Compensation Plan, incorporated herein by reference to Exhibit 10.2 to Registrant s Report on Form 10-Q for the quarter ended June 30, 2016, filed with the SEC on August 1, 2016 (File No. 001-06541)	10.02+
Form of Time-Vesting Restricted Stock Unit Award Notice under the Loews Corporation 2016 Incentive Compensation Plan, incorporated herein by reference to Exhibit 10.3 to Registrant s Report on Form 10-Q for the quarter ended June 30, 2016, filed with the SEC on August 1, 2016 (File No. 001-06541)	10.03+
Form of Directors Restricted Stock Unit Award Notice under the Loews Corporation 2016 Incentive Compensation Plan, incorporated herein by reference to Exhibit 10.4 to Registrant s Report on Form 10-Q for the quarter ended June 30, 2016, filed with the SEC on August 1, 2016 (File No. 001-06541)	10.04+
Form of Election Form for Restricted Stock Units under the Loews Corporation 2016 Incentive Compensation Plan, incorporated herein by reference to Exhibit 10.5 to Registrant s Report on Form 10-Q for the quarter ended June 30, 2016, filed with the SEC on August 1, 2016 (File No. 001-06541)	10.05+
Loews Corporation Amended and Restated Stock Option Plan, incorporated herein by reference to Exhibit A to Registrant s Proxy Statement, filed with the SEC on March 26, 2012 (File No. 001-06541)	10.06+
Form of Award Certificate for grants of stock appreciation rights pursuant to the Loews Corporation Amended and Restated Stock Option Plan, incorporated herein by reference to Exhibit 10.28 to Registrant s Report on Form 10-K for the year ended December 31, 2009, filed with the SEC on February 24, 2010 (File No. 001-06541)	10.07+
Loews Corporation Executive Deferred Compensation Plan, effective as of January 1, 2016, incorporated herein by reference to Exhibit 10.01 to Registrant s Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on February 19, 2016 (File No. 001-06541)	10.08+
Loews Corporation Deferred Compensation Plan, amended and restated as of January 1, 2008, incorporated herein by reference to Exhibit 10.01 to Registrant s Report on Form 10-K for the year ended December 31, 2008, filed with the SEC on February 25, 2009 (File No. 001-06541)	10.09+
Separation Agreement, dated as of May 7, 2008, by and among Registrant, Lorillard, Inc., Lorillard Tobacco Company, Lorillard Licensing Company LLC, One Park Media Services, Inc. and Plisa, S.A., incorporated herein by reference to Exhibit 10.1 to Registrant s Report on Form 10-Q for the quarter ended June 30, 2008, filed with the SEC on July 30, 2008 (File No. 001-06541)	10.10

Description	Exhibit Number
Supplemental Retirement Agreement dated January 1, 2002 between Registrant and Andrew H. Tisch, incorporated herein by reference to Exhibit 10.30 to Registrant s Report on Form 10-K for the year ended December 31, 2001, filed with the SEC on March 8, 2002 (File No. 001-06541)	10.11+
Amendment No. 1 dated January 1, 2003 to Supplemental Retirement Agreement between Registrant and Andrew H. Tisch, incorporated herein by reference to Exhibit 10.33 to Registrant s Report on Form 10-K for the year ended December 31, 2002, filed with the SEC on March 27, 2003 (File No. 001-06541)	10.12+
Amendment No. 2 dated January 1, 2004 to Supplemental Retirement Agreement between Registrant and Andrew H. Tisch, incorporated herein by reference to Exhibit 10.27 to Registrant s Report on Form 10-K for the year ended December 31, 2003, filed with the SEC on March 1, 2004 (File No. 001-06541)	10.13+
Supplemental Retirement Agreement dated January 1, 2002 between Registrant and James S. Tisch, incorporated herein by reference to Exhibit 10.31 to Registrant s Report on Form 10-K for the year ended December 31, 2001, filed with the SEC on March 8, 2002 (File No. 001-06541)	10.14+
Amendment No. 1 dated January 1, 2003 to Supplemental Retirement Agreement between Registrant and James S. Tisch, incorporated herein by reference to Exhibit 10.35 to Registrant s Report on Form 10-K for the year ended December 31, 2002, filed with the SEC on March 27, 2003 (File No. 001-06541)	10.15+
Amendment No. 2 dated January 1, 2004 to Supplemental Retirement Agreement between Registrant and James S. Tisch, incorporated herein by reference to Exhibit 10.34 to Registrant s Report on Form 10-K for the year ended December 31, 2003, filed with the SEC on March 1, 2004 (File No. 001-06541)	10.16+
Supplemental Retirement Agreement dated January 1, 2002 between Registrant and Jonathan M. Tisch, incorporated herein by reference to Exhibit 10.32 to Registrant s Report on Form 10-K for the year ended December 31, 2001, filed with the SEC on March 8, 2002 (File No. 001-06541)	10.17+
Amendment No. 1 dated January 1, 2003 to Supplemental Retirement Agreement between Registrant and Jonathan M. Tisch, incorporated herein by reference to Exhibit 10.37 to Registrant s Report on Form 10-K for the year ended December 31, 2002, filed with the SEC on March 27, 2003 (File No. 001-06541)	10.18+
Amendment No. 2 dated January 1, 2004 to Supplemental Retirement Agreement between Registrant and Jonathan M. Tisch, incorporated herein by reference to Exhibit 10.41 to Registrant s Report on Form 10-K for the year ended December 31, 2003, filed with the SEC on March 1, 2004 (File No. 001-06541)	10.19+

	Description	Exhibit Number
(21)	Subsidiaries of the Registrant	
	List of subsidiaries of the Registrant	21.01*
(23)	Consent of Experts and Counsel	
	Consent of Deloitte & Touche LLP	23.01*
(24)	Power of Attorney	24.01*
(31)	Rule 13a-14(a)/15d-14(a) Certifications	
	Certification by the Chief Executive Officer of the Company pursuant to Rule 13a-14(a) and Rule 15d-14(a)	31.01*
	Certification by the Chief Financial Officer of the Company pursuant to Rule 13a-14(a) and Rule 15d-14(a)	31.02*
(32)	Section 1350 Certifications	
	Certification by the Chief Executive Officer of the Company pursuant to 18 U.S.C. Section 1350 (as adopted by Section 906 of the Sarbanes-Oxley Act of 2002)	32.01*
	Certification by the Chief Financial Officer of the Company pursuant to 18 U.S.C. Section 1350 (as adopted by Section 906 of the Sarbanes-Oxley Act of 2002)	32.02*
(100)	XBRL Related Documents	
	XBRL Instance Document	101.INS*
	XBRL Taxonomy Extension Schema	101.SCH*
	XBRL Taxonomy Extension Calculation Linkbase	101.CAL*
	XBRL Taxonomy Extension Definition Linkbase	101.DEF*
	XBRL Taxonomy Label Linkbase	101.LAB*
	XBRL Taxonomy Extension Presentation Linkbase	101.PRE*

* Filed herewith.

+ Management contract or compensatory plan or arrangement.

Item 16. Form 10-K Summary.

Not included.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

LOEWS CORPORATION

Dated: February 13, 2019 By *
(David B. Edelson, Senior Vice President and Chief Financial Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Dated: February 13, 2019 By *
(James S. Tisch, President, Chief Executive Officer and Director)

Dated: February 13, 2019 By *
(David B. Edelson, Senior Vice President and Chief Financial Officer)

Dated: February 13, 2019 By *
(Mark S. Schwartz, Vice President and Chief Accounting Officer)

Dated: February 13, 2019 By *
(Ann E. Berman, Director)

Dated: February 13, 2019 By *
(Joseph L. Bower, Director)

Dated: February 13, 2019 By *
(Charles D. Davidson, Director)

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		By	**(Charles M. Diker, Director)**
Dated:	February 13, 2019	By	* **(Jacob A. Frenkel, Director)**
Dated:	February 13, 2019	By	* **(Paul J. Fribourg, Director)**
Dated:	February 13, 2019	By	* **(Walter L. Harris, Director)**
Dated:	February 13, 2019	By	* **(Philip A. Laskawy, Director)**
Dated:	February 13, 2019	By	* **(Susan P. Peters, Director)**
Dated:	February 13, 2019	By	* **(Andrew H. Tisch, Director)**
Dated:	February 13, 2019	By	* **(Jonathan M. Tisch, Director)**
Dated:	February 13, 2019	By	* **(Anthony Welters, Director)**

*By: /s/ Marc A. Alpert
(Marc A. Alpert, Senior Vice President, General Counsel and Secretary)
Attorney-in-Fact

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SCHEDULE I

Condensed Financial Information of Registrant

LOEWS CORPORATION

BALANCE SHEETS

ASSETS

December 31 **(In millions)**	**2018**	2017
Current assets, principally investment in short term instruments	**$ 2,050**	$ 2,755
Investments in securities	**1,112**	2,144
Investments in capital stocks of subsidiaries, at equity	**17,556**	16,303
Other assets	**402**	506
Total assets	**$ 21,120**	$ 21,708

LIABILITIES AND SHAREHOLDERS EQUITY

Current liabilities	**$ 109**	$ 182
Long term debt	**1,778**	1,776
Deferred income tax and other	**715**	546
Total liabilities	**2,602**	2,504
Shareholders equity	**18,518**	19,204
Total liabilities and shareholders equity	**$ 21,120**	$ 21,708

STATEMENTS OF INCOME AND COMPREHENSIVE INCOME (LOSS)

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Revenues:			
Equity in income of subsidiaries (a)	**$ 819**	$ 1,199	$ 655
Interest and other	**(11)**	167	165
Total	**808**	1,366	820
Expenses:			
Administrative	**127**	134	127
Interest	**72**	72	72
Total	**199**	206	199
Income before income tax	**609**	1,160	621
Income tax benefit	**27**	4	33

Net income	**636**	1,164	654
Equity in other comprehensive income (loss) of subsidiaries	**(797)**	197	134
Total comprehensive income (loss)	**$ (161)**	$ 1,361	$ 788

SCHEDULE I

(Continued)

Condensed Financial Information of Registrant

LOEWS CORPORATION

STATEMENTS OF CASH FLOWS

Year Ended December 31	**2018**	2017	2016
(In millions)			
Operating Activities:			
Net income	**$ 636**	$ 1,164	$ 654
Adjustments to reconcile net income to net cash provided (used) by operating activities:			
Equity method investees	**401**	(405)	115
Provision for deferred income taxes	**113**	77	10
Changes in operating assets and liabilities, net:			
Receivables	**3**	4	2
Accounts payable and accrued liabilities	**92**	(20)	52
Trading securities	**1,702**	100	(614)
Other, net	**19**	(41)	(15)
	2,966	879	204
Investing Activities:			
Investments in and advances to subsidiaries	**(135)**	12	50
Change in investments, primarily short term	**(187)**	30	(127)
Purchase of Boardwalk Pipeline common units	**(1,504)**		
Acquisition		(620)	
Other	**(2)**	(1)	(2)
	(1,828)	(579)	(79)
Financing Activities:			
Dividends paid	**(80)**	(84)	(84)
Purchases of treasury shares	**(1,026)**	(216)	(134)
Principal payments in debt			(400)
Issuance of debt			495
Other	**(3)**		(2)
	(1,109)	(300)	(125)
Net change in cash	**29**	-	-
Cash, beginning of year			
Cash, end of year	**$ 29**	$ -	$ -

(a) Cash dividends paid to the Company by affiliates amounted to $878, $804 and $780 for the years ended December 31, 2018, 2017 and 2016.

SCHEDULE V

LOEWS CORPORATION AND SUBSIDIARIES

Supplemental Information Concerning Property and Casualty Insurance Operations

Consolidated Property and Casualty Operations

December 31 **(In millions)**	**2018**	2017
Deferred acquisition costs	**$ 632**	$ 632
Reserves for unpaid claim and claim adjustment expenses	**21,984**	22,004
Discount deducted from claim and claim adjustment expense reserves above (based on interest rates ranging from 3.5% to 8.0%)	**1,388**	1,434
Unearned premiums	**4,183**	4,029

Year Ended December 31 **(In millions)**	**2018**	2017	2016
Net written premiums	**$ 7,345**	$ 7,069	$ 6,988
Net earned premiums	**7,312**	6,988	6,924
Net investment income	**1,751**	1,992	1,952
Incurred claim and claim adjustment expenses related to current year	**5,358**	5,201	5,025
Incurred claim and claim adjustment expenses related to prior years	**(179)**	(381)	(342)
Amortization of deferred acquisition costs	**1,335**	1,233	1,235
Paid claim and claim adjustment expenses	**5,331**	5,341	5,134