UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark one)

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

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2012

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: 333-20277

PHL VARIABLE INSURANCE COMPANY

(Exact name of registrant as specified in its charter)

Connecticut	**06-1045829**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
One American Row, Hartford, Connecticut	**06102-5056**
(Address of principal executive offices)	(Zip Code)

(860) 403-5000
(Registrant's telephone number, including area code)

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 twelve months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☑ NO ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES ☑ NO ☐

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

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☑ Smaller reporting company ☐
(Do not check if smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES ☐ NO ☑

PHL Variable Insurance Company is a wholly-owned indirect subsidiary of The Phoenix Companies, Inc., and there is no market for the registrant's common stock. As of August 10, 2012, there were 500 shares of the registrant's common stock outstanding.

The registrant meets the conditions set forth in General Instruction H(1)(a) and (b) of Form 10-Q and is therefore filing this Form with the reduced disclosure format permitted by that General Instruction.

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PART I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

PHL VARIABLE INSURANCE COMPANY
Balance Sheets
($ in thousands, except share data)
June 30, 2012 (unaudited) and December 31, 2011

	June 30, 2012	Dec 31, 2011
ASSETS:		
Available-for-sale debt securities, at fair value (amortized cost of $2,797,401 and $2,496,830)	$ 2,913,202	$ 2,546,392
Limited partnerships and other investments	5,754	4,965
Policy loans, at unpaid principal balances	61,129	62,502
Derivative investments	129,649	113,222
Fair value option investments	7,337	7,299
Total investments	**3,117,071**	**2,734,380**
Cash and cash equivalents	97,744	67,465
Accrued investment income	21,852	18,602
Receivables	383,973	382,383
Deferred policy acquisition costs	496,721	524,052
Deferred income taxes	19,453	15,524
Receivable from related parties	6,145	4,830
Other assets	59,839	52,599
Separate account assets	2,076,772	2,547,007
Total assets	**$ 6,279,570**	**$ 6,346,842**
LIABILITIES:		
Policy liabilities and accruals	$ 1,386,939	$ 1,355,078
Policyholder deposit funds	2,054,657	1,721,219
Payable to related parties	34,434	30,024
Other liabilities	100,153	89,138
Separate account liabilities	2,076,772	2,547,007
Total liabilities	**5,652,955**	**5,742,466**
CONTINGENT LIABILITIES (Note 10)		
STOCKHOLDER'S EQUITY:		
Common stock, $5,000 par value: 1,000 shares authorized; 500 shares issued	2,500	2,500
Additional paid-in capital	802,152	802,152
Accumulated other comprehensive income	30,148	4,766
Accumulated deficit	(208,185)	(205,042)
Total stockholder's equity	**626,615**	**604,376**
Total liabilities and stockholder's equity	**$ 6,279,570**	**$ 6,346,842**

The accompanying unaudited notes are an integral part of these financial statements.

PHL VARIABLE INSURANCE COMPANY

Unaudited Interim Statements of Comprehensive Income

($ in thousands)

Three and Six Months Ended June 30, 2012 and 2011

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	**2011**	**2012**	**2011**
REVENUES:				
Premiums	$ 1,804	$ 96	$ 2,517	$ 259
Insurance and investment product fees	91,110	101,817	187,643	203,647
Net investment income	32,798	24,231	63,060	45,629
Net realized investment gains (losses):				
Total other-than-temporary impairment (“OTTI”) losses	(3,003)	(782)	(4,089)	(1,662)
Portion of OTTI losses recognized in other comprehensive income (“OCI”)	2,390	346	2,817	732
Net OTTI losses recognized in earnings	(613)	(436)	(1,272)	(930)
Net realized investment losses, excluding OTTI losses	(6,431)	(1,753)	(13,544)	(5,721)
Net realized investment losses	(7,044)	(2,189)	(14,816)	(6,651)
Total revenues	**118,668**	**123,955**	**238,404**	**242,884**
BENEFITS AND EXPENSES:				
Policy benefits	76,878	73,587	140,553	123,865
Policy acquisition cost amortization	27,024	24,224	55,759	56,508
Other operating expenses	24,471	18,375	47,769	37,071
Total benefits and expenses	**128,373**	**116,186**	**244,081**	**217,444**
Income (loss) before income taxes	(9,705)	7,769	(5,677)	25,440
Income tax expense (benefit)	(3,667)	6,205	(2,534)	8,653
Net income (loss)	**$ (6,038)**	**$ 1,564**	**$ (3,143)**	**$ 16,787**
COMPREHENSIVE INCOME (LOSS):				
Net income (loss)	**$ (6,038)**	**$ 1,564**	**$ (3,143)**	**$ 16,787**
Net unrealized investment gains	19,343	12,096	27,213	15,598
Non-credit portion of OTTI losses recognized in OCI	(1,554)	(225)	(1,831)	(476)
Net unrealized other loss	--	--	--	--
Other comprehensive income	**17,789**	**11,871**	**25,382**	**15,122**
Comprehensive income	**$ 11,751**	**$ 13,435**	**$ 22,239**	**$ 31,909**

The accompanying unaudited notes are an integral part of these financial statements.

PHL VARIABLE INSURANCE COMPANY
Unaudited Interim Statements of Cash Flows
($ in thousands)
Six Months Ended June 30, 2012 and 2011

	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
OPERATING ACTIVITIES:		
Net income (loss)	$ (3,143)	$ 16,787
Net realized investment losses	14,816	6,651
Amortization of deferred policy acquisition costs	55,759	56,508
Policy acquisition costs deferred	(52,877)	(66,988)
Undistributed equity in earnings of limited partnerships and other investments	(91)	(53)
Change in:		
Accrued investment income	(3,893)	(3,579)
Deferred income taxes	(17,597)	7,706
Receivables	(4,324)	(1,583)
Policy liabilities and accruals	31,974	32,111
Other , net	(3,464)	9,860
Cash provided by operating activities	**17,160**	**57,420**
INVESTING ACTIVITIES:		
Purchases of:		
Available-for-sale debt securities	(601,875)	(718,244)
Limited partnerships and other investments	(939)	(539)
Derivative instruments	(29,183)	(12,472)
Sales, repayments and maturities of:		
Available-for-sale debt securities	304,028	313,206
Limited partnerships and other investments	247	3
Derivative instruments	12,087	18,539
Fair value option investments	22	37
Policy loans, net	1,373	(3,482)
Cash used for investing activities	**(314,240)**	**(402,952)**
FINANCING ACTIVITIES:		
Policyholder deposit fund deposits	410,187	700,364
Policyholder deposit fund withdrawals	(82,828)	(342,328)
Capital contributions from parent	--	--
Cash provided by financing activities	**327,359**	**358,036**
Change in cash and cash equivalents	**30,279**	**12,504**
Cash and cash equivalents, beginning of period	67,465	51,059
Cash and cash equivalents, end of period	**$ 97,744**	**$ 63,563**

Included in cash and cash equivalents above is cash held as collateral by a third party of $7,885 thousand and $7,510 thousand as of June 30, 2012 and 2011, respectively.

During the six months ended June 30, 2012 and 2011, the Company received no capital contributions.

The accompanying unaudited notes are an integral part of these financial statements.

PHL VARIABLE INSURANCE COMPANY
Unaudited Interim Statements of Changes in Stockholder's Equity
($ in thousands)
Six Months Ended June 30, 2012 and 2011

	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
COMMON STOCK:		
Balance, beginning of period	$ 2,500	$ 2,500
Balance, end of period	**$ 2,500**	**$ 2,500**
ADDITIONAL PAID-IN CAPITAL:		
Balance, beginning of period	$ 802,152	$ 802,152
Balance, end of period	**$ 802,152**	**$ 802,152**
ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS):		
Balance, beginning of period	$ 4,766	$ (12,456)
Adjustment for cumulative effect of accounting change	--	(3,577)
Other comprehensive income	25,382	15,122
Balance, end of period	**$ 30,148**	**$ (911)**
ACCUMULATED DEFICIT:		
Balance, beginning of period	$ (205,042)	$ (182,041)
Adjustment for cumulative effect of accounting change	--	(53,362)
Net income (loss)	(3,143)	16,787
Balance, end of period	**$ (208,185)**	**$ (218,616)**
TOTAL STOCKHOLDER'S EQUITY:		
Balance, beginning of period	$ 604,376	$ 553,216
Change in stockholder's equity	22,239	31,909
Balance, end of period	**$ 626,615**	**$ 585,125**

The accompanying unaudited notes are an integral part of these financial statements.

1. Organization and Description of Business

PHL Variable Insurance Company ("we," "our," "us," "PHL Variable" or the "Company") is a life insurance company offering variable and fixed annuity and life insurance products. It is a wholly-owned subsidiary of PM Holdings, Inc. and PM Holdings, Inc. is a wholly-owned subsidiary of Phoenix Life Insurance Company ("Phoenix Life"), which is a wholly-owned subsidiary of The Phoenix Companies, Inc. ("PNX"), a New York Stock Exchange listed company.

Since 2009, our ultimate parent company, PNX, has focused on selling products and services that are less capital intensive and less ratings sensitive. In 2011 and the first six months of 2012, PHL Variable product sales were primarily in fixed indexed annuities.

Our ultimate parent company, PNX, provides employees with post-employment benefits that include retirement benefits, through pension and savings plans, and other benefits, including health care and life insurance. This includes three defined benefit pension plans. We incur applicable employee benefit expenses through the process of cost allocation by PNX. Phoenix Life provides services and facilities to us and is reimbursed through a cost allocation process.

2. Basis of Presentation and Significant Accounting Policies

We have prepared these unaudited financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP"), which differ materially from the accounting practices prescribed by various insurance regulatory authorities. Certain prior period amounts have been reclassified to conform to the current period presentation.

These financial statements include all adjustments (consisting primarily of accruals) considered necessary for the fair statement of the balance sheet, statements of comprehensive income, and statements of cash flows for the interim periods. Certain financial information that is not required for interim reporting has been omitted. The interim financial statements should be read in conjunction with the financial statements included in our 2011 Annual Report on Form 10-K. Financial results for the three and six months ended June 30, 2012 are not necessarily indicative of full year results.

Adjustments Related to Prior Years

A net loss of $3,143 thousand was recognized during the six months ended June 30, 2012. This reflects approximately $2,405 thousand associated with the correction of errors related to 2011, which decreased net income recognized during 2012. We have assessed the impact of these errors and have determined that the errors were not material to any prior periods or previously issued financial statements.

Use of estimates

In preparing these financial statements in conformity with GAAP, we are required to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates and assumptions are made in the determination of estimated gross profits ("EGPs") used in the valuation and amortization of assets and liabilities associated with universal life and annuity contracts; policyholder liabilities and accruals; valuation of investments in debt securities; limited partnerships and other investments; valuation of deferred tax assets; and accruals for contingent liabilities. We are also subject to estimates made by our ultimate parent company related to discount rates and other assumptions for our pension and other post-employment benefits expense; and accruals for contingent liabilities. Actual results could differ from these estimates.

2. Basis of Presentation and Significant Accounting Policies (continued)

Adoption of new accounting standards

Amendments to the Presentation of Comprehensive Income

In June 2011, the Financial Accounting Standards Board (the "FASB") issued amended guidance to ASC 220, *Comprehensive Income*, with respect to the presentation of comprehensive income as part of the effort to establish common requirements in accordance with GAAP and International Financial Reporting Standards ("IFRS"). This amended guidance requires entities to present all non-owner changes in stockholder's equity either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The amendments do not affect which components of comprehensive income are recognized in net income or comprehensive income, or when an item of other comprehensive income must be classified to net income. This guidance was adopted in the first quarter of 2012. Disclosures in Note 9 reflect the retrospective adoption of this guidance. Other than additional disclosures, adoption of this guidance did not have a material effect on our financial statements.

Amendments to Fair Value Measurement and Disclosure Requirements

In May 2011, the FASB issued amended guidance to ASC 820, *Fair Value Measurement*, with respect to measuring fair value and related disclosures as part of the effort to establish common requirements in accordance with GAAP and IFRS. The amended guidance clarifies that the concept of highest and best use should only be used in the valuation of non-financial assets, specifies how to apply fair value measurements to instruments classified in stockholder's equity and requires that premiums or discounts be applied consistent with what market participants would use absent Level 1 inputs. The amendment also explicitly requires additional disclosures related to the valuation of assets categorized as Level 3 within the fair value hierarchy. Additional disclosures include quantitative information about unobservable inputs, the sensitivity of fair value measurement to changes in unobservable outputs and information on the valuation process used. This guidance was adopted in the first quarter of 2012. Disclosures in Note 7 reflect the prospective adoption of this guidance. Other than additional disclosures, adoption of this guidance did not have a material effect on our financial statements.

Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts

In October 2010, the FASB issued amended guidance to ASC 944, *Financial Services – Insurance*, to address the diversity in practice for accounting for costs associated with acquiring or renewing insurance contracts. The amendment clarifies the definition of acquisition costs (i.e., costs which qualify for deferral) to incremental direct costs that result directly from, and are essential to, a contract and would not have been incurred by the insurance entity had the contract transaction not occurred. Therefore, only costs related to successful efforts of acquiring a new, or renewal, contract should be deferred. This guidance was retrospectively adopted on January 1, 2012. The cumulative effect of retrospective adoption reduced deferred policy acquisition costs and beginning stockholders' equity as of January 1, 2012 by $52,505 thousand and $41,388 thousand, respectively, primarily related to lower deferrals associated with expenses not directly related to new policy sales.

2. Basis of Presentation and Significant Accounting Policies (continued)

The tables below show selected financial data as adjusted for the retrospective adoption noted above. Adoption of the standard did not affect the previously reported totals for net cash flows provided by (used for) operating, investing or financing activities.

Summarized Selected Annual Financial Data: *($ in thousands)*	**Year Ended December 31, 2011**	**2010**	**2009**	**2008**
Deferred policy acquisition costs, as previously reported	$ 576,557	$ 594,126	$ 837,567	$ 1,065,128
Impact of adoption	(52,505)	(75,262)	(123,592)	(154,991)
Deferred policy acquisition costs, as revised	**$ 524,052**	**$ 518,864**	**$ 713,975**	**$ 910,137**
Deferred tax liability, as previously reported	$ (6,762)	$ (13,371)	$ (26,678)	$ (33,291)
Impact of adoption	22,286	30,659	48,000	59,441
Deferred tax asset, as revised	**$ 15,524**	**$ 17,288**	**$ 21,322**	**$ 26,150**
Policy liabilities and accruals, as previously reported	$ 1,343,909	$ 1,283,034	$ 1,363,818	$ 1,386,611
Impact of adoption	11,169	12,336	13,550	14,839
Policy liabilities and accruals, as revised	**$ 1,355,078**	**$ 1,295,370**	**$ 1,377,368**	**$ 1,401,450**
Total equity, as previously reported	$ 645,764	$ 610,155	$ 613,964	$ 532,441
Impact of adoption	(41,388)	(56,939)	(89,142)	(110,389)
Total equity, as revised	**$ 604,376**	**$ 553,216**	**$ 524,822**	**$ 422,052**

Summarized Selected Quarterly Financial Data: *($ in thousands)*	**Quarter Ended Dec 31, 2011**	**Sept 30, 2011**	**June 30, 2011**	**Mar 31, 2011**
Policy benefits, as previously reported	$ 59,339	$ 61,832	$ 73,879	$ 50,569
Impact of adoption	(292)	(292)	(292)	(291)
Policy benefits, as revised	**$ 59,047**	**$ 61,540**	**$ 73,587**	**$ 50,278**
Policy acquisition cost amortization, as previously reported	$ 25,401	$ 39,815	$ 28,896	$ 39,052
Impact of adoption	(4,673)	(4,586)	(4,672)	(6,769)
Policy acquisition cost amortization, as revised	**$ 20,728**	**$ 35,229**	**$ 24,224**	**$ 32,283**
Operating expenses, as previously reported	$ 34,329	$ 19,406	$ 18,061	$ 18,381
Impact of adoption	312	315	314	315
Operating expenses, as revised	**$ 34,641**	**$ 19,721**	**$ 18,375**	**$ 18,696**
Income (loss) before income taxes, as previously reported	$ (4,222)	$ (2,273)	$ 3,119	$ 10,927
Impact of adoption	4,653	4,563	4,650	6,745
Income before income taxes, as revised	**$ 431**	**$ 2,290**	**$ 7,769**	**$ 17,672**
Income tax expense (benefit), as previously reported	$ (296)	$ (13,780)	$ 4,377	$ 287
Impact of adoption	1,628	1,597	1,828	2,161
Income tax expense (benefit), as revised	**$ 1,332**	**$ (12,183)**	**$ 6,205**	**$ 2,448**
Net income (loss), as previously reported	$ (3,926)	$ 11,507	$ (1,258)	$ 10,640
Impact of adoption	3,025	2,966	2,822	4,584
Net income (loss), as revised	**$ (901)**	**$ 14,473**	**$ 1,564**	**$ 15,224**

2. Basis of Presentation and Significant Accounting Policies (continued)

Summarized Selected Annual Financial Data: *($ in thousands)*	**Year Ended December 31, 2011**	**2010**	**2009**	**2008**
Policy benefits, as previously reported	$ 245,619	$ 213,366	$ 249,457	$ 218,415
Impact of adoption	(1,167)	(1,214)	(1,289)	(478)
Policy benefits, as revised	**$ 244,452**	**$ 212,152**	**$ 248,168**	**$ 217,937**
Policy acquisition cost amortization, as previously reported	$ 133,164	$ 192,504	$ 139,243	$ 262,132
Impact of adoption	(20,700)	(28,090)	(30,243)	(57,636)
Policy acquisition cost amortization, as revised	**$ 112,464**	**$ 164,414**	**$ 109,000**	**$ 204,496**
Operating expenses, as previously reported	$ 90,177	$ 99,094	$ 120,986	$ 97,504
Impact of adoption	1,256	1,968	12,223	55,966
Operating expenses, as revised	**$ 91,433**	**$ 101,062**	**$ 133,209**	**$ 153,470**
Income (loss) before income taxes, as previously reported	$ 7,551	$ (35,583)	$ (15,146)	$ (282,691)
Impact of adoption	20,611	27,336	19,309	2,148
Income (loss) before income taxes, as revised	**$ 28,162**	**$ (8,247)**	**$ 4,163**	**$ (280,543)**
Income tax expense (benefit), as previously reported	$ (9,412)	$ (10,707)	$ 6,007	$ (87,497)
Impact of adoption	7,214	3,968	6,758	25,660
Income tax expense (benefit), as revised	**$ (2,198)**	**$ (6,739)**	**$ 12,765**	**$ (61,837)**
Net income (loss), as previously reported	$ 16,963	$ (24,876)	$ (21,153)	$ (195,194)
Impact of adoption	13,397	23,368	12,551	(23,512)
Net income (loss), as revised	**$ 30,360**	**$ (1,508)**	**$ (8,602)**	**$ (218,706)**

Accounting standards not yet adopted

Disclosures about Offsetting Assets and Liabilities

In December 2011, the FASB issued amended guidance to ASC 210, *Balance Sheet*, with respect to disclosure of offsetting assets and liabilities as part of the effort to establish common requirements in accordance with GAAP and IFRS. This amended guidance requires the disclosure of both gross information and net information about both financial instruments and derivative instruments eligible for offset in our balance sheet and instruments and transactions subject to an agreement similar to a master netting arrangement. This guidance is effective for periods beginning on or after January 1, 2013, with respective disclosures required retrospectively for all comparative periods presented. The adoption of this guidance effective January 1, 2013 is not expected to have a material effect on our financial statements.

Significant Accounting Policies

Our significant accounting policies are presented in the notes to our financial statements in our 2011 Annual Report on Form 10-K. With the exception of our adoption of new guidance related to accounting for costs associated with acquiring or renewing insurance contracts effective January 1, 2012, there have been no significant changes since year end December 31, 2011. See Note 3 to these financial statements for our updated accounting policy related to this new guidance.

3. Deferred Policy Acquisition Costs

Deferred Policy Acquisition Costs: *($ in thousands)*	**Three Months Ended June 30,**		**Six Months Ended June 30,**	
	2012	**2011**	**2012**	**2011**
Policy acquisition costs deferred	$ 23,957	$ 30,841	$ 52,877	$ 66,988
Costs amortized to expenses:				
Recurring costs	(31,775)	(24,257)	(56,627)	(56,383)
Realized investment gains (losses)	4,751	32	868	(125)
Offsets to net unrealized investment gains or losses included in accumulated other comprehensive income (“AOCI”)[1]	(18,445)	(11,436)	(27,183)	(16,113)
Other	955	2,569	2,734	6,428
Change in deferred policy acquisition costs	(20,557)	(2,251)	(27,331)	795
Deferred policy acquisition costs, beginning of period	517,278	521,910	524,052	518,864
Deferred policy acquisition costs, end of period	**$ 496,721**	**$ 519,659**	**$ 496,721**	**$ 519,659**

(1) An offset to deferred policy acquisition costs and AOCI is recorded each period to the extent that, had unrealized holding gains or losses from securities classified as available-for-sale actually been realized, an adjustment to deferred policy acquisition costs amortized using gross profits would result.

We defer incremental direct costs related to the successful sale of new or renewal contracts. Incremental direct costs are those costs that result directly from and are essential to the sale of a contract. Costs incurred related directly to acquisition activities performed by the insurer are also deferred. During the three and six months ended June 30, 2012 and 2011, deferred expenses primarily consisted of third-party commissions related to fixed indexed annuity sales.

We amortize deferred policy acquisition costs based on the related policy’s classification. For universal life, variable universal life and accumulation annuities, deferred policy acquisition costs are amortized in proportion to EGPs. Policies may be surrendered for value or exchanged for a different one of our products (internal replacement). The deferred policy acquisition cost balance associated with the replaced or surrendered policies is adjusted to reflect these surrenders. In addition, an offset to deferred policy acquisition costs and AOCI is recorded each period for unrealized gains or losses on securities classified as available-for-sale as if they had been realized, an adjustment to deferred policy acquisition costs amortized using gross profits would result.

The projection of EGPs requires the use of extensive actuarial assumptions, estimates and judgments about the future. Future EGPs are generally projected on a policy-by-policy basis for the estimated lives of the contracts. Assumptions are set separately for each product and are reviewed at least annually based on our current best estimates of future events.

In addition to our quarterly reviews, we conduct a comprehensive assumption review on an annual basis, or as circumstances warrant. Upon completion of these comprehensive assumption reviews, we revise our assumptions to reflect our current best estimates, thereby changing our estimate of EGPs in the deferred policy acquisition cost amortization models. The deferred policy acquisition cost asset is then adjusted in a process known as “unlocking,” with an offsetting benefit or charge to income.

During the three and six months ended June 30, 2012 and 2011, it was determined that an unlocking was not warranted.

4. Investing Activities

Debt securities

We invest in a variety of debt securities. We classify these investments into various sectors using industry conventions; however, our classifications may differ from similarly titled classifications of other companies.

Net unrealized investment gains and losses on securities classified as available-for-sale and certain other assets are included in our balance sheet as a component of AOCI.

Fair Value and Cost of Securities: *($ in thousands)*	**June 30, 2012** Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	OTTI Recognized in AOCI(1)
U.S. government and agency	$ 203,205	$ 13,686	$ (373)	$ 216,518	$ --
State and political subdivision	99,773	11,351	(487)	110,637	--
Foreign government	44,423	4,255	(62)	48,616	--
Corporate	1,462,223	114,901	(39,180)	1,537,944	(1,505)
Commercial mortgage-backed (“CMBS”)	261,834	18,862	(2,556)	278,140	(650)
Residential mortgage-backed (“RMBS”)	525,183	18,718	(18,013)	525,888	(21,660)
CDO/CLO	71,211	1,398	(10,088)	62,521	(6,132)
Other asset-backed	129,549	3,959	(570)	132,938	--
Available-for-sale debt securities	**$ 2,797,401**	**$ 187,130**	**$ (71,329)**	**$ 2,913,202**	**$ (29,947)**

(1) Represents the amount of non-credit OTTI losses recognized in AOCI excluding net unrealized gains or losses subsequent to the date of impairment.

Fair Value and Cost of Securities: *($ in thousands)*	**December 31, 2011** Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	OTTI Recognized in AOCI(1)
U.S. government and agency	$ 163,132	$ 12,653	$ (457)	$ 175,328	$ --
State and political subdivision	77,323	5,518	(444)	82,397	--
Foreign government	30,473	1,825	(421)	31,877	--
Corporate	1,169,209	83,310	(44,142)	1,208,377	(1,505)
CMBS	281,616	12,283	(3,944)	289,955	(5,131)
RMBS	562,186	14,106	(22,773)	553,519	(20,396)
CDO/CLO	77,456	1,240	(10,680)	68,016	(6,220)
Other asset-backed	135,435	2,333	(845)	136,923	--
Available-for-sale debt securities	**$ 2,496,830**	**$ 133,268**	**$ (83,706)**	**$ 2,546,392**	**$ (33,252)**

(1) Represents the amount of non-credit OTTI losses recognized in AOCI excluding net unrealized gains or losses subsequent to the date of impairment.

4. Investing Activities (continued)

Aging of Temporarily Impaired Debt Securities: ($ in thousands)	As of June 30, 2012					
	Less than 12 months		Greater than 12 months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Debt Securities						
U.S. government and agency	$ --	$ --	$ 3,569	$ (373)	$ 3,569	$ (373)
State and political subdivision	6,691	(88)	930	(399)	7,621	(487)
Foreign government	1,647	(62)	--	--	1,647	(62)
Corporate	83,037	(3,276)	70,481	(35,904)	153,518	(39,180)
CMBS	5,927	(79)	18,061	(2,477)	23,988	(2,556)
RMBS	20,125	(1,467)	111,135	(16,546)	131,260	(18,013)
CDO/CLO	6,475	(185)	35,962	(9,903)	42,437	(10,088)
Other asset-backed	8,714	(123)	6,469	(447)	15,183	(570)
Total temporarily impaired securities	**$ 132,616**	**$ (5,280)**	**$ 246,607**	**$ (66,049)**	**$ 379,223**	**$ (71,329)**
Below investment grade	**$ 32,903**	**$ (1,993)**	**$ 64,113**	**$ (44,034)**	**$ 97,016**	**$ (46,027)**
Number of securities		**81**		**168**		**249**

Unrealized losses on below-investment-grade debt securities with a fair value of less than 80% of amortized cost totaled $41,177 thousand at June 30, 2012, of which $39,010 thousand was below 80% of amortized cost for more than 12 months.

These securities were considered to be temporarily impaired at June 30, 2012 because each of these securities had performed, and is expected to perform, in accordance with original contractual terms. In addition, management does not have the intention to sell, nor does it expect to be required to sell, these securities prior to their recovery.

Aging of Temporarily Impaired Debt Securities: ($ in thousands)	As of December 31, 2011					
	Less than 12 months		Greater than 12 months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Debt Securities						
U.S. government and agency	$ --	$ --	$ 3,485	$ (457)	$ 3,485	$ (457)
State and political subdivision	15,419	(28)	913	(416)	16,332	(444)
Foreign government	7,231	(421)	--	--	7,231	(421)
Corporate	113,623	(3,707)	74,192	(40,435)	187,815	(44,142)
CMBS	59,478	(1,240)	6,924	(2,704)	66,402	(3,944)
RMBS	74,575	(2,809)	106,890	(19,964)	181,465	(22,773)
CDO/CLO	3,735	(110)	40,638	(10,570)	44,373	(10,680)
Other asset-backed	22,944	(190)	15,194	(655)	38,138	(845)
Total temporarily impaired securities	**$ 297,005**	**$ (8,505)**	**$ 248,236**	**$ (75,201)**	**$ 545,241**	**$ (83,706)**
Below investment grade	**$ 26,187**	**$ (1,515)**	**$ 76,237**	**$ (49,711)**	**$ 102,424**	**$ (51,226)**
Number of securities		**193**		**180**		**373**

Unrealized losses on below-investment-grade debt securities with a fair value of less than 80% of amortized cost totaled $44,536 thousand at December 31, 2011, of which $40,125 thousand was below 80% of amortized cost for more than 12 months.

These securities were considered to be temporarily impaired at December 31, 2011 because each of these securities had performed, and is expected to perform, in accordance with original contractual terms. In addition, management does not have the intention to sell, nor does it expect to be required to sell, these securities prior to their recovery.

Maturities of Debt Securities: *($ in thousands)*	**June 30, 2012** Amortized Cost	Fair Value	**December 31, 2011** Amortized Cost	Fair Value
Due in one year or less	$ 173,875	$ 174,512	$ 111,027	$ 111,279
Due after one year through five years	304,940	323,357	268,596	284,081
Due after five years through ten years	761,612	814,554	572,731	604,800
Due after ten years	569,197	601,292	487,783	497,819
CMBS/RMBS/ABS/CDO/CLO	987,777	999,487	1,056,693	1,048,413
Total	**$ 2,797,401**	**$ 2,913,202**	**$ 2,496,830**	**$ 2,546,392**

The maturities of debt securities, as of June 30, 2012, are summarized in the table above by contractual maturity. Actual maturities may differ from contractual maturities as certain borrowers have the right to call or prepay obligations with or without call or prepayment penalties, and we have the right to put or sell certain obligations back to the issuers.

Other-than-temporary impairments

Management assessed all securities in an unrealized loss position in determining whether impairments were temporary or other than temporary. In reaching its conclusions, management exercised significant judgment and used a number of issuer-specific quantitative indicators and qualitative judgments to assess the probability of receiving a given security's contractual cash flows. This included the issue's implied yield to maturity, cumulative default rate based on rating, comparisons of issue-specific spreads to industry or sector spreads, specific trading activity in the issue, and other market data such as recent debt tenders and upcoming refinancing requirements. Management also reviewed fundamentals such as issuer credit and liquidity metrics, business outlook and industry conditions. Management maintains a watch list of securities that is reviewed for impairments. Each security on the watch list was evaluated, analyzed and discussed, with the positive and negative factors weighed in the ultimate determination of whether or not the security was other-than-temporarily impaired. For securities for which no OTTI was ultimately indicated at June 30, 2012, management does not have the intention to sell, nor does it expect to be required to sell, these securities prior to their recovery.

Fixed income OTTIs recorded in the first half of 2012 were primarily concentrated in structured securities. These impairments were driven primarily by increased collateral default rates. In our judgment, these credit events or other adverse conditions of the issuers have caused, or will most likely lead to, a deficiency in the contractual cash flows related to the investment. Therefore, based upon these credit events, we have determined that OTTIs exist. Total debt impairments recognized through earnings related to such credit-related circumstances were $613 thousand for the second quarter of 2012 and $436 thousand for the second quarter of 2011 and $1,272 thousand for the first half of 2012 and $930 thousand for the first half of 2011. There were no limited partnership and other investment OTTIs for the three and six months ended June 30, 2012 and 2011.

In addition to these credit-related impairments recognized through earnings, we impaired securities to fair value through other comprehensive loss for any impairments related to non-credit related factors. These types of impairments were driven primarily by market or sector credit spread widening or by a lack of liquidity in the securities. The amount of impairments recognized as an adjustment to other comprehensive loss due to these factors was $2,390 thousand for the first quarter of 2012 and $346 thousand for the first quarter of 2011 and $2,817 thousand for the first half of 2012 and $732 thousand for the first half of 2011.

4. Investing Activities (continued)

The following table presents a roll-forward of pre-tax credit losses recognized in earnings related to debt securities for which a portion of the OTTI was recognized in OCI.

Credit Losses Recognized in Earnings on Debt Securities for which a Portion of the OTTI Loss was Recognized in OCI: *($ in thousands)*	**Three Months Ended June 30,**		**Six Months Ended June 30,**	
	2012	**2011**	**2012**	**2011**
Balance, beginning of period	$ (19,223)	$ (16,871)	$ (18,614)	$ (17,335)
Add: Credit losses on securities not previously impaired[1]	--	(277)	(374)	(527)
Add: Credit losses on securities previously impaired[1]	(549)	(100)	(784)	(344)
Less: Credit losses on securities impaired due to intent to sell	--	--	--	--
Less: Credit losses on securities sold	88	--	88	958
Less: Increases in cash flows expected on previously impaired securities	--	--	--	--
Balance, end of period	**$ (19,684)**	**$ (17,248)**	**$ (19,684)**	**$ (17,248)**

(1) Additional credit losses on securities for which a portion of the OTTI loss was recognized in AOCI are included within net OTTI losses recognized in earnings on the statements of comprehensive income.

Limited partnerships and other investments

Limited partnerships and other investments consist of private equity investments of $5,404 thousand and $4,620 thousand as of June 30, 2012 and December 31, 2011, respectively, and common stock of $350 thousand and $345 thousand as of June 30, 2012 and December 31, 2011, respectively.

Net investment income

Sources of Net Investment Income: *($ in thousands)*	**Three Months Ended June 30,**		**Six Months Ended June 30,**	
	2012	**2011**	**2012**	**2011**
Debt securities	$ 31,471	$ 23,390	$ 61,066	$ 43,832
Policy loans	805	773	1,587	1,493
Limited partnerships and other investments	759	388	923	588
Fair value option investments	(48)	146	48	420
Cash and cash equivalents	--	1	--	5
Total investment income	32,987	24,698	63,624	46,338
Less: Investment expenses	189	467	564	709
Net investment income	**$ 32,798**	**$ 24,231**	**$ 63,060**	**$ 45,629**

4. Investing Activities (continued)

Net realized investment gains (losses)

Sources and Types of Net Realized Investment Gains (Losses): ($ in thousands)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Total other-than temporary debt impairment losses	$ (3,003)	$ (782)	$ (4,089)	$ (1,662)
Portion of loss recognized in OCI	2,390	346	2,817	732
Net debt impairment losses recognized in earnings	**$ (613)**	**$ (436)**	**$ (1,272)**	**$ (930)**
Debt security impairments:				
U.S. government and agency	$ --	$ --	$ --	$ --
State and political subdivision	--	--	--	--
Foreign government	--	--	--	--
Corporate	--	--	--	(250)
CMBS	--	--	(88)	--
RMBS	(549)	(377)	(1,070)	(621)
CDO/CLO	(26)	--	(26)	--
Other asset-backed	(38)	(59)	(88)	(59)
Net debt security impairments	(613)	(436)	(1,272)	(930)
Limited partnerships and other investment impairments	--	--	--	--
Impairment losses	**(613)**	**(436)**	**(1,272)**	**(930)**
Debt security transaction gains[1]	151	1,596	258	2,227
Debt security transaction losses[1]	(36)	(260)	(84)	(585)
Limited partnerships and other investment transaction gains	--	--	--	--
Limited partnerships and other investment transaction losses	--	--	--	--
Net transaction gains	**115**	**1,336**	**174**	**1,642**
Derivative instruments	5,848	1,470	(17,680)	(11,871)
Embedded derivatives[2]	(12,394)	(4,559)	3,962	4,508
Net realized investment losses, excluding impairment losses	**(6,431)**	**(1,753)**	**(13,544)**	**(5,721)**
Net realized investment losses, including impairment losses	**$ (7,044)**	**$ (2,189)**	**$ (14,816)**	**$ (6,651)**

(1) Proceeds from the sale of available-for-sale debt securities were $79,105 thousand and $104,410 thousand for the three months ended June 30, 2012 and 2011, respectively. Proceeds from the sale of available-for-sale debt securities were $80,796 thousand and $202,691 thousand for the six months ended June 30, 2012 and 2011, respectively.

(2) Includes the change in fair value of embedded derivatives associated with variable annuity GMWB, GMAB, GPAF and COMBO riders. See Note 5 to these financial statements for additional disclosures.

Unrealized investment gains (losses)

Sources of Changes in Net Unrealized Investment Gains (Losses): ($ in thousands)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Debt securities	$ 45,860	$ 16,845	$ 66,239	$ 30,416
Other investments	(48)	163	(8)	270
Net unrealized investment gains	**$ 45,812**	**$ 17,008**	**$ 66,231**	**$ 30,686**
Net unrealized investment gains	$ 45,812	$ 17,008	$ 66,231	$ 30,686
Applicable deferred policy acquisition cost	18,445	11,436	27,183	16,113
Applicable deferred income tax expense (benefit)	9,578	(6,299)	13,666	(549)
Offsets to net unrealized investment gains	28,023	5,137	40,849	15,564
Net unrealized investment gains included in OCI	**$ 17,789**	**$ 11,871**	**$ 25,382**	**$ 15,122**

4. Investing Activities (continued)

Non-consolidated variable interest entities

Entities which do not have sufficient equity at risk to allow the entity to finance its activities without additional financial support or in which the equity investors, as a group, do not have the characteristic of a controlling financial interest are referred to as VIEs. We perform ongoing assessments of our investments in VIEs to determine whether we have a controlling financial interest in the VIE and therefore would be considered to be the primary beneficiary. An entity would be considered a primary beneficiary and be required to consolidate a VIE when the entity has both the power to direct the activities of a VIE that most significantly affect the entity's economic performance and the obligation to absorb losses, or right to receive benefits, that could potentially be significant to the VIE. We reassess our VIE determination with respect to an entity on an ongoing basis.

We are involved with various entities that are deemed to be VIEs primarily as a passive investor in private equity limited partnerships and through direct investments, in which we are not related to the general partner. These investments are accounted for under the equity method of accounting and are included in limited partnerships and other investments on our balance sheet. The carrying value of assets and liabilities, as well as the maximum exposure to loss, relating to significant VIEs for which we are not the primary beneficiary was $5,404 thousand and $4,620 thousand as of June 30, 2012 and December 31, 2011, respectively. The asset value of our investments in VIEs for which we are not the primary beneficiary is based upon sponsor values and financial statements of the individual entities. Our maximum exposure to loss related to these non-consolidated VIEs is limited to the amount of our investment.

Issuer and counterparty credit exposure

Credit exposure related to issuers and derivatives counterparties is inherent in investments and derivative contracts with positive fair value or asset balances. We manage credit risk through the analysis of the underlying obligors, issuers and transaction structures. We review our debt security portfolio regularly to monitor the performance of obligors and assess the stability of their credit ratings. We also manage credit risk through industry and issuer diversification and asset allocation. Maximum exposure to an issuer or derivative counterparty is defined by quality ratings, with higher quality issuers having larger exposure limits. As of June 30, 2012, we were not exposed to any credit concentration risk of a single issuer greater than 10% of stockholder's equity other than U.S. government and government agencies backed by the faith and credit of the U.S. government. We have an overall limit on below-investment-grade-rated issuer exposure. To further mitigate the risk of loss on derivatives, we enter into contracts in which the counterparty is a financial institution with a rating of A or higher from at least one rating agency.

As of June 30, 2012, we held derivative assets, net of liabilities, with a fair value of $90,169 thousand. Derivative credit exposure was diversified with nine different counterparties. We also had debt securities of these issuers with a fair value of $20,865 thousand as of June 30, 2012. Our maximum amount of loss due to credit risk with these issuers was $111,034 thousand as of June 30, 2012. See Note 6 to these financial statements for more information regarding derivatives.

5. Separate Accounts, Death Benefits and Other Insurance Benefit Features

Separate account products are those for which a separate investment and liability account is maintained on behalf of the policyholder. Investment objectives for these separate accounts vary by fund account type, as outlined in the applicable fund prospectus or separate account plan of operations. Our separate account products include variable annuities, fixed indexed annuities and variable life insurance contracts. The assets supporting these contracts are carried at fair value. Assets supporting variable annuity and variable life contracts are reported as separate account assets with an equivalent amount reported as separate account liabilities. The assets supporting fixed indexed annuity contracts are reported within the respective investment line items on the balance sheet. Amounts assessed against the policyholder for mortality, administration, and other services are included within revenue in insurance and investment product fees. For the three and six month periods ended June 30, 2012 and 2011, there were no gains or losses on transfers of assets from the general account to a separate account.

On May 21, 2012, the employee pension plan surrendered its variable annuity contract with PHL Variable. All assets held within the employee pension plan separate account were subsequently transferred to the direct control of the plan's trustee. This resulted in a decrease in separate account assets and liabilities of $464,200 thousand during the quarter ended June 30, 2012.

5. Separate Accounts, Death Benefits and Other Insurance Benefit Features (continued)

Separate Account Investments of Account Balances of Variable Annuity Contracts with Guarantees: *($ in thousands)*	**June 30, 2012**	**Dec 31, 2011**
Debt securities	$ 375,187	$ 395,540
Equity funds	1,520,692	1,537,736
Other	57,278	58,300
Total	**$ 1,953,157**	**$ 1,991,576**

Investments of Account Balances of Fixed Indexed Annuity Contracts with Guarantees: *($ in thousands)*	**June 30, 2012**	**Dec 31, 2011**
Debt securities	$ 1,227,878	$ 972,354
Equity funds	--	--
Other	--	--
Total	**$ 1,227,878**	**$ 972,354**

Variable annuity guaranteed benefits

Many of our variable annuity contracts offer various guaranteed minimum death, accumulation, withdrawal and income benefits.

We establish policy benefit liabilities for minimum death and income benefit guarantees relating to certain annuity policies as follows:

- Liabilities associated with the guaranteed minimum death benefit ("GMDB") are determined by estimating the expected value of death benefits in excess of the projected account balance and recognizing the excess ratably over the accumulation period based on total expected assessments. The assumptions used for calculating the liabilities are generally consistent with those used for amortizing deferred policy acquisition costs.
- Liabilities associated with the guaranteed minimum income benefit ("GMIB") are determined by estimating the expected value of the income benefits in excess of the projected account balance at the date of annuitization and recognizing the excess ratably over the accumulation period based on total expected assessments. The assumptions used for calculating such guaranteed income benefit liabilities are generally consistent with those used for amortizing deferred policy acquisition costs.

For variable annuities with GMDB and GMIB, reserves for these guarantees are calculated and recorded in policy liabilities and accruals on our balance sheet. Changes in the liability are recorded in policy benefits on our statements of comprehensive income. We regularly evaluate estimates used and adjust the additional liability balances, with a related charge or credit to benefit expense if actual experience or other evidence suggests that earlier assumptions should be revised.

Changes in Guaranteed Liability Balances: *($ in thousands)*	**As of June 30, 2012**	
	Variable Annuity	
	GMDB	**GMIB**
Liability balance as of January 1, 2012	$ 4,892	$ 17,200
Incurred	(585)	3,553
Paid	665	--
Liability balance as of June 30, 2012	**$ 4,972**	**$ 20,753**

5. Separate Accounts, Death Benefits and Other Insurance Benefit Features (continued)

Changes in Guaranteed Liability Balances: *($ in thousands)*	**Year Ended December 31, 2011**	
	Variable Annuity	
	GMDB	**GMIB**
Liability balance as of January 1, 2011	$ 4,570	$ 17,457
Incurred	(1,608)	(257)
Paid	1,930	--
Liability balance as of December 31, 2011	**$ 4,892**	**$ 17,200**

For those guarantees of benefits that are payable in the event of death, the net amount at risk is generally defined as the benefit payable in excess of the current account balance at the balance sheet date. We have entered into reinsurance agreements to reduce the net amount of risk on certain death benefits. Following are the major types of death benefits currently in-force:

Variable Annuity GMDB Benefits by Type: *($ in thousands)*	**Account Value**	**Net Amount at Risk after Reinsurance**	**Average Attained Age of Annuitant**
GMDB return of premium	$ 788,804	$ 12,275	62
GMDB step up	1,282,770	68,182	63
GMDB earnings enhancement benefit ("EEB")	38,591	168	63
GMDB greater of annual step up and roll up	26,686	8,174	66
Total GMDB at June 30, 2012	**$ 2,136,851**	**$ 88,799**	
GMDB return of premium	$ 825,573	$ 21,576	62
GMDB step up	1,307,870	110,666	62
GMDB earnings enhancement benefit ("EEB")	39,715	400	62
GMDB greater of annual step up and roll up	27,106	8,759	66
Total GMDB at December 31, 2011	**$ 2,200,264**	**$ 141,401**	

Return of Premium: The death benefit is the greater of current account value or premiums paid (less any adjusted partial withdrawals).

Step Up: The death benefit is the greater of current account value, premiums paid (less any adjusted partial withdrawals) or the annual step up amount prior to the oldest original owner attaining a certain age. On and after the oldest original owner attains that age, the death benefit is the greater of current account value or the death benefit at the end of the contract year prior to the oldest original owner's attaining that age plus premium payments (less any adjusted partial withdrawals) made since that date.

Earnings Enhancement Benefit: The death benefit is the greater of the premiums paid (less any adjusted partial withdrawals) or the current account value plus the EEB. The EEB is an additional amount designed to reduce the impact of taxes associated with distributing contract gains upon death.

Greater of Annual Step Up and Annual Roll Up: The death benefit is the greatest of premium payments (less any adjusted partial withdrawals), the annual step up amount, the annual roll up amount or the current account value prior to the eldest original owner attaining age 81. On and after the eldest original owner attained age 81, the death benefit is the greater of current account value or the death benefit at the end of the contract year prior to the eldest original owner's attained age of 81 plus premium payments (less any adjusted partial withdrawals) made since that date.

We also offer certain separate account variable products with a guaranteed minimum withdrawal benefit ("GMWB"), guaranteed minimum accumulation benefit ("GMAB"), guaranteed payout annuity floor ("GPAF") and combination rider ("COMBO").

5. Separate Accounts, Death Benefits and Other Insurance Benefit Features (continued)

Additional Insurance Benefits: *($ in thousands)*	**Account Value**	**Average Attained Age of Annuitant**
GMWB	$ 530,709	63
GMIB	411,428	63
GMAB	378,344	57
GPAF	14,188	78
COMBO	9,563	61
Total at June 30, 2012	**$ 1,344,232**	
GMWB	$ 529,027	62
GMIB	428,058	63
GMAB	374,423	57
GPAF	18,446	77
COMBO	9,756	60
Total at December 31, 2011	**$ 1,359,710**	

The GMWB rider guarantees the contract owner a minimum amount of withdrawals and benefit payments over time, regardless of the investment performance of the contract, subject to an annual limit. Optional resets are available. In addition, these contracts have a feature that allows the contract owner to receive the guaranteed annual withdrawal amount for as long as they are alive.

The GMAB rider provides the contract owner with a minimum accumulation of the contract owner's purchase payments deposited within a specific time period, adjusted for withdrawals, after a specified amount of time determined at the time of issuance of the variable annuity contract.

The GPAF rider provides the contract owner with a minimum payment amount if the variable annuity payment falls below this amount on the payment calculation date.

The COMBO rider includes the GMAB and GMWB riders as well as the GMDB rider at the contract owner's option.

We have entered into a contract with Phoenix Life whereby we reinsure 100% of any claims related to GMWB liabilities on variable annuity policies issued after April 30, 2008 and 100% of any claims related to GMAB liabilities on variable annuity policies issued after December 31, 2008. This contract qualifies as a freestanding derivative. The fair value of the derivative is reported within amounts due to or due from related parties. The balance was $4,173 thousand receivable as of June 30, 2012 and $3,522 thousand receivable as of December 31, 2011. By agreement dated March 29, 2012, all ceded policies under this contract will be recaptured from Phoenix Life on July 1, 2012.

The GMWB, GMAB, GPAF and COMBO represent embedded derivative liabilities in the variable annuity contracts that are required to be reported separately from the host variable annuity contract. These investments are accounted for at fair value within policyholder deposit funds on the balance sheet with changes in fair value recorded in realized investment gains on the statements of comprehensive income. The fair value of the GMWB, GMAB, GPAF and COMBO obligation is calculated based on actuarial and capital market assumptions related to the projected cash flows, including benefits and related contract charges, over the lives of the contracts, incorporating expectations concerning policyholder behavior. As markets change, contracts mature and actual policyholder behavior emerges, we continually evaluate and may from time to time adjust these assumptions.

5. Separate Accounts, Death Benefits and Other Insurance Benefit Features (continued)

Embedded derivative liabilities for GMWB, GMAB, GPAF and COMBO are shown in the table below. There were no benefit payments made related to the GMWB and GMAB riders during the six months ended June 30, 2012 or during the six months ended June 30, 2011. Benefit payments made for GPAF riders were $76 thousand for the six months ended June 30, 2012 and $68 thousand during the six months ended June 30, 2011. In order to manage the risk associated with these variable annuity embedded derivative liabilities, we have established a risk management strategy under which we hedge our GMAB, GMWB and COMBO exposure using equity index options, equity index futures, equity index variance swaps, interest rate swaps and swaptions.

Variable Annuity Embedded Derivative Liabilities: *($ in thousands)*	**June 30, 2012**	**Dec 31, 2011**
GMWB	$ 17,632	$ 16,313
GMAB	20,434	24,665
GPAF	1,101	1,865
COMBO	(304)	(312)
Total variable annuity embedded derivative liabilities	**$ 38,863**	**$ 42,531**

Fixed indexed annuity guaranteed benefits

Many of our fixed indexed annuities offer guaranteed minimum withdrawal and death benefits.

Liabilities associated with the GMWB for the fixed indexed annuities differ from those offered on variable annuities in that there is less exposure to capital market risk due to the fixed nature of the underlying contract. These liabilities are determined by estimating the expected value of the withdrawal benefits in excess of the projected account balance at the date of election and recognizing the excess ratably over the accumulation period based on total expected assessments. The assumptions used for calculating such guaranteed withdrawal benefit liabilities are consistent with those used for amortizing deferred policy acquisition costs. Some of these riders also offer a GMDB in addition to the withdrawal benefits.

The GMWB and GMDB guarantees are recorded in policy liabilities and accruals on our balance sheet. Changes in the liability are recorded in policy benefits on our statements of comprehensive income. We regularly evaluate estimates used and adjust the additional liability balances, with a related charge or credit to benefit expense if actual experience or other evidence suggests that earlier assumptions should be revised.

Changes in Guaranteed Liability Balances: *($ in thousands)*	**Fixed Indexed Annuity GMWB & GMDB**	
	June 30, 2012	**Dec 31 2011**
Liability balance, beginning of period	$ 5,614	$ 204
Incurred	6,143	5,410
Paid	--	--
Liability balance, end of period	**$ 11,757**	**$ 5,614**

Fixed indexed annuities also offer a variety of index options: policy credits that are calculated based on the performance of an outside equity market or other index over a specified term. The index options represent embedded derivative liabilities that are required to be reported separately from the host contract. These investments are accounted for at fair value within policyholder deposits within the balance sheet with changes in fair value recorded in policy benefits in the statements of comprehensive income. The fair value of these index options is calculated based on the impact of projected interest rates on the discounted liabilities. Several additional inputs reflect our internally developed assumptions related to lapse rates and policyholder behavior.

Fixed indexed annuity embedded derivatives were $115,172 thousand and $78,331 thousand as of June 30, 2012 and December 31, 2011, respectively. In order to manage the risk associated with these fixed indexed annuity options, we hedge using equity index options.

5. Separate Accounts, Death Benefits and Other Insurance Benefit Features (continued)

Universal life

Liabilities for universal life are generally determined by estimating the expected value of losses when death benefits exceed revenues and recognizing those benefits ratably over the accumulation period based on total expected assessments. The assumptions used in estimating these liabilities are consistent with those used for amortizing deferred policy acquisition costs. A single set of best estimate assumptions is used since these insurance benefits do not vary significantly with capital market conditions. At June 30, 2012 and December 31, 2011, we held additional universal life benefit reserves in accordance with death benefit and other insurance benefit reserves of $130,084 thousand and $134,015 thousand, respectively.

6. Derivative Instruments

Derivative instruments

We use derivative financial instruments, including options, futures and swaps as a means of hedging exposure to interest rate, equity price change, equity volatility and foreign currency risk. This includes our surplus hedge which utilizes futures and options to hedge against declines in equity markets and the resulting statutory capital and surplus impact. We also use derivative instruments to economically hedge our exposure on living benefits offered on certain of our variable products as well as index credits on our fixed indexed annuity products.

The Company seeks to enter into over-the-counter ("OTC") derivative transactions pursuant to master agreements that provide for a netting of payments and receipts by counterparty. As of June 30, 2012 and December 31, 2011, $7,885 thousand and $7,510 thousand, respectively, of cash and cash equivalents were held as collateral by a third party related to our derivative transactions.

Our derivatives generally do not qualify for hedge accounting. We do not designate the purchased derivatives related to variable annuity living benefits or fixed indexed annuity index credits as hedges for accounting purposes.

Derivative Instruments: *($ in thousands)*	**Maturity**	**Fair Value as of June 30, 2012** Notional Amount	Assets	Liabilities	**Fair Value as of December 31, 2011** Notional Amount	Assets	Liabilities
Non-hedging derivative instruments							
Interest rate swaps	2017-2026	$ 116,000	$ 12,466	$ 4,654	$ 101,000	$ 10,792	$ 3,472
Variance swaps	2015-2017	935	--	1,310	935	3,202	--
Swaptions	2024	25,000	60	--	25,000	254	--
Put options	2015-2021	200,000	50,950	--	200,000	54,833	--
Call options	2012-2017	635,481	50,754	33,515	354,933	27,956	18,985
Equity futures	2012	200,529	15,418	--	66,347	16,185	--
Total non-hedging derivative instruments		**$ 1,177,945**	**$ 129,648**	**$ 39,479**	**$ 748,215**	**$ 113,222**	**$ 22,457**

Derivative Instrument Realized Gains (Losses) Recognized in Earnings: *($ in thousands)*	**Three Months Ended June 30,** 2012	2011	**Six Months Ended June 30,** 2012	2011
Derivative instruments by type				
Interest rate swaps	$ 1,783	$ 4,822	$ 492	$ 4,276
Variance swaps	876	(278)	(4,512)	(1,653)
Swaptions	(40)	(217)	(194)	(406)
Put options	7,851	2,275	(3,883)	(5,000)
Call options	(9,843)	(5,006)	22	(3,283)
Equity futures	5,221	(126)	(9,605)	(5,805)
Total derivative instrument realized gains (losses) recognized in earnings	**$ 5,848**	**$ 1,470**	**$ (17,680)**	**$ (11,871)**

6. Derivative Instruments (continued)

Interest Rate Swaps

We maintain an overall interest rate risk-management strategy that primarily incorporates the use of interest rate swaps as hedges of our exposure to changes in interest rates. Our exposure to changes in interest rates primarily results from our commitments to fund interest-sensitive insurance liabilities, as well as from our significant holdings of fixed rate financial instruments. We use interest rate swaps that effectively convert variable rate cash flows to fixed cash flows in order to hedge the interest rate risks associated with guaranteed minimum living benefit (GMAB/GMWB) rider liabilities.

Interest Rate Options

We use interest rate options, such as swaptions, to hedge against market risks to assets or liabilities from substantial changes in interest rates. An interest rate swaption gives us the right but not the obligation to enter into an underlying swap. Swaptions are options on interest rate swaps. All of our swaption contracts are receiver swaptions, which give us the right to enter into a swap where we will receive the agreed-upon fixed rate and pay the floating rate. If the market conditions are favorable and the swap is needed to continue hedging our inforce liability business, we will exercise the swaption and enter into a fixed rate swap. If a swaption contract is not exercised by its option maturity date, it expires with no value.

Exchange Traded Future Contracts

We use equity index futures to hedge the market risks from changes in the value of equity indices, such as S&P 500, associated with guaranteed minimum living benefit (GMAB/GMWB) rider liabilities. Positions are short-dated, exchange-traded futures with maturities of three months.

Equity Index Options

We use equity indexed options to hedge against market risks from changes in equity markets, volatility and interest rates.

An equity index option affords us the right to make or receive payments based on a specified future level of an equity market index. We may use exchange-trade or OTC options.

Generally, we have used a combination of equity index futures, interest rate swaps, variance swaps and long-dated put options to hedge its GMAB and GMWB liabilities and equity index call options to hedge its indexed annuity option liabilities.

Contingent features

Derivative counterparty agreements may contain certain provisions that require our insurance companies' financial strength rating to be above a certain threshold. If our financial strength ratings were to fall below a specified rating threshold, certain derivative counterparties could request immediate payment or demand immediate and ongoing full collateralization on derivative instruments in net liability positions, or trigger a termination of existing derivatives and/or future derivative transactions.

In certain derivative counterparty agreements, our financial strength ratings are below the specified threshold levels. However, the Company held no derivative instruments as of June 30, 2012 in a net aggregate liability position payable to any counterparty (i.e., such derivative instruments have fair values in a net asset position payable to the Company if such holdings were liquidated).

7. Fair Value of Financial Instruments

ASC 820-10 defines and establishes the framework for measuring fair value. The framework is based on inputs that are used in the valuation and a fair value hierarchy based on the quality of those inputs used to measure fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

7. Fair Value of Financial Instruments (continued)

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels, from highest to lowest, are defined as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets. Level 1 securities include highly liquid government bonds and exchange-traded equities.
- Level 2 – inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument. Examples of such instruments include government-backed mortgage products, certain collateralized mortgage and debt obligations and certain high-yield debt securities.
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement. Securities classified within Level 3 include broker quoted investments, certain residual interests in securitizations and other less liquid securities. Most valuations that are based on brokers' prices are classified as Level 3 due to a lack of transparency in the process they use to develop prices.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Investments, in which fair value is based upon unadjusted quoted market prices, are reported as Level 1. We receive quoted market prices from an independent third party, nationally recognized pricing vendor ("pricing vendor"). When quoted prices are not available, we use a pricing vendor to give an estimated fair value in which amounts are included in Level 2 of the hierarchy. If quoted prices, or an estimated price from the pricing vendor are not available or we determine that the price is based on disorderly transactions or in inactive markets, fair value is based upon internally developed models. These internal models use primarily market-based or independently-sourced market parameters, including interest rate yield curves, option volatilities and currency rates. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments include amounts to reflect counterparty credit quality, our own creditworthiness, liquidity and unobservable parameters that are applied consistently over time. The majority of the valuations of Level 3 assets were internally calculated or obtained from independent third-party broker quotes.

Management reviews all Level 2 and Level 3 market prices on a quarterly basis. Level 2 prices are grouped by asset class validated by using any combination of the following:

- Yield curve analysis
- Published index data
- Ratings data
- Spread data
- Sector specific economics / performance
- Alternative / comparable price sources (if available)
- Price stratification to prior price
- Similar traded securities

Level 3 prices are validated on an individual security basis using multiple indicators which may include any combination of the following:

- Coupon rate
- Maturity data
- Quality ratings
- Comparison price analysis
- Sector / asset class specific index data
- Vintage year / seasoning of issue (structured products)
- Cash flow analysis
- Alternative / comparable price sources (if available)

The following is a description of our valuation methodologies for assets and liabilities measured at fair value. Such valuation methodologies were applied to all of the assets and liabilities carried at fair value.

Available-for-sale debt securities

We use a pricing vendor to estimate fair value for the majority of our available-for-sale debt securities. The pricing vendor's evaluations are based on market data and use pricing models that vary by asset class and incorporate available trade, bid and other market information. For investments that are not priced by the pricing vendor, we estimated fair value using an internal matrix. The internal matrix uses underlying source data from independent third parties for treasury yields, market spreads and average life calculations. Because our internal matrix prices are derived from observable market data, we include these estimates in Level 2 of our hierarchy.

Structured Securities

For structured securities, the majority of the fair value estimates are provided by our pricing vendor. When pricing is not available from the pricing vendor, we obtain fair value information from brokers or use internal models. These models consider the best estimate of cash flows until maturity to determine our ability to collect principal and interest and compare this to the anticipated cash flows when the security was purchased. In addition, management judgment is used to assess the probability of collecting all amounts contractually due to us. After consideration is given to the available information relevant to assessing the collectibility, including historical events, current conditions and reasonable forecasts, an estimate of future cash flows is determined. This includes evaluating the remaining payment terms, prepayment speeds, the underlying collateral, expected defaults using current default data and the financial condition of the issuer. Other factors considered are composite credit ratings, industry forecast, analyst reports and other relevant market data are also considered, similar to those the Company believes market participants would use.

To determine fair values for certain structured, collateralized loan obligations ("CLO") and collateralized debt obligation ("CDO") assets for which current pricing indications either do not exist, or are based on inactive markets or sparse transactions, we utilize model pricing using a third-party forecasting application that leverages historical trustee information for each modeled security. Principal and interest cash flows are modeled under various default scenarios for a given tranche of a security in accordance with its contractual cash flow priority of claim and subordination with respect to credit losses. The key assumptions include the level of annual default rates, loss-given-default or recovery rate, collateral prepayment rate and reinvestment spread.

Fair value is then determined based on discounted projected cash flows. We use a discount rate based upon a combination of the current U.S. Treasury rate plus the most recent gross CDO/CLO spreads (including the corresponding swap spread) by original tranche rating, which is representative of the inherent credit risk exposure in a deal's capital structure.

The majority of the internal valuations calculated for structured securities are reported in Level 3 of the valuation hierarchy.

Derivatives

Exchange-traded derivatives valued using quoted prices are classified within Level 1 of the valuation hierarchy. However, few classes of derivative contracts are listed on an exchange. Therefore, the majority of our derivative positions are valued using internally developed models that use as their basis readily observable market parameters. These positions are classified within Level 2 of the valuation hierarchy. Such derivatives include basic interest rate swaps, options and credit default swaps.

Fair values for OTC derivative financial instruments, principally forwards, options and swaps, represent the present value of amounts estimated to be received from or paid to a marketplace participant in settlement of these instruments (i.e., the amount we would expect to receive in a derivative asset assignment or would expect to pay to have a derivative liability assumed). These derivatives are valued using pricing models based on the net present value of estimated future cash flows and directly observed prices from exchange-traded derivatives or other OTC trades, while taking into account the counterparty's credit ratings, or our own credit ratings, as appropriate. Determining the fair value for OTC derivative contracts can require a significant level of estimation and management judgment.

7. Fair Value of Financial Instruments (continued)

New and/or complex instruments may have immature or limited markets. As a result, the pricing models used for valuation often incorporate significant estimates and assumptions that market participants would use in pricing the instrument, which may impact the results of operations reported in the financial statements. For long-dated and illiquid contracts, extrapolation methods are applied to observed market data in order to estimate inputs and assumptions that are not directly observable. This enables us to mark to market all positions consistently when only a subset of prices is directly observable. Values for OTC derivatives are verified using observed information about the costs of hedging the risk and other trades in the market. As the markets for these products develop, we continually refine our pricing models to correlate more closely to the market risk of these instruments.

Retained interest in securitization

Retained interests in securitizations do not trade in an active, open market with readily observable prices. Accordingly, we estimate the fair value of certain retained interests in securitizations using discounted cash flow ("DCF") models.

For certain other retained interests in securitizations, a single interest rate path DCF model is used and generally includes assumptions based upon projected finance charges related to the securitized assets, estimated net credit losses, prepayment assumptions and contractual interest paid to third-party investors. Changes in the assumptions used may have a significant impact on our valuation of retained interests and such interests are, therefore, typically classified within Level 3 of the valuation hierarchy.

We compare the fair value estimates and assumptions to observable market data where available and to actual portfolio experience.

Private equity investments

The valuation of non-public private equity investments requires significant management judgment due to the absence of quoted market prices, an inherent lack of liquidity and the long-term nature of such assets. Private equity investments are valued initially based upon transaction price. The carrying values of private equity investments are adjusted either upwards or downwards from the transaction price to reflect expected exit values as evidenced by financing and sale transactions with third parties, or when determination of a valuation adjustment is confirmed through ongoing reviews by senior investment managers. A variety of factors are reviewed and monitored to assess positive and negative changes in valuation including, but not limited to, current operating performance and future expectations of the particular investment, industry valuations of comparable public companies, changes in market outlook and the third-party financing environment over time. In determining valuation adjustments resulting from the investment review process, emphasis is placed on current company performance and market conditions. Private equity investments are included in Level 3 of the valuation hierarchy.

Private equity investments may also include publicly held equity securities, generally obtained through the initial public offering of privately held equity investments. Such securities are marked-to-market at the quoted public value less adjustments for regulatory or contractual sales restrictions. Discounts for restrictions are quantified by analyzing the length of the restriction period and the volatility of the equity security.

7. Fair Value of Financial Instruments (continued)

Valuation of embedded derivatives

We make guarantees on certain variable annuity contracts, including GMAB and GMWB as well as provide credits based on the performance of certain indices ("index credits") on our fixed indexed annuity contracts that meet the definition of an embedded derivative. The GMAB and GMWB embedded derivative liabilities associated with our variable annuity contracts are accounted for at fair value using a risk neutral stochastic valuation methodology with changes in fair value recorded in realized investment gains. The inputs to our fair value methodology include information derived from the asset derivatives market, including the volatility surface and the swap curve. Several additional inputs are not obtained from independent sources, but instead reflect our internally developed assumptions related to mortality rates, lapse rates and policyholder behavior. The fair value of the embedded derivative liabilities associated with the index credits on our fixed indexed annuity contracts is calculated using the budget method with changes in fair value recorded in policy benefits. The initial value under the budget method is established based on the fair value of the options used to hedge the liabilities. The budget amount for future years is based on the impact of projected interest rates on the discounted liabilities. Several additional inputs reflect our internally developed assumptions related to lapse rates and policyholder behavior. As there are significant unobservable inputs included in our fair value methodology for these embedded derivative liabilities, we consider the above-described methodology as a whole to be Level 3 within the fair value hierarchy.

Our fair value calculation of embedded derivative liabilities includes a credit standing adjustment (the "CSA"). The CSA represents the adjustment that market participants would make to reflect the risk that guaranteed benefit obligations may not be fulfilled ("non-performance risk"). In analyzing various alternatives to the CSA calculation, we determined that we could not use credit default swap spreads as there are no such observable instruments on the Company's life insurance subsidiaries nor could we consistently obtain an observable price on the surplus notes issued by Phoenix Life, as the surplus notes are not actively traded. Therefore, when discounting cash flows for calculation of the fair value of the liability, we calculated the CSA that reflects the credit spread (based on a Standard & Poor's BB- credit rating) for financial services companies similar to the Company's life insurance subsidiaries. This average credit spread is recalculated every quarter and, therefore, the fair value will change with the passage of time even in the absence of any other changes that would affect the valuation. The impact of the CSA related to variable annuity GMAB and GMWB embedded derivatives at June 30, 2012 and December 31, 2011 was a reduction of $25,719 thousand and $34,679 thousand in the reserves associated with these riders, respectively.

7. Fair Value of Financial Instruments (continued)

The following tables present the financial instruments carried at fair value by ASC 820-10 valuation hierarchy (as described above).

Fair Values of Financial Instruments by Level:	**As of June 30, 2012**			
($ in thousands)	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Available-for-sale debt securities				
U.S. government and agency	$ 183,772	$ 32,746	$ --	$ 216,518
State and political subdivision	--	110,637	--	110,637
Foreign government	--	48,616	--	48,616
Corporate	--	1,496,823	41,121	1,537,944
CMBS	--	269,613	8,527	278,140
RMBS	--	519,427	6,461	525,888
CDO/CLO	--	--	62,521	62,521
Other asset-backed	--	125,500	7,438	132,938
Derivative assets	15,418	114,231	--	129,649
Separate account assets	2,076,772	--	--	2,076,772
Fair value option investments(1)	--	--	7,337	7,337
Total assets	**$ 2,275,962**	**$ 2,717,593**	**$ 133,405**	**$ 5,126,960**
Liabilities				
Derivative liabilities	$ --	$ 39,479	$ --	$ 39,479
Embedded derivatives	--	--	154,035	154,035
Total liabilities	**$ --**	**$ 39,479**	**$ 154,035**	**$ 193,514**

(1) Fair value option investments at June 30, 2012 include $7,337 thousand of available-for-sale debt securities in which the fair value option has been elected. Changes in the fair value of these assets are recorded through net investment income.

There were no transfers of assets between Level 1 and Level 2 during the quarter ended June 30, 2012.

Fair Values of Financial Instruments by Level:	**As of December 31, 2011**			
($ in thousands)	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Available-for-sale debt securities				
U.S. government and agency	$ 138,947	$ 36,381	$ --	$ 175,328
State and political subdivision	--	82,397	--	82,397
Foreign government	--	31,877	--	31,877
Corporate	--	1,179,889	28,488	1,208,377
CMBS	--	269,514	20,441	289,955
RMBS	--	546,975	6,544	553,519
CDO/CLO	--	1,044	66,972	68,016
Other asset-backed	--	128,861	8,062	136,923
Derivative assets	16,185	97,037	--	113,222
Separate account assets(1)	2,419,655	78,325	--	2,497,980
Fair value option investments(2)	--	--	7,299	7,299
Total assets	**$ 2,574,787**	**$ 2,452,300**	**$ 137,806**	**$ 5,164,893**
Liabilities				
Derivative liabilities	$ --	$ 22,457	$ --	$ 22,457
Embedded derivatives	--	--	120,862	120,862
Total liabilities	**$ --**	**$ 22,457**	**$ 120,862**	**$ 143,319**

(1) Excludes $40,086 thousand in limited partnerships and real estate investments accounted for on the equity method as well as $8,941 thousand in cash and cash equivalents and money market funds.

(2) Fair value option investments at December 31, 2011 include $7,299 thousand of available-for-sale debt securities in which the fair value option has been elected. Changes in the fair value of these assets are recorded through net investment income.

There were no transfers of assets between Level 1 and Level 2 during the year ended December 31, 2011.

7. Fair Value of Financial Instruments (continued)

Level 3 financial assets and liabilities

The following tables set forth a summary of changes in the fair value of our Level 3 financial assets and liabilities. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. For example, a hypothetical derivative contract with Level 1, Level 2 and significant Level 3 inputs would be classified as a Level 3 financial instrument in its entirety. Subsequently, even if only Level 1 and Level 2 inputs are adjusted, the resulting gain or loss is classified as Level 3. Further, Level 3 instruments are frequently hedged with instruments that are classified as Level 1 or Level 2 and, accordingly, gains or losses reported as Level 3 in the table below may be offset by gains or losses attributable to instruments classified in Level 1 or 2 of the fair value hierarchy.

Level 3 Financial Assets: *($ in thousands)*	**Three Months Ended June 30, 2012** Asset-Backed	CDO/CLO	Corp & Other	CMBS	RMBS	Fair Value Options	Total Assets
Balance, beginning of period	$ 7,525	$ 68,302	$ 40,873	$ 19,597	$ 6,533	$ 7,422	$ 150,252
Purchases	40	2,925	2,010	--	--	--	4,975
Sales	(103)	(8,558)	(8)	(775)	(103)	(22)	(9,569)
Transfers into Level 3(1)	--	--	13,883	--	--	--	13,883
Transfers out of Level 3(2)	--	--	(16,105)	(10,875)	--	--	(26,980)
Realized gains (losses) included in earnings	(39)	--	--	--	--	(26)	(65)
Unrealized gains (losses) included in other comprehensive income (loss)	17	(279)	474	577	1	--	790
Amortization/accretion	(2)	131	(6)	3	30	(37)	119
Balance, end of period	**$ 7,438**	**$ 62,521**	**$ 41,121**	**$ 8,527**	**$ 6,461**	**$ 7,337**	**$ 133,405**

(1) Transfers into Level 3 for the three months ended June 30, 2012 represent securities for which Level 2 input assumptions for valuation pricing were no longer applicable.
(2) Transfers out of Level 3 for the three months ended June 30, 2012 represent securities for which reliable Level 2 input assumptions for valuation pricing became obtainable.

Level 3 Financial Assets: *($ in thousands)*	**Three Months Ended June 30, 2011** Asset-Backed	CDO/CLO	Corporate	CMBS	RMBS	Fair Value Options	Total Assets
Balance, beginning of period	$ 14,889	$ 64,112	$ 32,779	$ 22,081	$ 11,767	$ 7,482	$ 153,110
Purchases	4,000	--	2,026	2,875	--	--	8,901
Sales	(687)	(4,235)	(26)	(463)	(144)	(19)	(5,574)
Transfers into Level 3(1)	--	--	2,213	--	--	--	2,213
Transfers out of Level 3(2)	(3,030)	--	--	--	(4,645)	--	(7,675)
Realized gains (losses) included in earnings	(59)	(222)	9	--	--	27	(245)
Unrealized gains (losses) included in other comprehensive income (loss)	260	(1,002)	1,097	58	448	119	980
Amortization/accretion	8	126	13	9	34	9	199
Balance, end of period	**$ 15,381**	**$ 58,779**	**$ 38,111**	**$ 24,560**	**$ 7,460**	**$ 7,618**	**$ 151,909**

(1) Transfers into Level 3 for the three months ended June 30, 2011 represent securities for which Level 2 input assumptions for valuation pricing were no longer applicable.
(2) Transfers out of Level 3 for the three months ended June 30, 2011 represent securities for which reliable Level 2 input assumptions for valuation pricing became obtainable.

7. Fair Value of Financial Instruments (continued)

Level 3 Financial Assets: *($ in thousands)*	**Six Months Ended June 30, 2012** Asset-Backed	CDO/CLO	Corp & Other	CMBS	RMBS	Fair Value Options	Total Assets
Balance, beginning of period	$ 8,062	$ 66,972	$ 28,488	$ 20,441	$ 6,544	$ 7,299	$ 137,806
Purchases	40	2,925	14,774	--	--	--	17,739
Sales	(639)	(9,425)	(2,597)	(2,183)	(201)	(22)	(15,067)
Transfers into Level 3[(1)]	--	1,261	3,674	--	--	--	4,935
Transfers out of Level 3[(2)]	--	--	(4,834)	(10,875)	--	--	(15,709)
Realized gains (losses) included in earnings	6	56	--	--	(1)	(26)	35
Unrealized gains (losses) included in other comprehensive income (loss)	(30)	533	1,603	1,138	58	--	3,302
Amortization/accretion	(1)	199	13	6	61	86	364
Balance, end of period	**$ 7,438**	**$ 62,521**	**$ 41,121**	**$ 8,527**	**$ 6,461**	**$ 7,337**	**$ 133,405**

(1) Transfers into Level 3 for the six months ended June 30, 2012 represent securities for which Level 2 input assumptions for valuation pricing were no longer applicable.

(2) Transfers out of Level 3 for the three months ended June 30, 2012 represent securities for which reliable Level 2 input assumptions for valuation pricing became obtainable.

Level 3 Financial Assets: *($ in thousands)*	**Six Months Ended June 30, 2011** Asset-Backed	CDO/CLO	Corporate	CMBS	RMBS	Fair Value Options	Total Assets
Balance, beginning of period	$ 19,671	$ 63,184	$ 30,060	$ 10,308	$ 7,437	$ 7,289	$ 137,949
Purchases	6,600	--	2,056	14,169	4,500	--	27,325
Sales	(1,682)	(6,262)	(35)	(584)	(341)	(19)	(8,923)
Transfers into Level 3[(1)]	--	--	2,213	--	--	--	2,213
Transfers out of Level 3[(2)]	(9,441)	--	--	--	(4,645)	--	(14,086)
Realized gains (losses) included in earnings	(11)	(293)	9	--	--	146	(149)
Unrealized gains (losses) included in other comprehensive income (loss)	229	1,958	3,779	658	427	179	7,230
Amortization/accretion	15	192	29	9	82	23	350
Balance, end of period	**$ 15,381**	**$ 58,779**	**$ 38,111**	**$ 24,560**	**$ 7,460**	**$ 7,618**	**$ 151,909**

(1) Transfers into Level 3 for the six months ended June 30, 2011 represent securities for which Level 2 input assumptions for valuation pricing were no longer applicable.

(2) Transfers out of Level 3 for the six months ended June 30, 2011 represent securities for which reliable Level 2 input assumptions for valuation pricing became obtainable.

7. Fair Value of Financial Instruments (continued)

Level 3 Financial Liabilities: *($ in thousands)*	**Embedded Derivative Liabilities** **Three Months Ended June 30, 2012**	**2011**	**Six Months Ended June 30, 2012**	**2011**
Balance, beginning of period	$ 113,828	$ 27,082	$ 120,862	$ 26,484
Net purchases/(sales)	13,713	10,929	28,348	24,230
Transfers into Level 3	--	--	--	--
Transfers out of Level 3	(1,912)	--	(3,495)	--
Realized (gains) losses	18,088	4,913	(2,904)	(7,247)
Unrealized gains (losses) included in other comprehensive loss	--	--	--	--
Deposits less benefits	--	--	--	--
Change in fair value[1]	10,318	3	11,224	(540)
Amortization/accretion	--	--	--	-
Balance, end of period	**$ 154,035**	**$ 42,927**	**$ 154,035**	**$ 42,927**

(1) Represents change in fair value related to fixed index credits recognized in policy benefits on the statements of comprehensive income.

The unobservable inputs used in the fair value measurement of CDO/CLO and fair value options are prepayment rates, default rates, recovery rates, and reinvestment spread. Significant changes in any of these inputs on its own may result in a significant change in the fair value measurement, particularly for subordinated tranches. Generally, for a CDO/CLO whose collateral's weighted-average spread is higher than the assumed reinvestment spread, an increase in prepayment rates would decrease the fair value while the deal remains within its reinvestment period. If the weighted-average spread is lower than the assumed reinvestment spread, an increase in prepayment rates would increase the fair value. Keeping all other inputs unchanged, a significant increase in the annual default rates would likely result in a decrease to fair value.

The following table presents quantitative information about unobservable inputs used in the fair value measurement of internally priced assets.

Level 3 Assets: *($ in thousands)*	**As of June 30, 2012** **Fair Value**	**Valuation Technique(s)**	**Unobservable Input**	**Range**
CDO/CLO	$ 60,845	Discounted cash flow	Prepayment rate	20% (CLOs)
			Default rate	2.5% (CLOs)
			Recovery rate	65% (Loans), 35% (High yield bonds), 45% (Investment grade bonds)
			Reinvestment spread	3 mo LIBOR + 400bps (CLOs)
Fair value options	7,337	Discounted cash flow	Default rate	0.6% - 0.8% (CDOs)
			Recovery rate	45% (Investment grade bonds)
Other asset-backed	1,290	Discounted cash flow	Prepayment rate	20% (CLOs)
			Default rate	2.53% for 48 mos then .33% thereafter
			Recovery rate	65% (Loans)
			Reinvestment spread	3mo LIBOR + 400bps (CLOs)
Total Level 3 assets[1]	**$ 69,472**			

(1) Excludes $63,933 thousand of Level 3 assets which are valued based upon non-binding independent third-party valuations for which unobservable inputs are not reasonably available to us.

7. Fair Value of Financial Instruments (continued)

Significant unobservable inputs used in the fair value measurement of variable annuity GMAB and GMWB liabilities are volatility surface, swap curve, mortality and lapse rates and an adjustment for non-performance risk. Keeping other inputs unchanged, an increase in the volatility surface would increase the fair value of the liability while a decrease in the swap curve or CSA would result in a decrease the fair value of the liability. The impact of changes in mortality and lapse rates are dependent on overall market conditions. Significant unobservable inputs used in the fair value measurement of the GPAF liability are interest and mortality rates. Increases in either of these inputs would result in a decrease of the GPAF fair value liability. The fair value of fixed indexed annuity embedded derivative related to index credits is calculated using the swap curve, mortality and lapse rates, as well as an adjustment for non-performance risk. Keeping other inputs unchanged, an increase in any of these significant unobservable inputs would result in a decrease of the fixed indexed annuity embedded derivative liability.

The following table presents quantitative information about unobservable inputs used in the fair value measurement of internally priced liabilities.

Level 3 Liabilities:	**As of June 30, 2012**			
($ in thousands)	**Fair Value**	**Valuation Technique(s)**	**Unobservable Input**	**Range**
Embedded derivatives (GMAB / GMWB)	$ 37,762	Risk neutral stochastic valuation methodology	Volatility surface	12.26% - 48.88%
			Swap curve	0.17% - 2.61%
			Mortality rate	75% of A2000 basic table
			Lapse rate	0.00% - 60.00%
			CSA	5.03%
Embedded derivatives (GPAF)	$ 1,101	Real world single scenario cash flow projection	Interest rate	3.46%
			Mortality rate	70% 1994 MGDB
Embedded derivatives (Index credits)	$ 115,172	Budget method	Swap curve	0.17% - 2.61%
			Mortality rate	75% of A2000 basic table
			Lapse rate	1.00% - 35.00%
			CSA	5.03%
Total Level 3 liabilities	**$ 154,035**			

Fair value of financial instruments

The Company is required by GAAP to disclose the fair value of certain financial instruments including those that are not carried at fair value. The following table discloses the Company's financial instruments where the carrying amounts and fair values differ:

Carrying Amounts and Fair Values of Financial Instruments:	**As of June 30, 2012**		**As of December 31, 2011**	
($ in thousands)	**Carrying Value**	**Fair Value**	**Carrying Value**	**Fair Value**
Financial liabilities:				
Investment contracts	$ 2,054,657	$ 2,061,222	$ 1,721,219	$ 1,728,887

7. Fair Value of Financial Instruments (continued)

Fair value of investment contracts

We determine the fair value of guaranteed interest contracts by using a discount rate based upon the appropriate U.S. Treasury rate to calculate the present value of projected contractual liability payments through final maturity. We determine the fair value of deferred annuities and supplementary contracts without life contingencies with an interest guarantee of one year or less at the amount of the policy reserve. In determining the fair value of deferred annuities and supplementary contracts without life contingencies with interest guarantees greater than one year, we use a discount rate based upon the appropriate U.S. Treasury rate to calculate the present value of the projected account value of the policy at the end of the current guarantee period.

Deposit type funds, including pension deposit administration contracts, dividend accumulations, and other funds left on deposit not involving life contingencies, have interest guarantees of less than one year for which interest credited is closely tied to rates earned on owned assets. For these liabilities, we assume fair value to be equal to the stated liability balances.

The fair value of these investment contracts are categorized as Level 3.

8. Income Taxes

It is our policy to estimate taxes for interim periods based on estimated annual effective tax rates which are derived, in part, from expected annual pre-tax income. However, the federal income tax expense for the three and six months ended June 30, 2012 has been computed based on the first six months of 2012 as a discrete period due to the uncertainty regarding our ability to reliably estimate pre-tax income for the remainder of the year. Due to this uncertainty, we are unable to develop a reasonable estimate of the annual effective tax rate for the full year 2012.

As of June 30, 2012, we performed our assessment of the realization of deferred tax assets. Significant management judgment is required in determining the provision for income taxes and, in particular, any valuation allowance recorded against our deferred tax assets. Our methodology for determining the realizability of deferred tax assets involves estimates of future taxable income and consideration of available tax planning strategies and actions that could be implemented, if necessary. These estimates are projected through the life of the related deferred tax assets based on assumptions that we believe to be reasonable and consistent with current operating results. Changes in future operating results not currently forecasted may have a significant impact on the realization of deferred tax assets. Based on the scheduling of gross deferred tax liabilities, a valuation allowance is not required at June 30, 2012, as we believe it is more likely than not that the deferred tax assets will be recognized.

Tax benefit of $3,667 thousand and $2,534 thousand was recognized in the income statement for the three and six months ended June 30, 2012. The tax benefit for the three and six months ended June 30, 2012 was primarily related to current year pre-tax losses.

We are included in the consolidated federal income tax return filed by PNX and are party to a tax sharing agreement by and among PNX and its subsidiaries. In accordance with this agreement, federal income taxes are allocated as if they had been calculated on a separate company basis, except that benefits for any net operating losses or other tax credits used to offset a tax liability of the consolidated group will be provided to the extent such loss or credit is utilized in the consolidated federal tax return.

Within the consolidated tax return, we are required by regulations of the Internal Revenue Service (the “IRS”) to segregate the entities into two groups: life insurance companies and non-life insurance companies. We are limited as to the amount of any operating losses from the non-life group that can be offset against taxable income of the life group. These limitations may affect the amount of any operating loss carryovers that we have now or in the future.

The Company is no longer subject to U.S. federal income tax examinations by tax authorities for years before 2010.

In accordance with the tax sharing agreement, we had an intercompany current tax payable of $8,357 thousand and $15,514 thousand as of June 30, 2012 and December 31, 2011, respectively.

8. Income Taxes (continued)

To the extent required under the relevant tax law, we recognize interest and penalties related to amounts accrued on uncertain tax positions and amounts paid or refunded from federal and state income tax authorities in tax expense. The interest and penalties recorded during the three month period ending June 30, 2012 were not material.

9. Other Comprehensive Income

Sources of Other Comprehensive Income: *($ in thousands)*	**Three Months Ended June 30, 2012 Gross**	**2012 Net**	**2011 Gross**	**2011 Net**
Unrealized gains on investments	$ 45,313	$ 16,781	$ 17,908	$ 12,441
Adjustments for net realized investment (gains) losses on available-for-sale securities included in net income	499	1,008	(900)	(570)
Net unrealized investment gains	45,812	17,789	17,008	11,871
Net unrealized gains (losses) on derivative instruments	--	--	--	--
Other comprehensive income	45,812	**$ 17,789**	17,008	**$ 11,871**
Applicable deferred policy acquisition cost amortization	18,445		11,436	
Applicable deferred income tax expense (benefit)	9,578		(6,299)	
Offsets to other comprehensive income	28,023		5,137	
Other comprehensive income	**$ 17,789**		**$ 11,871**	

Sources of Other Comprehensive Income: *($ in thousands)*	**Six Months Ended June 30, 2012 Gross**	**2012 Net**	**2011 Gross**	**2011 Net**
Unrealized gains on investments	$ 65,132	$ 24,597	$ 31,398	$ 15,574
Adjustments for net realized investment (gains) losses on available-for-sale securities included in net income	1,099	785	(712)	(452)
Net unrealized investment gains	66,231	25,382	30,686	15,122
Net unrealized gains (losses) on derivative instruments	--	--	--	--
Other comprehensive income	66,231	**$ 25,382**	30,686	**$ 15,122**
Applicable deferred policy acquisition cost amortization	27,183		16,113	
Applicable deferred income tax expense (benefit)	13,666		(549)	
Offsets to other comprehensive income	40,849		15,564	
Other comprehensive income	**$ 25,382**		**$ 15,122**	

10. Contingent Liabilities

Litigation and Arbitration

We are regularly involved in litigation and arbitration, both as a defendant and as a plaintiff. The litigation and arbitration naming us as a defendant ordinarily involves our activities as an insurer, investor or investment advisor.

It is not feasible to predict or determine the ultimate outcome of all legal or arbitration proceedings or to provide reasonable ranges of potential losses. Based on current information, we believe that the outcomes of our litigation and arbitration matters are not likely, either individually or in the aggregate, to have a material adverse effect on our financial condition. However, given the large or indeterminate amounts sought in certain of these matters and the inherent unpredictability of litigation and arbitration, it is possible that an adverse outcome in certain matters could, from time to time, have a material adverse effect on our financial statements in particular quarterly or annual periods.

10. Contingent Liabilities (continued)

On June 5, 2012, Wilmington Savings Fund Society, FSB, as successor in interest to Christiana Bank & Trust Company and as trustee of 60 unnamed trusts, filed a complaint against PHL Variable, Phoenix Life and PNX. in the United States District Court for the Central District of California (Case No. CV12-04926). The plaintiffs allege that the Company promoted certain policy sales knowing that the policies would ultimately be owned by investors and then challenging the validity of these policies or denying claims submitted on same. Plaintiffs are seeking damages, including punitive and treble damages, attorneys' fees and a declaratory judgment. We have meritorious defenses against the lawsuit and we intend to vigorously defend against these claims. The outcome of this litigation and any potential losses are uncertain.

Regulatory Matters

State regulatory bodies, the Securities and Exchange Commission ("SEC"), the Financial Industry Regulatory Authority ("FINRA"), the IRS and other regulatory bodies regularly make inquiries of us and, from time to time, conduct examinations or investigations concerning our compliance with laws and regulations related to, among other things, our insurance and broker-dealer subsidiaries, securities offerings and registered products. We endeavor to respond to such inquiries in an appropriate way and to take corrective action if warranted.

Regulatory actions may be difficult to assess or quantify. The nature and magnitude of their outcomes may remain unknown for substantial periods of time. It is not feasible to predict or determine the ultimate outcome of all pending inquiries, investigations, legal proceedings and other regulatory actions, or to provide reasonable ranges of potential losses. Based on current information, we believe that the outcomes of our regulatory matters are not likely, either individually or in the aggregate, to have a material adverse effect on our financial condition. However, given the inherent unpredictability of regulatory matters, it is possible that an adverse outcome in certain matters could, from time to time, have a material adverse effect on our financial statements in particular quarterly or annual periods.

Unclaimed Property Inquiry

On July 5, 2011, the New York Department of Financial Services (formerly known as the State of New York Insurance Department) issued a letter ("308 Letter") requiring life insurers doing business in New York to use data available on the U.S. Social Security Administration's Death Master File or a similar database to identify instances where death benefits under life insurance policies, annuities, and retained asset accounts are payable, to locate and pay beneficiaries under such contracts, and to report the results of the use of the data. Additionally, the insurers are required to report on their success in finding and making payments to beneficiaries or escheatment of funds deemed abandoned under state laws. We estimate the remaining amount of claim and interest payments to beneficiaries or state (s) to be $24 thousand ($16 thousand after deferred policy acquisition cost offsets). This amount has been recorded in policy liabilities and accruals.

11. Subsequent Events

On August 2, 2012, the Company and its parent, Phoenix Life, and ultimate parent, PNX, were named in a lawsuit brought by Lima LS PLC. The suit alleges that the Company sold policies knowing that the policies would ultimately be owned by investors and then challenging the validity of these policies or denying claims submitted on same. The suit names certain current and former executive officers in addition to the corporate defendants. The Company intends to defend against these claims vigorously. The outcome of this case and any potential losses are uncertain.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

The discussion in this Quarterly Report on Form 10-Q may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. We intend for these forward-looking statements to be covered by the safe harbor provisions of the federal securities laws relating to forward-looking statements. These forward-looking statements include statements relating to trends in, or representing management's beliefs about our future transactions, strategies, operations and financial results, and often contain words such as "will," "anticipate," "believe," "plan," "estimate," "expect," "intend," "is targeting," "may," "should" and other similar words or expressions. Forward-looking statements are made based upon management's current expectations and beliefs concerning trends and future developments and their potential effects on us. They are not guarantees of future performance. Our actual business, financial condition or results of operations may differ materially from those suggested by forward-looking statements as a result of risks and uncertainties which include, among others: (i) unfavorable general economic developments including, but not limited to, specific related factors such as the performance of the debt and equity markets; (ii) the potential adverse affect of interest rate fluctuations on our business and results of operations; (iii) the impact on our results of operations and financial condition of any required increase in our reserves for future policyholder benefits and claims if such reserves prove to be inadequate; (iv) the possibility that mortality rates, persistency rates, funding levels or other factors may differ significantly from our assumptions used in pricing products; (v) the effect of limited access to external sources of liquidity and financing; (vi) the effect of guaranteed benefits within our products; (vii) potential exposure to unidentified or unanticipated risk that could adversely affect our businesses or result in losses; (viii) the consequences related to variations in the amount of our statutory capital could adversely affect our business; (ix) the possibility that we may not be successful in our efforts to implement a business plan focused on new market segments; (x) changes in our investment valuations based on changes in our valuation methodologies, estimations and assumptions; (xi) the impact of downgrades in our debt or financial strength ratings; (xii) the availability, pricing and terms of reinsurance coverage generally and the inability or unwillingness of our reinsurers to meet their obligations to us specifically; (xiii) our ability to attract and retain key personnel in a competitive environment; (xiv) our dependence on third parties to maintain critical business and administrative functions; (xv) the strong competition we face in our business from banks, insurance companies and other financial services firms; (xvi) tax developments may affect us directly or indirectly through the cost of, the demand for or profitability of our products or services; (xvii) the possibility that the actions and initiatives of the federal and state governments, including those that we elect to participate in, may not improve adverse economic and market conditions generally or our business, financial condition and results of operations specifically; (xviii) regulatory developments or actions may harm our business; (xix) legal actions could adversely affect our business or reputation; (xx) changes in accounting standards; and (xxi) other risks and uncertainties described herein or in any of our filings with the SEC. Certain other factors which may impact our business, financial condition or results of operations or which may cause actual results to differ from such forward-looking statements are discussed or included in our periodic reports filed with the SEC and are available on our website at www.phoenixwm.com under "Investor Relations." You are urged to carefully consider all such factors. We do not undertake or plan to update or revise forward-looking statements to reflect actual results, changes in plans, assumptions, estimates or projections, or other circumstances occurring after the date of this Form 10-Q, even if such results changes or circumstances make it clear that any forward-looking information will not be realized. If we make any future public statements or disclosures which modify or impact any of the forward-looking statements contained in or accompanying this Form 10-Q, such statements or disclosures will be deemed to modify or supersede such statements in this Form 10-Q.

MANAGEMENT'S NARRATIVE ANALYSIS OF THE RESULTS OF OPERATIONS

This section reviews our financial condition as of June 30, 2012 as compared with December 31, 2011; our results of operations for the three and six months ended June 30, 2012 and 2011; and, where appropriate, factors that may affect our future financial performance. This discussion should be read in conjunction with the unaudited interim financial statements and notes contained in this filing as well as in conjunction with our financial statements for the year ended December 31, 2011 in our 2011 Annual Report on Form 10-K.

Executive Overview

Business

We provide life insurance and annuity products through independent agents and financial advisors. Our policyholder base includes both affluent and middle market consumers, with our more recent business concentrated in the middle market. Most of our life insurance in force is permanent life insurance (universal life and variable universal life) insuring one or more lives. Our annuity products include deferred fixed and variable annuities with a variety of death benefit and guaranteed living benefit options.

Since 2009, our ultimate parent company, The Phoenix Companies, Inc. ("PNX"), has focused on selling products and services that are less capital intensive and less sensitive to its ratings. In 2011 and the first six months of 2012, PHL Variable Insurance Company ("PHL Variable") product sales were primarily in fixed indexed annuities.

Earnings Drivers

Our profitability is driven by interaction of the following elements:

- *Fees on life and annuity products.* Fees consist primarily of (1) cost of insurance charges, which are based on the difference between policy face amounts and the account values (referred to as the net amount at risk); (2) asset-based fees (including mortality and expense charges for variable annuities) which are calculated as a percentage of assets under management within our separate accounts; (3) premium-based fees to cover premium taxes and renewal commissions; and (4) surrender charges.

- *Policy benefits* include death claims net of reinsurance cash flows, including ceded premiums and recoverables, interest credited to policyholders and changes in reserves for future claims payments. Certain universal life reserves are based on management's assumptions about future cost of insurance fees and interest margins which, in turn, are affected by future premium payments, surrenders, lapses and mortality rates. Actual experience can vary significantly from these assumptions, resulting in greater or lesser changes in reserves. In addition, we regularly review and reset our assumptions in light of actual experience, which can result in material changes to these reserves.

  For fixed indexed annuities, policy benefits include the change in the liability associated with guaranteed minimum withdrawal benefits and the fair value of an embedded derivative liability. The assumptions used to calculate the guaranteed minimum withdrawal liability are consistent with those used for amortizing deferred policy acquisition costs. The fair value of the embedded derivative liability is calculated using significant management estimates, including (1) the expected value of index credits on the next policy anniversary dates, (2) the interest rate used to project the future growth in the contract liability, (3) the discount rate used to discount future benefit payments, which includes an adjustment for our credit worthiness; and (4) the expected costs of annual call options that will be purchased in the future to fund index credits beyond the next policy anniversary. These factors can vary significantly from period to period.

  Certain of our variable annuity contracts include guaranteed minimum death and income benefits. The change in the liability associated with these guarantees is included in policy benefits. The value of these liabilities is sensitive to changes in equity markets, equity market volatility and interest rates, as well as subject to management assumptions regarding future surrenders, rider utilization rates and mortality.

- *Interest margins.* Interest margins consist of net investment income earned on universal life, fixed indexed annuities and other policyholder funds, gains on options purchased to fund index credits less the interest or index credits applied to policyholders on those funds. Interest margins also include investment income on assets supporting the Company's surplus.

- *Non-deferred operating expenses* are expenses related to servicing policies, premium taxes, reinsurance allowances, non-deferrable acquisition expenses and commissions and general overhead. They also include employee and other benefit costs allocated to us by PNX.

- *Deferred policy acquisition cost amortization* is based on the amount of expenses deferred, actual results in each quarter and management's assumptions about the future performance of the business. The amount of future profit or margin is dependent principally on investment returns in our separate accounts, interest and default rates, reinsurance costs and recoveries, mortality, surrender rates, premium persistency and expenses. These factors enter into management's estimates of gross profits, which generally are used to amortize deferred policy acquisition costs. Actual equity market movements, net investment income in excess of amounts credited to policyholders, claims payments and other key factors can vary significantly from our assumptions, resulting in a misestimate of gross profits, and a change in amortization, with a resulting impact to income. In addition, we regularly review and reset our assumptions in light of actual experience, which can result in material changes in amortization.

- *Net realized investment gains or losses* related to investments and hedging programs include transaction gains and losses, OTTIs and changes in the value of certain derivatives. Certain of our variable annuity contracts include guaranteed minimum withdrawal and accumulation benefits that are accounted for as embedded derivatives. The change in fair value related to these embedded derivatives is also included in net realized gains or losses.

- *Income tax expense/benefit* consists of both current and deferred tax provisions. Computation of these amounts is a function of pre-tax income and the application of relevant tax law and GAAP accounting guidance. In valuing our deferred tax assets, we make significant judgments with respect to the reversal of certain temporary book-to-tax differences, specifically estimates of future taxable income over the periods in which the deferred tax assets are expected to reverse, including consideration of the expiration dates and amounts of carryforwards related to net operating losses, capital losses, foreign tax credits and general business tax credits.

Under GAAP, premiums and deposits for variable life, universal life and annuity products are not recorded as revenues. For certain investment options of variable products, deposits are reflected on our balance sheet as an increase in separate account liabilities. Premiums and deposits for universal life, fixed annuities and certain investment options of variable annuities are reflected on our balance sheet as an increase in policyholder deposit funds. Premiums and deposits for other products are reflected on our balance sheet as an increase in policy liabilities and accruals.

Recent Trends on Earnings Drivers

- *Fees on life and annuity products.* Fees on our life and annuity products decreased $10,707 thousand in the quarter ended June 30, 2012 compared with the quarter ended June 30, 2011. Lower fees were primarily a result of a decrease of $7,547 thousand in cost of insurance charges related to declining life insurance in force and a decrease of $2,474 thousand in surrender charges consistent with lower policy surrenders.
- *Policy benefits.* Policy benefits increased $3,291 thousand in the quarter ended June 30, 2012 compared with the quarter ended June 30, 2011. The increase primarily related to $12,567 thousand of higher expenses in the quarter ended June 30, 2012 compared with the quarter ended June 30, 2011 related to changes in the fair value of the fixed indexed annuity embedded derivatives and the liabilities associated with guarantees. This increase was partially offset by a release of other insurance benefit reserves as a result of claims within a certain policy year cohort during the second quarter of 2012.
- *Interest margins*. Interest margins on universal life and annuities were $17,159 thousand for the quarter ended June 30, 2012, compared to $8,462 thousand for the quarter ended June 30, 2011. Universal life interest margins increased $1,236 thousand primarily as a result of lower interest credited consistent with declining funds under management, as well as higher investment income. Annuity interest margins increased $7,461 thousand primarily as a result of higher investment income attributable to increases in investments backing fixed indexed annuities.
- *Operating expenses.* Non-deferred operating expenses increased $6,096 thousand to $24,471 thousand from $18,375 thousand for the quarters ended June 30, 2012 and 2011, respectively. The increase in operating expenses was a result of additional expenses associated with a previously announced policy administration system conversion and higher employee benefits.
- *Deferred policy acquisition cost*. Excluding the impact of net realized investment losses, policy acquisition cost amortization increased $7,518 thousand to $31,775 thousand from $24,257 thousand in the quarters ended June 30, 2012 and 2011, respectively. Amortization increased $3,615 thousand related to fixed indexed annuities as deferred expenses related to new sales continue to amortize and $2,985 thousand related to universal life as a result of higher mortality margins for the second quarter of 2012 as compared with the prior year period.

- *Net realized investment gains or losses on our investments.* Net realized investment losses of $7,044 thousand were recognized during the quarter ended June 30, 2012 compared with $2,189 thousand during the quarter ended June 30, 2011. Realized investment losses for the quarter ended June 30, 2012 primarily related to a loss of $7,012 thousand on derivative assets backing our fixed indexed annuity guarantees. In addition, we recognized $613 thousand of impairments on debt securities, partially offset by $115 thousand of net transaction gains. Realized investment losses for the quarter ended June 30, 2011 primarily consisted of a loss of $3,089 thousand on derivative assets and embedded derivative liabilities and $436 thousand of impairments on debt securities, partially offset by $1,336 thousand in net transaction gains.
- *Income taxes.* The Company recorded income tax benefit of $3,667 thousand for the quarter ended June 30, 2012 compared with an expense of $6,205 thousand as of June 30, 2011.

Strategy and Outlook

Since 2009, we have taken significant actions to reduce expenses, effectively manage our in force business, reduce balance sheet risk, increase liquidity and pursue new growth opportunities. These actions are beginning to have their intended effect and, we believe, position us for profitability in 2012 and beyond. However, our business and results from operations are sensitive to general economic conditions as well as capital market trends, including equity markets and interest rates.

We expect to continue to focus on the following key strategic pillars in 2012:

- Balance sheet strength;
- Policyholder service;
- Operational efficiency; and
- Profitable growth.

We believe there is significant demand for our products among middle market households seeking to accumulate assets and secure lifetime income during retirement. The current low interest rate environment provides limited opportunities for consumers to protect principal and generate predictable income. Our indexed annuity products are positioned favorably vis-à-vis traditional investments such as bank certificates of deposits.

Recent trends in the life insurance industry may affect our mortality, policy persistency and premium persistency. The evolution of the financial needs of policyholders, the emergence of a secondary market for life insurance, and increased availability and subsequent contraction of premium financing suggest that the reasons for purchasing our products changed. Deviations in experience from our assumptions have had, and could continue to have, an adverse effect on the profitability of certain universal life products. Most of our current products permit us to increase charges and adjust crediting rates during the life of the policy or contract (subject to guarantees in the policies and contracts). We have made, and may in the future make, such adjustments.

During June and August of 2012, the Company and its parent, Phoenix Life Insurance Company (“Phoenix Life”), and ultimate parent, PNX, were named in two lawsuits brought by Wilmington Savings Fund Society, FSB, and Lima LS PLC, respectively. The suits allege that the Company sold policies knowing that the policies would ultimately be owned by investors and then challenging the validity of these policies or denying claims submitted on same. The Lima case names certain current and former executive officers in addition to the corporate defendants. The Company intends to defend against these claims vigorously. The outcomes of these cases and any potential losses are uncertain. See Part II – Legal Proceedings for additional information.

Impact of New Accounting Standards

For a discussion of new accounting standards, see Note 2 to our financial statements in this Form 10-Q.

Critical Accounting Estimates

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with GAAP. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Critical accounting estimates are reflective of significant judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

A complete description of our critical accounting estimates is set forth in our 2011 Annual Report on Form 10-K. Management believes that those critical accounting estimates as set forth in the 2011 Annual Report on Form 10-K are important to understanding our financial condition and financial statements.

Results of Operations

Summary Financial Data: *($ in thousands)*	**Three Months Ended June 30, 2012**	**2011**	**Increase (decrease) and percentage change 2012 vs. 2011**	
REVENUES:				
Premiums	$ 1,804	$ 96	$ 1,708	NM
Insurance and investment product fees	91,110	101,817	(10,707)	(11%)
Net investment income	32,798	24,231	8,567	35%
Net realized investment gains (losses):				%
Total OTTI losses	(3,003)	(782)	(2,221)	NM
Portion of OTTI losses recognized in OCI	2,390	346	2,044	NM
Net OTTI losses recognized in earnings	(613)	(436)	(177)	(41%)
Net realized investment gains (losses), excluding OTTI losses	(6,431)	(1,753)	(4,678)	NM
Net realized investment gains (losses)	(7,044)	(2,189)	(4,855)	(222%)
Total revenues	**118,668**	**123,955**	**(5,287)**	**(4%)**
BENEFITS AND EXPENSES:				
Policy benefits	76,878	73,587	3,291	4%
Policy acquisition cost amortization	27,024	24,224	2,800	12%
Other operating expenses	24,471	18,375	6,096	33%
Total benefits and expenses	**128,373**	**116,186**	**12,187**	**10%**
Income (loss) before income taxes	(9,705)	7,769	(17,474)	(225%)
Income tax expense (benefit)	(3,667)	6,205	(9,872)	(159%)
Net income (loss)	**$ (6,038)**	**$ 1,564**	**$ (7,602)**	**NM**

Not meaningful (NM)

Summary Financial Data: *($ in thousands)*	**Six Months Ended June 30, 2012**	**2011**	**Increase (decrease) and percentage change 2012 vs. 2011**	
REVENUES:				
Premiums	$ 2,517	$ 259	$ 2,258	NM
Insurance and investment product fees	187,643	203,647	(16,004)	(8%)
Net investment income	63,060	45,629	17,431	38%
Net realized investment gains (losses):				%
Total OTTI losses	(4,089)	(1,662)	(2,427)	(146%)
Portion of OTTI losses recognized in OCI	2,817	732	2,085	NM
Net OTTI losses recognized in earnings	(1,272)	(930)	(342)	(37%)
Net realized investment gains, excluding OTTI losses	(13,544)	(5,721)	(7,823)	(137%)
Net realized investment gains (losses)	(14,816)	(6,651)	(8,165)	(123%)
Total revenues	**238,404**	**242,884**	**(4,480)**	**(2%)**
BENEFITS AND EXPENSES:				
Policy benefits	140,553	123,865	16,688	13%
Policy acquisition cost amortization	55,759	56,508	(749)	(1%)
Other operating expenses	47,769	37,071	10,698	29%
Total benefits and expenses	**244,081**	**217,444**	**26,637**	**12%**
Income (loss) before income taxes	(5,677)	25,440	(31,117)	(122%)
Income tax expense (benefit)	(2,534)	8,653	(11,187)	(129%)
Net income (loss)	**$ (3,143)**	**$ 16,787**	**$ (19,930)**	**(119%)**

Not meaningful (NM)

Analysis of Results of Operations

Three months ended June 30, 2012 compared with three months ended June 30, 2011

The Company recorded net loss of $6,038 thousand for the three months ended June 30, 2012, compared with net income of $1,564 thousand for the three months ended June 30, 2011. The decrease in results reflects lower insurance and investment product fees and higher realized investment losses, policy benefits and other operating expenses. These items were partially offset by higher net investment income, and lower income tax expense.

Insurance and investment product fees declined $10,707 thousand in the quarter ended June 30, 2012 compared with the quarter ended June 30, 2011. Lower fees were primarily a result of a decrease of $7,547 thousand in cost of insurance charges related to declining life insurance in force and a decrease of $2,474 thousand in surrender charges consistent with lower policy surrenders.

Net realized investment losses of $7,044 thousand were recognized during the quarter ended June 30, 2012 compared with $2,189 thousand during the quarter ended June 30, 2011. Realized investment losses for the quarter ended June 30, 2012 primarily related to a loss of $6,546 thousand on derivative assets and embedded derivative liabilities. This was primarily attributable to a loss of $7,012 thousand on our embedded derivatives associated with our fixed indexed annuity guarantees, partially offset by a gain of $1,098 thousand related to our surplus hedge which utilizes futures and options to hedge against declines in equity markets and the resulting statutory capital and surplus impact. Also offsetting derivative losses was a $34 thousand gain associated with embedded derivatives related to variable annuity guarantees, which included a $8,431 thousand gain associated with the non-performance risk factor for the quarter ended June 30, 2012. In addition, we recognized $613 thousand of impairments on debt securities, partially offset by $115 thousand of net transaction gains. Realized investment losses for the quarter ended June 30, 2011 primarily consisted of a loss of $3,089 thousand on derivative assets and embedded derivative liabilities and $436 thousand of impairments on debt securities, partially offset by $1,336 thousand in net transaction gains.

The increase of $3,291 thousand in policy benefit expense primarily related to $12,567 thousand of higher expenses in the quarter ended June 30, 2012 compared with the quarter ended June 30, 2011 related to changes in the fair value of the fixed indexed annuity embedded derivatives and the liabilities associated with guarantees. This increase was partially offset by a release of other insurance benefit reserves as a result of claims within a certain policy year cohort during the second quarter of 2012.

Operating expenses increased $6,096 thousand to $24,471 thousand from $18,375 thousand for the quarters ended June 30, 2012 and 2011, respectively. The increase in operating expenses was a result of additional expenses associated with a previously announced policy administration system conversion and higher employee benefits.

Net investment income increased $8,567 thousand as a result of larger asset balances from growth in fixed indexed annuities funds under management.

The Company recorded an income tax benefit of $3,667 thousand compared to an income tax expense of $6,205 thousand for the three months ended June 30, 2012 and 2011, respectively. The benefit as of June 30, 2012 was primarily driven by current year pre-tax losses.

Six months ended June 30, 2012 compared with six months ended June 30, 2011

The Company recorded net loss of $3,143 thousand for the six months ended June 30, 2012, compared with net income of $16,787 thousand for the six months ended June 30, 2011. The decrease in results reflects lower insurance and investment product fees and higher realized investment losses, policy benefits and operating expense. These items were partially offset by higher net investment income, and lower income tax expense.

Debt Securities

We invest in a variety of debt securities. We classify these investments into various sectors using industry conventions; however, our classifications may differ from similarly titled classifications of other companies. We classify debt securities into investment grade and below-investment-grade securities based on ratings prescribed by the National Association of Insurance Commissioners ("NAIC"). In a majority of cases, these classifications will coincide with ratings assigned by one or more Nationally Recognized Standard Ratings Organizations ("NRSROs"); however, for certain structured securities, the NAIC designations may differ from NRSRO designations based on the amortized cost of the securities in our portfolio.

Our debt securities portfolio consists primarily of investment grade publicly traded and privately placed corporate bonds, residential mortgage-backed securities ("RMBS"), commercial mortgage-backed securities ("CMBS") and other asset-backed securities. As of June 30, 2012, our debt securities, with a fair value of $2,913,202 thousand, represented 93.5% of total investments.

Debt Securities by Type and Credit Quality: *($ in thousands)*	**As of June 30, 2012**			
	Investment Grade		**Below Investment Grade**	
	Fair Value	**Cost**	**Fair Value**	**Cost**
U.S. government and agency	$ 216,518	$ 203,205	$ --	$ --
State and political subdivision	109,707	98,444	930	1,329
Foreign government	41,385	38,125	7,231	6,298
Corporate	1,447,952	1,344,028	89,992	118,195
CMBS	274,709	257,347	3,431	4,487
RMBS	500,305	492,353	25,583	32,830
CDO/CLO	34,000	36,452	28,521	34,759
Other asset-backed	129,239	125,836	3,699	3,713
Total debt securities	**$ 2,753,815**	**$ 2,595,790**	**$ 159,387**	**$ 201,611**
Percentage of total debt securities	**94.5%**	**92.8%**	**5.5%**	**7.2%**

We manage credit risk through industry and issuer diversification. Maximum exposure to an issuer is defined by quality ratings, with higher quality issuers having larger exposure limits. Our investment approach emphasizes a high level of industry diversification. The top five industry holdings as of June 30, 2012 in our debt securities portfolio are electric utilities (5.1%), banking (4.4%), diversified financial services (3.7%), oil (3.6%) and insurance (2.7%).

Eurozone Exposure

The following table presents exposure to European debt. We have focused on the countries experiencing significant economic, fiscal or political strain that could increase the likelihood of default.

Fair Value of Eurozone Exposure by Country: *($ in thousands)*	**As of June 30, 2012**				
	Sovereign Debt	**Financial Institutions**	**All Other**	**Total**	**% of Debt Securities**
Spain	$ --	$ 1,013	$ 8,115	$ 9,128	0.3%
Italy	--	--	1,990	1,990	0.1%
Total	--	**1,013**	**10,105**	**11,118**	**0.4%**
All other Eurozone(1)	--	9,001	50,716	59,717	2.0%
Total	**$ --**	**$ 10,014**	**$ 60,821**	**$ 70,835**	**2.4%**

(1) Includes Finland, France, Germany, Luxembourg and Netherlands.

Residential Mortgage-Backed Securities

We invest directly in RMBS. To the extent these assets deteriorate in credit quality and decline in value for an extended period, we may realize impairment losses. When making investment decisions, we have been focused on identifying those securities that could withstand significant increases in delinquencies and foreclosures in the underlying mortgage pools before incurring a loss of principal.

Most of our RMBS portfolio is highly rated. At June 30, 2012, 95.1% of the total residential portfolio was rated investment grade. We hold $104,996 thousand of RMBS investments backed by prime rated mortgages, $105,177 thousand backed by Alt-A mortgages and $46,254 thousand backed by sub-prime mortgages, which combined amount to 8.0% of our total investments. The majority of our prime, Alt-A, and sub-prime exposure is investment grade, with 72% rated NAIC-1 and 18% rated NAIC-2. We have employed a disciplined approach in the analysis and monitoring of our mortgage-backed securities. Our approach involves a monthly review of each security. Underlying mortgage data is obtained from the security's trustee and analyzed for performance trends. A security-specific stress analysis is performed using the most recent trustee information. This analysis forms the basis for our determination of whether the security will pay in accordance with the contractual cash flows. RMBS impairments during the six months ended June 30, 2012 totaled $1,070 thousand. These impairments consist of $217 thousand from prime, $790 thousand from Alt-A and $63 thousand from sub-prime securities.

Residential Mortgage-Backed Securities:

($ in thousands)

	As of June 30, 2012								
				NAIC Rating					
				1	2	3	4	5	6
Collateral	**Amortized Cost[1]**	**Market Value[1]**	**% General Account[2]**	**AAA/ AA/ A**	**BBB**	**BB**	**B**	**CCC And Below**	**In or Near Default**
Agency	$ 253,660	$ 269,461	8.4%	100.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Prime	106,286	104,996	3.3%	75.4%	18.5%	5.6%	0.0%	0.0%	0.5%
Alt-A	109,924	105,177	3.3%	66.0%	25.3%	8.7%	0.0%	0.0%	0.0%
Sub-prime	55,313	46,254	1.4%	75.7%	2.6%	11.2%	4.1%	5.4%	1.0%
Total	**$ 525,183**	**$ 525,888**	**16.4%**	**86.1%**	**9.0%**	**3.8%**	**0.4%**	**0.5%**	**0.2%**

(1) Individual categories may not agree with the Debt Securities by Type table on previous page due to nature of underlying collateral.

(2) Percentages based on Market Value.

Prime Mortgage-Backed Securities:

($ in thousands)

		As of June 30, 2012								
					Year of Issue					
Rating	**S&P Equivalent Designation**	**Amortized Cost**	**Market Value**	**% General Account[1]**	**Post-2007**	**2007**	**2006**	**2005**	**2004**	**2003 and Prior**
NAIC-1	AAA/AA/A	$ 79,418	$ 79,225	2.5%	0.0%	1.1%	5.8%	21.7%	44.0%	27.4%
NAIC-2	BBB	19,762	19,405	0.6%	0.0%	0.0%	1.6%	67.1%	31.3%	0.0%
NAIC-3	BB	5,955	5,872	0.2%	0.0%	0.0%	30.6%	23.2%	37.0%	9.2%
NAIC-4	B	--	--	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
NAIC-5	CCC and below	--	--	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
NAIC-6	In or near default	1,151	494	0.0%	0.0%	0.0%	0.0%	23.4%	0.0%	76.6%
Total		**$ 106,286**	**$ 104,996**	**3.3%**	**0.0%**	**0.8%**	**6.4%**	**30.1%**	**41.1%**	**21.6%**

(1) Percentages based on Market Value.

Alt-A Mortgage-Backed Securities:

($ in thousands)

		As of June 30, 2012								
					Year of Issue					
Rating	**S&P Equivalent Designation**	**Amortized Cost**	**Market Value**	**% General Account[1]**	**Post-2007**	**2007**	**2006**	**2005**	**2004**	**2003 and Prior**
NAIC-1	AAA/AA/A	$ 73,487	$ 69,373	2.2%	5.9%	4.0%	10.0%	23.6%	31.6%	24.9%
NAIC-2	BBB	27,566	26,660	0.8%	0.0%	0.0%	0.0%	31.0%	57.2%	11.8%
NAIC-3	BB	8,871	9,144	0.3%	0.0%	0.0%	0.0%	0.0%	68.0%	32.0%
NAIC-4	B	--	--	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
NAIC-5	CCC and below	--	--	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
NAIC-6	In or near default	--	--	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Total		**$ 109,924**	**$ 105,177**	**3.3%**	**3.9%**	**2.7%**	**6.6%**	**23.4%**	**41.2%**	**22.2%**

(1) Percentages based on Market Value.

Sub-Prime Mortgage-Backed Securities:

($ in thousands)

		As of June 30, 2012								
					Year of Issue					
Rating	**S&P Equivalent Designation**	**Amortized Cost**	**Market Value**	**% General Account[1]**	**Post-2007**	**2007**	**2006**	**2005**	**2004**	**2003 and Prior**
NAIC-1	AAA/AA/A	$ 37,264	$ 34,999	1.1%	0.0%	5.9%	13.7%	27.7%	15.2%	37.5%
NAIC-2	BBB	1,195	1,182	0.0%	0.0%	76.5%	0.0%	23.5%	0.0%	0.0%
NAIC-3	BB	9,667	5,175	0.2%	0.0%	92.7%	7.3%	0.0%	0.0%	0.0%
NAIC-4	B	2,616	1,916	0.0%	0.0%	0.0%	0.0%	48.2%	0.0%	51.8%
NAIC-5	CCC and below	2,995	2,503	0.1%	0.0%	0.0%	0.0%	100.0%	0.0%	0.0%
NAIC-6	In or near default	1,576	479	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	100.0%
Total		**$ 55,313**	**$ 46,254**	**1.4%**	**0.0%**	**16.8%**	**11.2%**	**29.0%**	**11.5%**	**31.5%**

(1) Percentages based on Market Value.

Commercial Mortgage-Backed Securities

We invest directly in CMBS. To the extent these assets deteriorate in credit quality and decline in value for an extended period, we may realize impairment losses. When making investment decisions, we have been focused on identifying those securities that could withstand significant increases in delinquencies and foreclosures in the underlying mortgage pools before incurring a loss of principal.

Commercial Mortgage-Backed Securities:

($ in thousands)

		As of June 30, 2012								
					Year of Issue					
Rating	**S&P Equivalent Designation**	**Amortized Cost[1]**	**Market Value[1]**	**% General Account[2]**	**Post-2007**	**2007**	**2006**	**2005**	**2004 and Prior**	
NAIC-1	AAA/AA/A	$ 254,353	$ 272,850	8.5%	51.2%	8.3%	15.3%	12.3%	12.9%	
NAIC-2	BBB	3,469	2,274	0.1%	0.0%	0.0%	81.8%	18.2%	0.0%	
NAIC-3	BB	3,587	3,124	0.1%	0.0%	51.6%	48.4%	0.0%	0.0%	
NAIC-4	B	--	--	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
NAIC-5	CCC and below	1,832	1,262	0.0%	0.0%	0.0%	0.0%	0.0%	100.0%	
NAIC-6	In or near default	900	306	0.0%	0.0%	0.0%	0.0%	0.0%	100.0%	
Total		**$ 264,141**	**$ 279,816**	**8.7%**	**49.9%**	**8.7%**	**16.2%**	**12.1%**	**13.1%**	

(1) Includes commercial mortgage-backed CDOs with amortized cost and market values of $2,307 thousand and $1,676 thousand, respectively.

(2) Percentages based on Market Value.

Realized Gains and Losses

The following table presents certain information with respect to realized investment gains and losses, including those on debt securities pledged as collateral, with losses from OTTI charges reported separately in the table. These impairment charges were determined based on our assessment of factors enumerated below, as they pertain to the individual securities determined to be other-than-temporarily impaired.

Sources and Types of Net Realized Investment Gains (Losses): *($ in thousands)*	**Three Months Ended June 30, 2012**	**Three Months Ended June 30, 2011**	**Six Months Ended June 30, 2012**	**Six Months Ended June 30, 2011**
Total other-than temporary debt impairment losses	$ (3,003)	$ (782)	$ (4,089)	$ (1,662)
Portion of loss recognized in OCI	2,390	346	2,817	732
Net debt impairment losses recognized in earnings	**$ (613)**	**$ (436)**	**$ (1,272)**	**$ (930)**
Debt security impairments:				
U.S. government and agency	$ --	$ --	$ --	$ --
State and political subdivision	--	--	--	--
Foreign government	--	--	--	--
Corporate	--	--	--	(250)
CMBS	--	--	(88)	--
RMBS	(549)	(377)	(1,070)	(621)
CDO/CLO	(26)	--	(26)	--
Other asset-backed	(38)	(59)	(88)	(59)
Net debt security impairments	(613)	(436)	(1,272)	(930)
Limited partnerships and other investment impairments	--	--	--	--
Impairment losses	**(613)**	**(436)**	**(1,272)**	**(930)**
Debt security transaction gains[1]	151	1,596	258	2,227
Debt security transaction losses[1]	(36)	(260)	(84)	(585)
Limited partnerships and other investment transaction gains	--	--	--	
Limited partnerships and other investment transaction losses	--	--	--	--
Net transaction gains	**115**	**1,336**	**174**	**1,642**
Derivative instruments	5,848	1,470	(17,680)	(11,871)
Embedded derivatives[2]	(12,394)	(4,559)	3,962	4,508
Net realized investment losses, excluding impairment losses	**(6,431)**	**(1,753)**	**(13,544)**	**(5,721)**
Net realized investment losses, including impairment losses	**$ (7,044)**	**$ (2,189)**	**$ (14,816)**	**$ (6,651)**

(1) Proceeds from the sale of available-for-sale debt securities were $79,105 thousand and $104,410 thousand for the three months ended June 30, 2012 and 2011, respectively. Proceeds from the sale of available-for-sale debt securities were $80,796 thousand and $202,691 thousand for the six months ended June 30, 2012 and 2011, respectively.

(2) Includes the change in fair value of embedded derivatives associated with variable annuity GMWB, GMAB, GPAF and COMBO riders. See Note 5 to our financial statements in this Form 10-Q for additional disclosures.

Other-than-Temporary Impairments

Management assessed all securities in an unrealized loss position in determining whether impairments were temporary or other than temporary. In reaching its conclusions, management exercised significant judgment and used a number of issuer-specific quantitative indicators and qualitative judgments to assess the probability of receiving a given security's contractual cash flows. This included the issue's implied yield to maturity, cumulative default rate based on rating, comparisons of issue-specific spreads to industry or sector spreads, specific trading activity in the issue, and other market data such as recent debt tenders and upcoming refinancing requirements. Management also reviewed fundamentals such as issuer credit and liquidity metrics, business outlook and industry conditions. Management maintains a watch list of securities that is reviewed for impairments. Each security on the watch list was evaluated, analyzed and discussed, with the positive and negative factors weighed in the ultimate determination of whether or not the security was other-than-temporarily impaired. For securities for which no OTTI was ultimately indicated at June 30, 2012, management does not have the intention to sell, nor does it expect to be required to sell, these securities prior to their recovery.

Fixed income OTTIs recorded in the first half of 2012 were primarily concentrated in structured securities. These impairments were driven primarily by increased collateral default rates. In our judgment, these credit events or other adverse conditions of the issuers have caused, or will most likely lead to, a deficiency in the contractual cash flows related to the investment. Therefore, based upon these credit events, we have determined that OTTIs exist. Total debt impairments recognized through earnings related to such credit-related circumstances were $613 thousand for the second quarter of 2012 and $436 thousand for the second quarter of 2011 and $1,272 thousand for the first half of 2012 and $930 thousand for the first half of 2011. There were no limited partnership and other investment OTTIs for the three and six months ended June 30, 2012 and 2011.

In addition to these credit-related impairments recognized through earnings, we impaired securities to fair value through other comprehensive loss for any impairments related to non-credit related factors. These types of impairments were driven primarily by market or sector credit spread widening or by a lack of liquidity in the securities. The amount of impairments recognized as an adjustment to other comprehensive loss due to these factors was $2,390 thousand for the first quarter of 2012 and $346 thousand for the first quarter of 2011 and $2,817 thousand for the first half of 2012 and $732 thousand for the first half of 2011.

The following table presents a roll-forward of pre-tax credit losses recognized in earnings related to debt securities for which a portion of the OTTI was recognized in OCI.

Credit Losses Recognized in Earnings on Debt Securities for which a Portion of the OTTI Loss was Recognized in OCI: *($ in thousands)*	**Three Months Ended June 30, 2012**	**Three Months Ended June 30, 2011**	**Six Months Ended June 30, 2012**	**Six Months Ended June 30, 2011**
Balance, beginning of period	$ (19,223)	$ (16,871)	$ (18,614)	$ (17,335)
Add: Credit losses on securities not previously impaired[1]	--	(277)	(374)	(527)
Add: Credit losses on securities previously impaired[1]	(549)	(100)	(784)	(344)
Less: Credit losses on securities impaired due to intent to sell	--	--	--	--
Less: Credit losses on securities sold	88	--	88	958
Less: Increases in cash flows expected on previously impaired securities	--	--	--	--
Balance, end of period	**$ (19,684)**	**$ (17,248)**	**$ (19,684)**	**$ (17,248)**

(1) Additional credit losses on securities for which a portion of the OTTI loss was recognized in AOCI are included within net OTTI losses recognized in earnings on the statements of comprehensive income.

Unrealized Gains and Losses

Net unrealized investment gains and losses on securities classified as available-for-sale and certain other assets are included in the balance sheet as a component of AOCI. The table below presents the special category of AOCI for debt securities that are other-than-temporarily impaired when the impairment loss has been split between the credit loss component (in earnings) and the non-credit component (separate category of AOCI).

Fixed Maturity Non-Credit OTTI Losses in AOCI, by Security Type: *($ in thousands)*	**June 30, 2012**(1)	**Dec 31, 2011**(1)
U.S. government and agency	$ --	$ --
State and political subdivision	--	--
Foreign government	--	--
Corporate	(1,505)	(1,505)
CMBS	(650)	(5,131)
RMBS	(21,660)	(20,396)
CDO/CLO	(6,132)	(6,220)
Other asset-backed	--	--
Total fixed maturity non-credit OTTI losses in AOCI	**$ (29,947)**	**$ (33,252)**

(1) Represents the amount of non-credit OTTI losses recognized in AOCI excluding net unrealized gains or losses subsequent to the date of impairment.

The following table presents certain information with respect to our gross unrealized losses related to our investments in debt securities as of June 30, 2012. Applicable deferred policy acquisition costs and deferred income taxes reduce the effect of these losses on our comprehensive income.

Duration of Gross Unrealized Losses on Securities: *($ in thousands)*	**As of June 30, 2012**			
	Total	**0 – 6 Months**	**6 – 12 Months**	**Over 12 Months**
Debt securities				
Total fair value	$ 379,223	$ 88,677	$ 43,939	$ 246,607
Total amortized cost	450,552	90,510	47,386	312,656
Unrealized losses	$ (71,329)	$ (1,833)	$ (3,447)	$ (66,049)
Unrealized losses after offsets(1)	$ (16,155)	$ (823)	$ (1,472)	$ (13,860)
Number of securities	248	42	38	168
Investment grade:				
Unrealized losses	$ (25,302)	$ (898)	$ (2,389)	$ (22,015)
Unrealized losses after offsets(1)	$ (6,411)	$ (385)	$ (981)	$ (5,045)
Below investment grade:				
Unrealized losses	$ (46,027)	$ (935)	$ (1,058)	$ (44,034)
Unrealized losses after offsets(1)	$ (9,744)	$ (438)	$ (491)	$ (8,815)

(1) Offsets to AOCI are recorded each period to the extent that, had unrealized holding gains or losses from securities classified as available-for-sale actually been realized, an adjustment to deferred policy acquisition costs amortized using gross profits would result.

Total net unrealized gains on debt securities were $115,801 thousand (unrealized losses of $71,329 thousand less unrealized gains of $187,130 thousand).

For debt securities with gross unrealized losses, 39.7% of the unrealized losses after offsets pertain to investment grade securities and 60.3% of the unrealized losses after offsets pertain to below-investment-grade securities at June 30, 2012.

The following table represents those securities whose fair value is less than 80% of amortized cost (significant unrealized loss) that have been at a significant unrealized loss position on a continuous basis.

Duration of Gross Unrealized Losses on Securities: *($ in thousands)*	As of June 30, 2012			
	Total	**0 – 6 Months**	**6 – 12 Months**	**Over 12 Months**
Debt securities				
Unrealized losses over 20% of cost	$ (54,151)	$ (3,945)	$ (3,002)	$ (47,204)
Unrealized losses over 20% of cost after offsets(1)	$ (11,047)	$ (767)	$ (850)	$ (9,430)
Number of securities	53	8	8	37
Investment grade:				
Unrealized losses over 20% of cost	$ (12,974)	$ (3,386)	$ (1,394)	$ (8,194)
Unrealized losses over 20% of cost after offsets(1)	$ (2,786)	$ (658)	$ (537)	$ (1,591)
Below investment grade:				
Unrealized losses over 20% of cost	$ (41,177)	$ (559)	$ (1,608)	$ (39,010)
Unrealized losses over 20% of cost after offsets(1)	$ (8,261)	$ (109)	$ (313)	$ (7,839)

(1) Offsets to AOCI are recorded each period to the extent that, had unrealized holding gains or losses from securities classified as available-for-sale actually been realized, an adjustment to deferred policy acquisition costs amortized using gross profits would result.

Liquidity and Capital Resources

In the normal course of business, we enter into transactions involving various types of financial instruments such as debt securities. These instruments have credit risk and also may be subject to risk of loss due to interest rate and market fluctuations.

Our liquidity requirements principally relate to the liabilities associated with various life insurance and annuity products and operating expenses. Liabilities arising from life insurance and annuity products include the payment of benefits, as well as cash payments in connection with policy surrenders, withdrawals and loans.

Historically, we have used cash flow from operations, investing activities and capital contributions from our shareholder to fund liquidity requirements. Our principal cash inflows from life insurance and annuities activities come from premiums, annuity deposits and charges on insurance policies and annuity contracts. Principal cash inflows from investing activities result from repayments of principal, proceeds from maturities, sales of invested assets and investment income.

The primary liquidity risks regarding cash inflows from our investing activities are the risks of default by debtors, interest rate and other market volatility and potential illiquidity of investments. We closely monitor and manage these risks.

We believe that our current and anticipated sources of liquidity are adequate to meet our present and anticipated needs.

Ratings

Rating agencies assign financial strength ratings to Phoenix Life and its subsidiaries based on their opinions of the Companies' ability to meet their financial obligations.

On January 13, 2012, A.M. Best Company, Inc. affirmed our financial strength rating of B+. They changed their outlook on our ratings from stable to positive. On February 8, 2011, A.M. Best Company, Inc. affirmed our financial strength rating of B+ and changed their outlook from negative to stable.

On December 16, 2011, Moody's Investor Services affirmed our financial strength rating of Ba2 and changed their outlook from stable to positive.

On April 5, 2012, Standard & Poor's affirmed our financial strength rating of BB- maintained their stable outlook. On March 24, 2011, Standard & Poor's affirmed our financial strength rating of BB- and changed their outlook from negative to stable.

The financial strength ratings as of August 10, 2012 were as follows:

Rating Agency	Financial Strength Ratings of Phoenix Life and PHL Variable Life	Outlook
A.M. Best Company, Inc.	B+	Positive
Moody's	Ba2	Positive
Standard & Poor's	BB-	Stable

Reference in this report to any credit rating is intended for the limited purposes of discussing or referring to changes in our credit ratings or aspects of our liquidity or costs of funds. Such reference cannot be relied on for any other purposes, or used to make any inference concerning future performance, future liquidity or any future credit rating.

Contractual Obligations and Commercial Commitments

As of June 30, 2012, there were no significant changes to our outstanding contractual obligations and commercial commitments as disclosed in our 2012 Annual Report on Form 10-K.

Obligations Related to Pension and Postretirement Employee Benefit Plans

Our ultimate parent company provides employees with post-employment benefits that include retirement benefits, through pension and savings plans, and other benefits, including health care and life insurance. This includes three defined benefit pension plans. We incur applicable employee benefit expenses through the process of cost allocation by PNX.

The employee pension plan, covering substantially all employees, provides benefits up to the amount allowed under the Internal Revenue Code. The two supplemental plans provide benefits in excess of the primary plan. Retirement benefits under the plans are a function of years of service and compensation. The employee pension plan is funded with assets held in a trust, while the supplemental plans are unfunded. Effective March 31, 2010, all benefit accruals under our funded and unfunded defined benefit plans were frozen.

Employee benefit expense allocated to us for these benefits totaled $1,679 thousand and $786 thousand for the three months ended June 30, 2012 and 2011, respectively. Employee benefit expense allocated to us for these benefits totaled $2,609 thousand and $1,512 thousand for the six months ended June 30, 2012 and 2011, respectively. Phoenix Life made contributions to the pension plans in the first quarter and second quarter of 2012, of which $1,147 thousand and $1,222 thousand has been allocated to us. By December 31, 2012, Phoenix Life currently expects to make contributions to the pension plans, of which approximately $3,987 thousand will be allocated to us. However, on July 6, 2012, the Surface Transportation Extension Act of 2012, Part II, was enacted into law and is effective immediately. The law includes certain pension funding stabilization provisions. Phoenix Life is currently evaluating its impact.

Off-Balance Sheet Arrangements

As of June 30, 2012 and December 31, 2011, we did not have any significant off-balance sheet arrangements as defined by Item 303(a)(4)(ii) of SEC Regulation S-K.

Reinsurance

We maintain reinsurance agreements to limit potential losses, reduce exposure to larger risks and provide additional capacity for growth. We remain liable to the extent that reinsuring companies may not be able to meet their obligations under reinsurance agreements in effect. Failure of the reinsurers to honor their obligations could result in losses to the Company. Since we bear the risk of nonpayment, we evaluate the financial condition of our reinsurers and monitor concentrations of credit risk.

Statutory Capital and Surplus

Our statutory basis capital and surplus (including asset valuation reserve ("AVR")) increased from $320,107 thousand at December 31, 2011 to $369,213 thousand at June 30, 2012. The principal factors resulting in this increase were net income of $70,908 thousand offset by unrealized capital losses of $9,538 thousand.

Enterprise Risk Management

Our ultimate parent company, PNX, has a comprehensive, enterprise-wide risk management program under which PHL Variable operations are covered. The Chief Risk Officer reports to the Chief Financial Officer and monitors our risk management activities. It has an Enterprise Risk Management Committee, chaired by our ultimate parent company's Chief Executive Officer, whose functions are to establish risk management principles, monitor key risks and oversee our risk-management practices. Its risk management governance consists of several management committees to oversee and address issues pertaining to all our major risks—operational, market and product—as well as capital management. In all cases, these committees include one or more of our Chief Executive Officer, Chief Financial Officer, Chief Investment Officer and Chief Risk Officer.

See our 2011 Annual Report on Form 10-K for more information regarding enterprise risk management. There were no material changes in our exposure to operational or market risk exposure at June 30, 2012 compared with December 31, 2011.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

For information about our management of market risk, see the Enterprise Risk Management section of Management's Discussion and Analysis of Financial Condition and Results of Operations in our 2011 Annual Report on Form 10-K. There were no material changes in our market risk exposure at June 30, 2012 compared with December 31, 2011.

Item 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We have carried out an evaluation under the supervision and with the participation of our management, including our President and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Based upon our evaluation, these officers have concluded that, as of June 30, 2012, our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) were effective to provide reasonable assurance that information required to be disclosed in the reports we file and submit under the Exchange Act is recorded, processed, summarized and reported within the time period specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our President and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended June 30, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

We are regularly involved in litigation and arbitration, both as a defendant and as a plaintiff. In addition, various regulatory bodies regularly make inquiries of us and, from time to time, conduct examinations or investigations concerning our compliance with, among other things, insurance laws, securities laws, laws governing the activities of broker-dealers and other laws and regulations affecting our SEC registered products. It is not feasible to predict or determine the ultimate outcome of all legal or regulatory proceedings or to provide reasonable ranges of potential losses. We believe that the outcomes of our litigation and regulatory matters are not likely, either individually or in the aggregate, to have a material adverse effect on our financial statements. However, given the large or indeterminate amounts sought in certain of these matters and the inherent unpredictability of litigation and regulatory matters, it is possible that an adverse outcome in certain matters could, from time to time, have a material adverse effect on our financial statements in particular quarterly or annual periods.

On June 5, 2012, Wilmington Savings Fund Society, FSB, as successor in interest to Christiana Bank & Trust Company and as trustee of 60 unnamed trusts, filed a complaint against PHL Variable, Phoenix Life and PNX in the United States District Court for the Central District of California (Case No. CV12-04926). The plaintiffs allege that the Company promoted certain policy sales knowing that the policies would ultimately be owned by investors and then challenging the validity of these policies or denying claims submitted on same. Plaintiffs are seeking damages, including punitive and treble damages, attorneys' fees and a declaratory judgment. We have meritorious defenses against the lawsuit and we intend to vigorously defend against these claims. The outcome of this litigation and any potential losses are uncertain.

See Item 1A, "Risk Factors" in Part I, Item A of our 2011 Annual Report on Form 10-K and Note 10 to our financial statements in this Form 10-Q for additional information.

Item 1A. RISK FACTORS

The Company is subject to risks and uncertainties, any of which could have a significant or material adverse effect on our business, financial condition, liquidity or financial statements. Before investing in our securities, you should carefully consider the risk factors disclosed in Part I, Item 1A of our 2011 Annual Report on Form 10-K. The risks described therein are not the only ones we face. This information should be considered carefully together with the other information contained in this report and the other reports and materials the Company files with the SEC.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

We have omitted this information from this report as we meet the conditions set forth in General Instruction H(1)(a) and (b) of Form 10-Q and are therefore filing this Form with the reduced disclosure format permitted by that General Instruction.

Item 3. DEFAULTS UPON SENIOR SECURITIES

We have omitted this information from this report as we meet the conditions set forth in General Instruction H(1)(a) and (b) of Form 10-Q and are therefore filing this Form with the reduced disclosure format permitted by that General Instruction.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

Item 5. OTHER INFORMATION

(a) Not applicable.

(b) No material changes.

Item 6. EXHIBITS

Exhibit	
31.1	Certification of James D. Wehr, President, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Peter A. Hofmann, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification by James D. Wehr, President and Peter A. Hofmann, Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to the Quarterly Report on Form 10-Q shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be part of any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

We will furnish any exhibit upon the payment of a reasonable fee, which fee shall be limited to our reasonable expenses in furnishing such exhibit. Requests for copies should be directed to: Corporate Secretary, PHL Variable Insurance Company, One American Row, P.O. Box 5056, Hartford, Connecticut 06102-5056.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PHL VARIABLE INSURANCE COMPANY

Date: August 13, 2012

By: /s/ Peter A. Hofmann
Peter A. Hofmann
Senior Executive Vice President and Chief Financial Officer

EXHIBIT 31.1

CERTIFICATION

I, the President of PHL Variable Insurance Company (the “registrant”), certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of the registrant;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

(c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 13, 2012

/s/ James D. Wehr
Name: James D. Wehr
Title: President

EXHIBIT 31.2

CERTIFICATION

I, the Chief Financial Officer of PHL Variable Insurance Company (the “registrant”), certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of the registrant;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

(c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 13, 2012

/s/ Peter A. Hofmann
Name: Peter A. Hofmann
Title: Senior Executive Vice President,
Chief Financial Officer and Treasurer

EXHIBIT 32

CERTIFICATION

The undersigned hereby certify that the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2012 of PHL Variable Insurance Company (the "Company") filed with the Securities and Exchange Commission on the date hereof fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ James D. Wehr		/s/ Peter A. Hofmann	
Name:	James D. Wehr	Name:	Peter A. Hofmann
Title:	President	Title:	Senior Executive Vice President, Chief Financial Officer and Treasurer
Date:	August 13, 2012	Date:	August 13, 2012

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to PHL Variable Insurance Company and will be retained by PHL Variable Insurance Company and furnished to the Securities and Exchange Commission or its staff upon request.