

SPRINGLEAF FINANCE CORP
Form 424B3
November 25, 2014

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Registration No. 333-200408
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The information in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. A registration statement relating to the securities has been declared effective by the Securities and Exchange Commission. This preliminary prospectus supplement and the accompanying prospectus are neither offers to sell nor solicitations of offers to buy these securities in any jurisdiction where the offer or sale thereof is not permitted.

Subject to Completion, Dated November 25, 2014

PRELIMINARY PROSPECTUS SUPPLEMENT
(To Prospectus Dated November 20, 2014)

Springleaf Finance Corporation

\$500,000,000 % Senior Notes due 2019

We are offering \$500,000,000 million aggregate principal amount of % Senior Notes due 2019 (the "notes"). The notes will bear interest at a rate of % per annum. The notes will mature on , 2019. Interest will accrue on the notes from , 2014. Interest on the notes is payable on and of each year, commencing on , 2015.

The notes will be our general unsecured obligations and will rank equally in right of payment with all of our existing and future unsubordinated debt. The notes will be effectively junior to all of our existing and future secured debt to the extent of the value of the assets securing such debt, and structurally subordinated to any existing and future liabilities of our subsidiaries. The notes will be guaranteed by our indirect parent company, Springleaf Holdings, Inc., but the notes will not be guaranteed by any of our subsidiaries or any other party.

We have agreed to repurchase, concurrently with the closing of this offering, \$192.2 million aggregate principal amount of our 6.90% Medium Term Notes, Series J, due 2017 (the "2017 notes") from a beneficial holder of 2017 notes. The beneficial owner of 2017 notes has agreed to purchase in this offering \$200.5 million aggregate principal amount of notes offered hereby. See "Summary Repurchase Transaction." The closing of the offering made pursuant to this prospectus supplement is conditioned on the closing of the repurchase transaction, and the closing of the repurchase transaction is conditioned on the closing of the offering made pursuant to this prospectus supplement.

Investing in the notes involves risks. See "Risk Factors" beginning on page S-11 of this prospectus supplement and page 7 of the accompanying prospectus and those risk factors incorporated by reference into

this prospectus supplement and the accompanying prospectus and in the documents incorporated by reference in this prospectus supplement.

	Per Note	Note Total
Public offering price(1)	%	\$
Underwriting discount	%	\$
Proceeds, before expenses, to us	%	\$

(1) Plus accrued interest, if any, from _____, 2014, if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The notes will not be listed on any securities exchange.

We expect that beneficial interests in the notes will be credited in book-entry form through the facilities of The Depository Trust Company to the accounts of its participants on or about _____, 2014, which is the fifth business day following the date of pricing of the notes. See Underwriting Extended Settlement."

Joint Book-Running Managers

BofA Merrill Lynch

Citigroup

Co-managers

Barclays

Credit Suisse

, 2014

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus are part of a "shelf" registration statement that we filed with the Securities and Exchange Commission (the "SEC" or the "Commission"). Under this shelf registration process, we may sell the securities described in the accompanying prospectus at our discretion in one or more offerings. You should read (i) this prospectus supplement, (ii) the accompanying prospectus, (iii) any free writing prospectus prepared by or on behalf of us or to which we have referred you and (iv) the documents incorporated by reference herein and therein that are described in this prospectus supplement and the accompanying prospectus under the heading "Where You Can Find More Information."

You only should rely on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus prepared by or on behalf of us or to which we have referred you. Neither we nor the underwriters have authorized any person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. Neither we nor the underwriters are making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the accompanying prospectus or any other documents incorporated by reference in either is accurate only as of the stated date of each document in which the information is contained. After the stated date, our business, financial condition, results of operations and prospects may have changed.

This prospectus supplement and the accompanying prospectus summarize certain documents and other information to which we refer you for a more complete understanding of what we discuss in this prospectus supplement and the accompanying prospectus. In making an investment decision, you should rely on your own examination of our Company and the terms of this offering and the notes, including the merits and risks involved.

Neither we nor the underwriters are making any representation to any purchaser of the notes regarding the legality of the purchaser's investment in the notes. You should not consider any information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus to be legal, business or tax advice. You should consult your own attorney, business advisor and tax advisor for legal, business and tax advice regarding an investment in the notes.

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NON-GAAP FINANCIAL MEASURES

The SEC has adopted rules to regulate the use in filings with the Securities and Exchange Commission (the "SEC") and in public disclosures of "non-GAAP financial measures." These measures are derived on the basis of methodologies other than in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

We present pretax core earnings (loss), as described under "Summary Summary Consolidated Financial Data," as a non-GAAP financial measure in this prospectus supplement and accompanying prospectus. Pretax core earnings (loss) is a key performance measure used by management in evaluating the performance of our Core Consumer Operations. Pretax core earnings (loss) represents our income (loss) before provision for (benefit from) income taxes on a historical accounting basis, and excludes results of operations from our Real Estate segment and other non-core, non-originating legacy operations, restructuring expenses related to Consumer and Insurance segments, gains (losses) associated with accelerated long-term debt repayment and repurchases of long-term debt, and impact from change in accounting estimate. Pretax core earnings (loss) is a non-GAAP measure and should be considered in addition to, but not as a substitute for or superior to, operating income, net income, operating cash flow and other measures of financial performance prepared in accordance with U.S. GAAP. Under "Summary Summary Consolidated Financial Data" herein, we include a quantitative reconciliation from income (loss) before provision for (benefit from) income taxes on a historical accounting basis to pretax core earnings (loss).

We also present our segment financial information on a historical accounting basis (a non-GAAP measure using the same accounting basis that we employed prior to the Fortress Acquisition (as defined below)). This presentation provides us and other interested third parties a consistent basis to better understand our operating results. This presentation is not in accordance with, or a substitute for, U.S. GAAP and may be different from, or inconsistent with, non-GAAP financial measures used by other companies. See Note 22 of the Notes to Consolidated Financial Statements in SHI's Annual Report on Form 10-K for the year ended December 31, 2013, Note 16 of the Notes to Condensed Consolidated Financial Statements in SHI's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, Note 23 of the Notes to Consolidated Financial Statements in SFC's Annual Report on Form 10-K for the year ended December 31, 2013 and Note 16 of the Notes to Condensed Consolidated Financial Statements in SFC's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, which are incorporated by reference herein, for reconciliations of segment information on a historical accounting basis to consolidated financial statement amounts.

INDUSTRY AND MARKET DATA

We obtained the market and competitive position data used throughout this prospectus supplement and accompanying prospectus from our own research, surveys or studies conducted by third parties and industry or general publications. Industry publications and surveys generally state that they have obtained information from sources believed to be reliable, but do not guarantee the accuracy and completeness of such information. While we believe that each of these studies and publications is reliable, neither we nor the underwriters have independently verified such data and neither we nor the underwriters make any representation as to the accuracy of such information. Similarly, we believe our internal research is reliable, but it has not been verified by any independent sources.

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FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus and the documents incorporated by reference herein and therein contain or incorporate by reference certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 that reflect our current views with respect to, among other things, future events and financial performance. You can identify these forward-looking statements by the use of forward-looking words such as "outlook," "believes," "expects," "potential," "continues," "may," "will," "should," "could," "seeks," "approximately," "predicts," "intends," "plans," "estimates," "anticipates," "target," "projects," "contemplates" or the negative version of those words or other comparable words. Any forward-looking statements contained or incorporated by reference in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference herein and therein are based upon our historical performance and on our current plans, estimates and expectations in light of information currently available to us. Such forward-looking statements are subject to various risks and uncertainties and assumptions relating to our operations, financial results, financial condition, business, prospects, growth strategy and liquidity. Accordingly, there are or will be important factors that could cause our actual results to differ materially from those indicated in these statements. As set forth more fully under "Part I, Item 1A. Risk Factors" in SHI's most recent Annual Report on Form 10-K and SFC's most recent Annual Report on Form 10-K, which are incorporated by reference herein, factors that could have a material adverse effect on our operations and future prospects include, but are not limited to:

changes in general economic conditions, including the interest rate environment in which we conduct business and the financial markets through which we can access capital and also invest cash flows from our insurance segment;

levels of unemployment and personal bankruptcies;

natural or accidental events such as earthquakes, hurricanes, tornadoes, fires, or floods affecting our customers, collateral, or branches or other operating facilities;

war, acts of terrorism, riots, civil disruption, pandemics, or other events disrupting business or commerce;

the effect of future sales of our remaining portfolio of real estate loans and the transfer of servicing for these loans;

changes in the rate at which we can collect or potentially sell our finance receivables portfolio;

the effectiveness of our credit risk scoring models in assessing the risk of customer unwillingness or lack of capacity to repay;

changes in our ability to attract and retain employees or key executives to support our businesses;

changes in the competitive environment in which we operate, including the demand for our products, customer responsiveness to our distribution channels, and the strength and ability of our competitors to operate independently or to enter into business combinations that result in a more attractive range of customer products or provide greater financial resources;

shifts in collateral values, delinquencies, or credit losses;

changes in federal, state and local laws, regulations, or regulatory policies and practices, including the Dodd-Frank Wall Street Reform and Consumer Protection Act (which, among other things, established the Consumer Financial Protection Bureau, which has broad authority to regulate and examine financial institutions), that affect our ability to conduct

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business or the manner in which we conduct business, such as licensing requirements, pricing limitations or restrictions on the method of offering products, as well as changes that may result from increased regulatory scrutiny of the sub-prime lending industry;

potential liability relating to real estate and personal loans which we have sold or may sell in the future, or relating to securitized loans, if it is determined that there was a non-curable breach of a warranty made in connection with such transactions;

the costs and effects of any litigation or governmental inquiries or investigations involving us, particularly those that are determined adversely to us;

our continued ability to access the capital markets or the sufficiency of our current sources of funds to satisfy our cash flow requirements;

our ability to comply with our debt covenants;

our ability to generate sufficient cash to service all of our indebtedness;

our substantial indebtedness, which could prevent us from meeting our obligations under our debt instruments and limit our ability to react to changes in the economy or our industry, or our ability to incur additional borrowings;

the potential for downgrade of our debt by rating agencies, which would have a negative impact on our cost of, and access to, capital;

the impacts of our securitizations and borrowings;

our ability to maintain sufficient capital levels in our regulated and unregulated subsidiaries;

the material weakness that we have identified in our internal control over financial reporting; and

changes in accounting standards or tax policies and practices and the application of such new policies and practices to the manner in which we conduct business.

The forward-looking statements made or incorporated by reference in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference herein and therein relate only to events as of the date on which the statements are made. We do not undertake any obligation to publicly update or review any forward-looking statement except as required by law, whether as a result of new information, future developments or otherwise.

If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, our actual results may vary materially from what we may have expressed or implied by these forward-looking statements. We caution that you should not place undue reliance on any of our forward-looking statements. You should specifically consider the factors identified in this prospectus that could cause actual results to differ before making an investment decision to purchase our securities. Furthermore, new risks and uncertainties arise from time to time, and it is impossible for us to predict those events or how they may affect us.

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SUMMARY

This summary highlights the information contained elsewhere in or incorporated by reference in this prospectus supplement and the accompanying prospectus. Because this is only a summary, it does not contain all of the information that may be important to you. For a more complete understanding of this offering, we encourage you to read this entire prospectus supplement and the accompanying prospectus and the information incorporated by reference herein and therein, including the financial statements and the notes to those statements.

In this prospectus supplement, except as otherwise indicated or the context otherwise requires, references to "SFC" refers to Springleaf Finance Corporation; and references to "Springleaf," "we," "the Company," "our" and "us" refer to Springleaf Finance Corporation and its subsidiaries, whether directly or indirectly owned. Except as otherwise indicated or the context otherwise requires, "SFI" refers to Springleaf Finance, Inc. and its consolidated subsidiaries, including Springleaf Finance Corporation, and "SHI" refers to Springleaf Holdings, Inc. and its consolidated subsidiaries, including SFI and SFC.

We are a leading consumer finance company providing responsible loan products to customers through our branch network. We have a nearly 100-year track record of high quality origination, underwriting and servicing of personal loans, primarily to non-prime consumers. Our deep understanding of local markets and customers, together with our proprietary underwriting process and data analytics, allow us to price, manage and monitor risk effectively through changing economic conditions. With an experienced management team, a strong balance sheet, proven access to the capital markets and strong demand for consumer credit, we believe we are well positioned for future growth.

We staff each of our branch offices with local, well-trained personnel who have significant experience in the industry and with Springleaf. Our business model revolves around an effective origination, underwriting, and servicing process that leverages each branch office's local presence in these communities along with the personal relationships developed with our customers. Credit quality is also driven by our long-standing underwriting philosophy, which takes into account each prospective customer's household budget, and his or her willingness and capacity to repay the loan.

In connection with our personal loan business, our two insurance subsidiaries offer our customers credit and non-credit insurance policies covering our customers and the property pledged as collateral for our personal loans.

As of September 30, 2014, we had \$6.4 billion of net finance receivables due from over 1.3 million customer accounts.

Our Corporate History and Corporate Information

In November 2010, an affiliate of Fortress Investment Group LLC ("Fortress") indirectly acquired (the "Fortress Acquisition") an 80% economic interest in SFI, a financial services holding company, from an affiliate of American International Group, Inc. ("AIG"). Following the Fortress Acquisition, AIG indirectly retained a 20% economic interest in SFI. All of the common stock of SFC is owned by SFI. Following a restructuring completed in connection with the initial public offering of SHI, all of the common stock of SFI is owned by SHI.

SFC was incorporated in Indiana in 1927 as successor to a business started in 1920. SFI was incorporated in Indiana in 1974. SHI was incorporated in Delaware in 2013. In October 2013, SHI completed an initial public offering of its common stock. As of the date of this prospectus, Springleaf Financial Holdings, LLC (the "Initial Stockholder") owns approximately 75.0% of SHI's common stock. The Initial Stockholder is owned primarily by a private equity fund managed by an affiliate of Fortress, a leading global investment manager that offers alternative and traditional investment products, and AIG Capital Corporation, a subsidiary of AIG.

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Our executive offices are located at 601 N.W. Second Street, Evansville, Indiana 47708, and our telephone number is (812) 424-8031. Our website address is *www.Springleaf.com*. The information on our website is not a part of this prospectus supplement or the accompanying prospectus.

Repurchase Transaction

We have agreed to repurchase, concurrently with the closing of this offering, \$192.2 million aggregate principal amount of 2017 notes from a beneficial owner of 2017 notes. The beneficial owner of 2017 notes has agreed to purchase in this offering \$200.5 million aggregate principal amount of the notes offered hereby. The closing of the offering made pursuant to this prospectus supplement is conditioned on the concurrent closing of the repurchase transaction, and the closing of the repurchase transaction is conditioned on the concurrent closing of the offering made pursuant to this prospectus supplement.

Potential Acquisitions

We regularly consider strategic acquisitions and have been involved in transactions of various magnitudes involving a variety of forms of consideration and financing. Currently, we are evaluating a number of strategic acquisition opportunities, including one opportunity we are currently pursuing which, if consummated, would be the most significant acquisition transaction undertaken by the Company to date. Affiliates of the underwriters may provide advisory services to us or the sellers in connection with any such acquisition and may provide financing for any such acquisition. The purchase price for possible acquisitions could be financed through debt securities (which may be secured), bank borrowings, securitizations, the issuance of equity and/or a combination thereof, the effect of which may adversely affect the trading value of the notes offered hereby. We cannot predict if any such acquisitions will be consummated, the timing of any such acquisitions or, if consummated, whether they will result in a financial or other benefit to the Company. See the discussion under the heading "Risk Factors" There are risks associated with the acquisition of large loan portfolios, such as the SpringCastle Portfolio, including the possibility of increased delinquencies and losses, difficulties with integrating the loans into our servicing platform and disruption to our ongoing business, which could have a material adverse effect on our results of operations, financial condition and liquidity" in our Annual Report on Form 10-K for the year ended December 31, 2013 filed with the SEC for additional information.

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The summary below describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The following is not intended to be complete. You should carefully review the "Description of the Notes" section of this prospectus supplement, which contains a more detailed description of the terms and conditions of the notes.

Issuer	Springleaf Finance Corporation, an Indiana corporation (the "Issuer").
Notes to be Issued	\$500,000,000 million aggregate principal amount of % senior notes due , 2019.
Maturity	The notes will mature on , 2019.
Interest Rate	The notes will bear interest at the rate of % per annum, payable semi-annually in arrears on and of each year, commencing , 2015.
Interest Payment Dates	Each and beginning on , 2015. Interest will accrue from the issue date of the notes.
Ranking	The notes will be SFC's senior unsecured obligations and will rank equally in right of payment with all of SFC's other existing and future unsubordinated indebtedness from time to time outstanding. The notes will not be guaranteed by any of SFC's subsidiaries. The notes will be effectively subordinated to all of SFC's secured obligations to the extent of the value of the assets securing such obligations and structurally subordinated to any existing and future obligations of SFC's subsidiaries with respect to claims against the assets of such subsidiaries. As of September 30, 2014, after giving effect to the offering of the notes and the repurchase transaction, SFC's subsidiaries would have had approximately \$3.8 billion of liabilities (including securitizations, but excluding payables and other obligations to SFC of approximately \$2.4 billion) to which the notes would have been structurally subordinated. As of September 30, 2014, after giving effect to the offering of the notes and the repurchase transaction, the aggregate amount of unsubordinated indebtedness outstanding with which the notes will rank equally would have been approximately \$4.4 billion.
Optional Redemption	The notes may be redeemed at any time and from time to time, in whole or in part, at our option, at a "make-whole" redemption price, as described in this prospectus supplement under the caption "Description of the Notes Optional Redemption."
Guarantee	The payment of principal of, and premium and interest on, the notes will be fully and unconditionally guaranteed on an unsecured basis by SHI, our indirect parent company. See "Description of the Notes Guarantee."

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Certain Covenants	<p>The notes contain certain restrictions, including a limitation that restricts SFC's ability and the ability of SFC's subsidiaries to incur liens on certain assets. See "Description of the Notes Limitations on Liens."</p> <p>The notes also restrict our ability to merge with or into, or sell or convey all or substantially all of our assets to, any other corporation or entity. See "Description of the Notes Merger and Consolidation."</p>
Concurrent Offering of the Notes and Repurchase Transaction	<p>The closing of the offering made pursuant to this prospectus supplement is conditioned on the closing of the repurchase transaction, and the closing of the repurchase transaction is conditioned on the closing of the offering made pursuant to this prospectus supplement.</p>
Use of Proceeds	<p>We intend to use a portion of the net proceeds from this offering to repurchase \$192.2 million principal amount of our 2017 notes at a premium to principal amount from a beneficial owner of the 2017 notes who has agreed to purchase notes in this offering. We intend to use the remainder of the net proceeds for general corporate purposes, which may include further debt repurchases and possible acquisitions. See "Summary of Repurchase Transaction" and "Use of Proceeds."</p>
Governing Law	<p>The indenture and the notes will be governed by, and construed in accordance with, the laws of the State of New York.</p>
No Prior Market	<p>The notes will be new securities for which there is no market. Although the underwriters have informed us that they intend to make a market in the notes, they are not obligated to do so and may discontinue market-making at any time without notice. Accordingly, a liquid market for the notes may not develop or be maintained.</p>
Risk Factors	<p>You should carefully consider the information set forth herein under "Risk Factors" and in the section entitled "Risk Factors" in the most recent Annual Report on Form 10-K and subsequently filed Quarterly Reports on Form 10-Q filed by each of SHI and SFC and the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus in deciding whether to purchase the notes.</p>

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The summary consolidated statement of operations data for the years ended December 31, 2011, 2012 and 2013 and the summary consolidated balance sheet data as of December 31, 2011, 2012 and 2013 have been derived from SHI's audited financial statements incorporated by reference into this prospectus supplement and the accompanying prospectus. The condensed consolidated statement of operations data for the nine months ended September 30, 2014 and 2013 and the condensed consolidated balance sheet data as of September 30, 2014 have been derived from SHI's unaudited financial statements incorporated by reference into this prospectus supplement.

The unaudited financial statements have been prepared on the same basis as the audited financial statements and, in the opinion of SHI's management, include all adjustments necessary for a fair presentation of the information set forth herein. Operating results for the nine months ended September 30, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014 or for any future period. The summary financial data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and SHI's audited and unaudited consolidated financial statements and related notes in SHI's Annual Report on Form 10-K for the year ended December 31, 2013, SHI's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and SFC's audited and unaudited consolidated financial statements and related notes in SFC's Annual Report on Form 10-K for the year ended December 31, 2013 and SFC's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, each of which is incorporated by reference herein.

(dollars in thousands, except earnings (loss) per share)	Nine Months Ended September 30,		Years Ended December 31,		
	2014	2013 Revised	2013	2012 Revised	2011 Revised
Consolidated Statements of Operations Data:					
Interest income	\$ 1,568,511	\$ 1,577,561	\$ 2,154,078	\$ 1,714,813	\$ 1,871,229
Interest expense	576,863	700,868	919,749	1,075,205	1,284,773
Provision for finance receivable losses	379,196	339,061	527,661	341,578	329,675
Other revenues	858,713	114,672	153,060	97,343	141,505
Other expenses	528,566	613,949	782,171	700,741	758,424
Income (loss) before provision for (benefit from) income taxes	942,599	38,355	77,557	(305,368)	(360,138)
Net income (loss)	633,005	40,353	93,742	(217,697)	(241,733)
Net income attributable to non-controlling interests	81,542	86,383	113,043		
Net income (loss) attributable to Springleaf Holdings, Inc.	551,463	(46,030)	(19,301)	(217,697)	(241,733)
Earnings (loss) per share of Springleaf Holdings, Inc.:					
Basic	\$ 4.80	\$ (0.46)	\$ (0.19)	\$ (2.18)	\$ (2.42)
Diluted	4.79	(0.46)	(0.19)	(2.18)	(2.42)

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(dollars in thousands)	At or for the Nine Months Ended September 30,		At or for the Years Ended December 31,		
	2014	2013 Revised	2013	2012 Revised	2011 Revised
Consolidated Balance Sheet Data:					
Net finance receivables, less allowance for finance receivable losses	\$ 6,238,917	\$ 13,725,541	\$ 13,424,988	\$ 11,627,339	\$ 13,087,563
Total assets	11,262,818	16,517,498	15,402,686	14,666,620	15,510,806
Long-term debt*	7,858,037	14,116,936	12,769,036	12,620,853	13,087,649
Total liabilities	8,752,700	14,940,171	13,516,058	13,485,698	14,165,867
Springleaf Holdings, Inc. shareholders' equity	2,101,767	1,257,379	1,540,020	1,180,922	1,344,939
Non-controlling interests	408,351	319,948	346,608		
Total shareholders' equity	2,510,118	1,577,327	1,886,628	1,180,922	1,344,939
Other Operating Data:					
Ratio of earnings to fixed charges	2.61	1.05	1.08	N/A(a)	N/A(a)
Historical Accounting Basis Data(b):					
Income (loss) before provision for (benefit from) income taxes	\$ 422,302	\$ 57,325	\$ 95,060	\$ (46,449)	\$ (94,301)
Pretax core earnings	\$ 274,846	\$ 237,573	\$ 314,419	\$ 89,953	\$ 41,966

(a) Earnings did not cover total fixed charges by \$305.4 million in 2012 and \$360.1 million in 2011.

(b) The historical accounting basis uses the same accounting basis that we employed prior to the Fortress Acquisition, which is a basis of accounting other than U.S. GAAP.

* Long-term debt is comprised of the following:

December 31,