

SECURITY NATIONAL FINANCIAL CORP

Form 10-Q

May 15, 2013

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

FORM 10-Q

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

For the quarter ended March 31, 2013, 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: 000-09341

SECURITY NATIONAL FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

UTAH

(State or other jurisdiction of incorporation or  
organization)

87-0345941

(I.R.S. Employer Identification No.)

5300 South 360 West, Suite 250 Salt Lake City, Utah  
(Address of principal executive office)

84123  
(Zip Code)

(801) 264-1060

(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 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

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

Yes ☒ No ☐

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

Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

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Class A Common Stock, \$2.00 par value  
Title of Class

10,978,651  
Number of Shares Outstanding as of May 14, 2013

Class C Common Stock, \$.20 par value  
Title of Class

11,841,380  
Number of Shares Outstanding as of May 14, 2013

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

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☒

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SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
FORM 10-Q

QUARTER ENDED MARCH 31, 2013

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SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(Unaudited)

	March 31 2013	December 31 2012
Assets		
Investments:		
Fixed maturity securities, held to maturity, at amortized cost	\$ 136,877,427	\$ 129,449,410
Equity securities, available for sale, at estimated fair value	4,956,549	5,405,112
Mortgage loans on real estate and construction loans, held for investment net of allowances for losses of \$4,250,242 and \$4,239,861 for 2013 and 2012	80,033,044	84,462,205
Real estate held for investment, net of accumulated depreciation of \$7,918,236 and \$7,441,418 for 2013 and 2012	65,314,147	64,254,030
Policy and other loans, net of allowances for doubtful accounts of \$542,818 and \$505,030 for 2013 and 2012	20,006,527	20,188,516
Short-term investments	20,649,723	40,925,390
Accrued investment income	2,559,070	2,393,941
Total investments	330,396,487	347,078,604
Cash and cash equivalents	58,495,144	38,906,115
Mortgage loans sold to investors	96,757,120	94,597,969
Receivables, net	13,493,008	16,559,277
Restricted assets of cemeteries and mortuaries	4,041,916	3,955,127
Cemetery perpetual care trust investments	2,177,270	2,090,111
Receivable from reinsurers	14,642,846	14,529,144
Cemetery land and improvements	11,072,545	11,079,755
Deferred policy and pre-need contract acquisition costs	40,776,674	39,913,465
Mortgage servicing rights, net	3,452,421	2,797,470
Property and equipment, net	11,470,249	11,033,957
Value of business acquired	9,465,620	9,829,082
Goodwill	677,039	677,039
Other	4,252,885	4,169,508
Total Assets	\$ 601,171,224	\$ 597,216,623

See accompanying notes to condensed consolidated financial statements.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS (Continued)  
(Unaudited)

	March 31 2013	December 31 2012
Liabilities and Stockholders' Equity		
Liabilities		
Future life, annuity, and other benefits	\$440,717,810	\$438,003,813
Unearned premium reserve	5,323,415	5,383,800
Bank and other loans payable	11,491,183	11,910,343
Deferred pre-need cemetery and mortuary contract revenues	13,358,713	13,412,339
Cemetery perpetual care obligation	3,162,106	3,153,001
Accounts payable	2,466,909	2,715,834
Other liabilities and accrued expenses	25,621,792	24,902,086
Income taxes	17,205,937	17,923,298
Total liabilities	519,347,865	517,404,514
Stockholders' Equity		
Common Stock:		
Class A: common stock - \$2.00 par value; 20,000,000 shares authorized; issued 10,946,588 shares in 2013 and 10,843,576 shares in 2012	21,893,176	21,687,152
Class B: non-voting common stock - \$1.00 par value; 5,000,000 shares authorized; none issued or outstanding	-	-
Class C: convertible common stock - \$0.20 par value; 15,000,000 shares authorized; issued 11,398,388 shares in 2013 and 10,974,101 in 2012	2,279,678	2,194,820
Additional paid-in capital	21,304,941	21,262,140
Accumulated other comprehensive income, net of taxes	1,558,933	1,934,359
Retained earnings	37,147,338	35,114,072
Treasury stock at cost - 1,089,554 Class A shares in 2013 and 1,097,416 Class A shares in 2012	(2,360,707 )	(2,380,434 )
Total stockholders' equity	81,823,359	79,812,109
Total Liabilities and Stockholders' Equity	\$601,171,224	\$597,216,623

See accompanying notes to condensed consolidated financial statements.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS  
(Unaudited)

	Three Months Ended March 31	
	2013	2012
Revenues:		
Insurance premiums and other considerations	\$12,421,543	\$12,587,788
Net investment income	5,085,999	6,054,047
Net mortuary and cemetery sales	2,877,523	2,874,949
Realized gains on investments and other assets	842,578	171,060
Other than temporary impairments on investments	(30,000 )	(45,000 )
Mortgage fee income	33,177,899	25,490,584
Other	476,692	189,795
Total revenues	54,852,234	47,323,223
Benefits and expenses:		
Death benefits	6,756,419	5,186,299
Surrenders and other policy benefits	750,249	838,740
Increase in future policy benefits	4,551,741	6,150,147
Amortization of deferred policy and pre-need acquisition costs and value of business acquired	1,493,905	1,412,229
Selling, general and administrative expenses:		
Commissions	17,570,585	14,885,790
Salaries	8,178,698	6,512,843
Provision for loan losses and loss reserve	552,289	402,474
Costs related to funding mortgage loans	1,607,235	1,360,304
Other	8,856,600	6,998,890
Interest expense	807,276	768,744
Cost of goods and services sold-mortuaries and cemeteries	499,614	478,171
Total benefits and expenses	51,624,611	44,994,631
Earnings before income taxes	3,227,623	2,328,592
Income tax expense	(1,194,357 )	(666,409 )
Net earnings	\$2,033,266	\$1,662,183
Net earnings per Class A Equivalent common share (1)	\$0.19	\$0.17
Net earnings per Class A Equivalent common share-assuming dilution (1)	\$0.17	\$0.16
Weighted-average Class A equivalent common share outstanding (1)	10,935,713	10,014,795
Weighted-average Class A equivalent common shares outstanding-assuming dilution (1)	11,930,897	10,110,295

(1) Net earnings per share amounts have been adjusted retroactively for the effect of annual stock dividends. The weighted-average shares outstanding includes the weighted-average Class A common shares and the weighted-average Class C common shares determined on an equivalent Class A common share basis. Net earnings per common share represent net earnings per equivalent Class A common share. Net earnings per Class C common share is equal to one-tenth (1/10) of such amount.

See accompanying notes to condensed consolidated financial statements.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(Unaudited)

	Three Months Ended March 31	
	2013	2012
Net earnings	\$2,033,266	\$1,662,183
Other comprehensive income:		
Net unrealized gains (losses) on derivative instruments	(578,647 )	650,093
Net unrealized gains on available for sale securities	203,221	329,837
Other comprehensive income (loss)	(375,426 )	979,930
Comprehensive income	\$1,657,840	\$2,642,113

See accompanying notes to condensed consolidated financial statements.



SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
(Unaudited)

	Class A Common Stock	Class C Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Treasury Stock	Total
Balance at December 31, 2011	\$ 19,277,596	\$ 2,027,195	\$ 19,487,565	\$ 654,443	\$ 22,546,623	\$(2,762,835)	\$ 61,230,587
Net earnings	-	-	-	-	1,662,183	-	1,662,183
Other comprehensive income	-	-	-	979,930	-	-	979,930
Grant of stock options	-	-	47,218	-	-	-	47,218
Sale of treasury stock	-	-	(41,121 )	-	-	96,635	55,514
Balance at March 31, 2012	\$ 19,277,596	\$ 2,027,195	\$ 19,493,662	\$ 1,634,373	\$ 24,208,806	\$(2,666,200)	\$ 63,975,432
Balance at December 31, 2012	\$ 21,687,152	\$ 2,194,820	\$ 21,262,140	\$ 1,934,359	\$ 35,114,072	\$(2,380,434)	\$ 79,812,109
Net earnings	-	-	-	-	2,033,266	-	2,033,266
Other comprehensive loss	-	-	-	(375,426 )	-	-	(375,426 )
Grant of stock options	-	-	52,969	-	-	-	52,969
Exercise of stock options	204,206	86,677	(74,155 )	-	-	-	216,728
Sale of treasury stock	-	-	63,986	-	-	19,727	83,713
Conversion Class C to Class A	1,818	(1,819 )	1	-	-	-	-
Balance at March 31, 2013	\$ 21,893,176	\$ 2,279,678	\$ 21,304,941	\$ 1,558,933	\$ 37,147,338	\$(2,360,707)	\$ 81,823,359

See accompanying notes to condensed consolidated financial statements.



SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

	Three Months Ended March 31	
	2013	2012
Cash flows from operating activities:		
Net cash provided by operating activities	\$5,449,312	\$25,192,747
Cash flows from investing activities:		
Securities held to maturity:		
Purchase-fixed maturity securities	(9,919,352 )	(4,573,813 )
Calls and maturities - fixed maturity securities	2,406,652	1,406,357
Securities available for sale:		
Purchase - equity securities	(425,877 )	(202,883 )
Sales - equity securities	1,252,757	1,262,645
Purchase of short-term investments	(10,206,512)	(3,416,721 )
Sales of short-term investments	30,482,179	5,135,398
Purchase of restricted assets	(56,243 )	(241,247 )
Changes in assets for perpetual care trusts	(54,533 )	(68,720 )
Amount received for perpetual care trusts	9,105	31,189
Mortgage, policy, and other loans made	(27,324,342)	(29,559,249)
Payments received for mortgage, policy and other loans	30,188,402	29,240,276
Purchase of property and equipment	(810,223 )	(635,862 )
Disposal of property and equipment	-	14,768
Purchase of real estate	(30,317 )	(53,910 )
Sale of real estate	757,150	251,720
Net cash provided by (used in) investing activities	16,268,846	(1,410,052 )
Cash flows from financing activities:		
Annuity contract receipts	2,189,717	2,194,651
Annuity contract withdrawals	(4,125,531 )	(3,591,348 )
Proceeds from stock options exercised	216,728	-
Repayment of bank loans on notes and contracts	(535,814 )	(396,815 )
Proceeds from borrowing on bank loans	4,733,975	-
Change in line of credit borrowings	(4,608,204 )	(4,400,000 )
Net cash used in financing activities	(2,129,129 )	(6,193,512 )
Net change in cash and cash equivalents	19,589,029	17,589,183
Cash and cash equivalents at beginning of period	38,906,115	17,083,604
Cash and cash equivalents at end of period	\$58,495,144	\$34,672,787
Non Cash Investing and Financing Activities		

Mortgage loans foreclosed into real estate	\$1,747,802	\$9,021,747
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See accompanying notes to condensed consolidated financial statements.

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
March 31, 2013 (Unaudited)

1) Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Articles 8 and 10 of Regulation S-X. Accordingly, they do not include all of the information and disclosures required by accounting principles generally accepted in the United States of America for complete financial statements. These financial statements should be read in conjunction with the consolidated financial statements of the Company and notes thereto for the year ended December 31, 2012, included in the Company's Annual Report on Form 10-K (file number 000-09341). In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013.

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

The estimates susceptible to significant change are those used in determining the liability for future policy benefits and claims, those used in determining valuation allowances for mortgage loans on real estate and construction loans held for investment, those used in determining loan loss reserve, and those used in determining the estimated future costs for pre-need sales. Although some variability is inherent in these estimates, management believes the amounts provided are fairly stated in all material respects.

Certain 2012 amounts have been reclassified to bring them into conformity with the 2013 presentation.

2) Recent Accounting Pronouncements

Disclosures about Offsetting Assets and Liabilities – In December 2011, the Financial Accounting Standards Board ("FASB") issued authoritative guidance related to balance sheet offsetting. The new guidance requires disclosures about assets and liabilities that are offset or have the potential to be offset. These disclosures are intended to address differences in the asset and liability offsetting requirements under U.S. GAAP and International Financial Reporting Standards ("IFRS"). This new guidance will be effective for the Company for interim and annual reporting periods beginning January 1, 2013, with retrospective application required. The adoption of this guidance did not have a material impact on the Company's results of operations or financial position.

Presentation of Comprehensive Income - On February 5, 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-02 "Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income" ("ASU 2013-02"), which requires an entity to report, either on the face of the statement where net income is presented or in the notes, the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income if the amount being reclassified is required under U.S. GAAP to be reclassified in its entirety to net income. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference other disclosures required under U.S. GAAP that provide additional detail about those amounts. The guidance in ASU 2013-02 is effective prospectively for fiscal years, and interim periods within those years, beginning

after December 15, 2012. The adoption of this guidance did not have a material impact on the Company's results of operations or financial position.

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
March 31, 2013 (Unaudited)

3) Investments

The Company's investments in fixed maturity securities held to maturity and equity securities available for sale as of March 31, 2013 are summarized as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
March 31, 2013:				
Fixed maturity securities held to maturity carried at amortized cost:				
Bonds:				
U.S. Treasury securities and obligations of U.S. Government agencies	\$ 2,598,089	\$ 486,779	\$ -	\$ 3,084,868
Obligations of states and political subdivisions	2,134,029	295,921	(7,398 )	2,422,552
Corporate securities including public utilities	126,954,323	16,812,155	(527,918)	143,238,560
Mortgage-backed securities	4,430,908	335,923	(11,467 )	4,755,364
Redeemable preferred stock	760,078	51,516	-	811,594
Total fixed maturity securities held to maturity	\$ 136,877,427	\$ 17,982,294	\$ (546,783)	\$ 154,312,938

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
March 31, 2013 (Unaudited)

## 3) Investments (Continued)

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
March 31, 2013:				
Equity securities available for sale at estimated fair value:				
Common stock:				
Industrial, miscellaneous and all other	\$ 5,373,763	\$ 354,215	\$ (771,429)	\$ 4,956,549
Total equity securities available for sale at estimated fair value	\$ 5,373,763	\$ 354,215	\$ (771,429)	\$ 4,956,549
Mortgage loans on real estate and construction loans held for investment at amortized cost:				
Residential	\$ 49,359,697			
Residential construction	1,196,029			
Commercial	33,727,560			
Less: Allowance for loan losses	(4,250,242 )			
Total mortgage loans on real estate and construction loans held for investment	\$ 80,033,044			
Real estate held for investment - net of depreciation	\$ 3,494,107			
Other real estate owned held for investment - net of depreciation	61,820,040			
Other real estate owned held for sale	-			
Total real estate	\$ 65,314,147			
Policy and other loans at amortized cost - net of allowance for doubtful	\$ 20,006,527			



accounts

Short-term investments at  
amortized cost                      \$    20,649,723

During the first quarter 2013, the Company reclassified its Other real estate owned held for sale to Other real estate owned held for investment. The properties are now being depreciated and are held as rental properties and are not listed for sale.

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
March 31, 2013 (Unaudited)

## 3) Investments (Continued)

The Company's investments in fixed maturity securities held to maturity and equity securities available for sale as of December 31, 2012 are summarized as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
December 31, 2012:				
Fixed maturity securities held to maturity carried at amortized cost:				
Bonds:				
U.S. Treasury securities and obligations of U.S. Government agencies	\$ 2,602,589	\$ 514,572	\$ -	\$ 3,117,161
Obligations of states and political subdivisions	2,040,277	285,241	(3,982 )	2,321,536
Corporate securities including public utilities	118,285,147	16,230,468	(607,322)	133,908,293
Mortgage-backed securities	5,010,519	327,871	(76,056 )	5,262,334
Redeemable preferred stock	1,510,878	98,087	(1,200 )	1,607,765
Total fixed maturity securities held to maturity	\$ 129,449,410	\$ 17,456,239	\$ (688,560)	\$ 146,217,089

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
March 31, 2013 (Unaudited)

## 3) Investments (Continued)

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
December 31, 2012:				
Equity securities available for sale at estimated fair value:				
Non-redeemable preferred stock	\$ 20,281	\$ -	\$ (1,486 )	\$ 18,795
Common stock:				
Industrial, miscellaneous and all other	6,047,474	309,752	(970,909)	5,386,317
Total equity securities available for sale at estimated fair value	\$ 6,067,755	\$ 309,752	\$ (972,395)	\$ 5,405,112
Mortgage loans on real estate and construction loans held for investment at amortized cost:				
Residential	\$ 50,584,923			
Residential construction	3,161,112			
Commercial	34,956,031			
Less: Allowance for loan losses	(4,239,861 )			
Total mortgage loans on real estate and construction loans held for investment	\$ 84,462,205			
Real estate held for investment - net of depreciation	\$ 3,543,751			
Other real estate owned held for investment - net of depreciation	55,027,669			
Other real estate owned held for sale	5,682,610			
Total real estate	\$ 64,254,030			

Policy and other loans at  
amortized cost - net of  
allowance for doubtful  
accounts

\$ 20,188,516

Short-term investments at  
amortized cost

\$ 40,925,390

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
March 31, 2013 (Unaudited)

## 3) Investments (Continued)

## Fixed Maturity Securities

The following tables summarize unrealized losses on fixed maturity securities, which are carried at amortized cost, at March 31, 2013 and December 31, 2012. The unrealized losses were primarily related to interest rate fluctuations. The tables set forth unrealized losses by duration and number of investment positions, together with the fair value of the related fixed maturity securities:

	Unrealized Losses for Less than Twelve Months	No. of Investment Positions	Unrealized Losses for More than Twelve Months	No. of Investment Positions	Total Unrealized Loss
At March 31, 2013					
Obligations of states and political subdivisions	\$ 5,022	1	\$ 2,376	1	\$ 7,398
Corporate securities including public utilities	119,319	27	408,599	6	527,918
Mortgage-backed securities	-	-	11,467	1	11,467
Total unrealized losses	\$ 124,341	28	\$ 422,442	8	\$ 546,783
Fair Value	\$ 6,754,332		\$ 2,505,475		\$ 9,259,807
At December 31, 2012					
Obligations of states and political subdivisions	\$ -	0	\$ 3,982	2	\$ 3,982
Corporate securities including public utilities	191,662	16	415,660	9	607,322
Mortgage-backed securities	-	0	76,056	3	76,056
Redeemable preferred stock	1,200	1	-	0	1,200
Total unrealized losses	\$ 192,862	17	\$ 495,698	14	\$ 688,560
Fair Value	\$ 4,609,268		\$ 3,972,091		\$ 8,581,359

As of March 31, 2013, the average market value of the related fixed maturities was 94.4% of amortized cost and the average market value was 92.6% of amortized cost as of December 31, 2012. During the three months ended March 31, 2013 and 2012 an other than temporary decline in fair value resulted in the recognition of credit losses on fixed maturity securities of \$30,000 and \$45,000, respectively.

On a quarterly basis, the Company reviews its available-for-sale fixed investment securities related to corporate securities and other public utilities, consisting of bonds and preferred stocks that are in a loss position. The review involves an analysis of the securities in relation to historical values, and projected earnings and revenue growth rates. Based on the analysis, a determination is made whether a security will likely recover from the loss position within a reasonable period of time. If it is unlikely that the investment will recover from the loss position, the loss is considered to be other than temporary, the security is written down to the impaired value and an impairment loss is recognized.

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
March 31, 2013 (Unaudited)

## 3) Investments (Continued)

## Equity Securities

The following tables summarize unrealized losses on equity securities that were carried at estimated fair value based on quoted trading prices at March 31, 2013 and December 31, 2012. The unrealized losses were primarily the result of decreases in fair value due to overall equity market declines. The tables set forth unrealized losses by duration and number of investment positions, together with the fair value of the related equity securities available-for-sale in a loss position:

	Unrealized Losses for Less than Twelve Months	No. of Investment Positions	Unrealized Losses for More than Twelve Months	No. of Investment Positions	Total Unrealized Losses
At March 31, 2013					
Industrial, miscellaneous and all other	\$ 91,222	22	\$ 680,207	43	\$ 771,429
Total unrealized losses	\$ 91,222	22	\$ 680,207	43	\$ 771,429
Fair Value	\$ 826,874		\$ 1,429,969		\$ 2,256,843
At December 31, 2012					
Non-redeemable preferred stock	\$ 686	1	\$ 800	1	\$ 1,486
Industrial, miscellaneous and all other	236,293	39	734,616	44	970,909
Total unrealized losses	\$ 236,979	40	\$ 735,416	45	\$ 972,395
Fair Value	\$ 1,422,436		\$ 1,493,538		\$ 2,915,974

As of March 31, 2013, the average market value of the equity securities available for sale was 74.5% of the original investment and the average market value was 75.0% of the original investment as of December 31, 2012. The intent of the Company is to retain equity securities for a period of time sufficient to allow for the recovery in fair value. However, the Company may sell equity securities during a period in which the fair value has declined below the amount of the original investment. In certain situations new factors, including changes in the business environment, can change the Company's previous intent to continue holding a security. During the three months ended March 31, 2013 and 2012, there was no other than temporary decline in fair value.

On a quarterly basis, the Company reviews its investment in industrial, miscellaneous and all other equity securities that are in a loss position. The review involves an analysis of the securities in relation to historical values, price earnings ratios, projected earnings and revenue growth rates. Based on the analysis a determination is made whether a security will likely recover from the loss position within a reasonable period of time. If it is unlikely that the investment will recover from the loss position, the loss is considered to be other than temporary, the security is written down to the impaired value and an impairment loss is recognized.

The fair values of fixed maturity securities are based on quoted market prices, when available. For fixed maturity securities not actively traded, fair values are estimated using values obtained from independent pricing services, or in the case of private placements, are estimated by discounting expected future cash flows using a current market value applicable to the coupon rate, credit and maturity of the investments. The fair values for equity securities are based on quoted market prices.

The amortized cost and estimated fair value of fixed maturity securities at March 31, 2013, by contractual maturity, are shown below. Expected maturities may differ from contractual maturities because certain borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.



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## 3) Investments (Continued)

	Amortized Cost	Estimated Fair Value
Held to Maturity:		
Due in 2013	\$ 1,703,989	\$ 1,744,859
Due in 2014 through 2017	20,964,972	23,065,578
Due in 2018 through 2022	44,938,154	51,439,135
Due after 2022	64,079,326	72,496,407
Mortgage-backed securities	4,430,908	4,755,364
Redeemable preferred stock	760,078	811,594
Total held to maturity	\$ 136,877,427	\$ 154,312,937

The amortized cost and estimated fair value of available for sale securities at March 31, 2013, by contractual maturity, are shown below. Expected maturities may differ from contractual maturities because certain borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Equities are valued using the specific identification method.

	Amortized Cost	Estimated Fair Value
Available for Sale:		
Due in 2013	\$ -	\$ -
Due in 2014 through 2017	-	-
Due in 2018 through 2022	-	-
Due after 2022	-	-
Non-redeemable preferred stock	-	-
Common stock	5,373,763	4,956,549
Total available for sale	\$ 5,373,763	\$ 4,956,549

The Company's realized gains and losses, other than temporary impairments from investments and other assets, are summarized as follows:

	Three Months Ended March 31 2013	2012
Fixed maturity securities held to maturity:		
Gross realized gains	\$ 12,892	\$ 7,605
Gross realized losses	(5,475 )	(334 )
Other than temporary impairments	(30,000 )	(45,000 )
Securities available for sale:		
Gross realized gains	133,956	137,208
Gross realized losses	(737 )	(5,705 )
Other than temporary impairments	-	-

Other assets:		
Gross realized gains	710,787	32,286
Gross realized losses	(8,845 )	-
Other than temporary impairments	-	-
Total	\$ 812,578	\$ 126,060

## SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES

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March 31, 2013 (Unaudited)

## 3) Investments (Continued)

The net carrying amount of held to maturity securities sold was \$505,976 and \$2,174,300 for the three months ended March 31, 2013 and the year ended December 31, 2012, respectively. The net realized gain related to these sales was \$1,524 and \$271,364 for the three months ended March 31, 2013 and the year ended December 31, 2012, respectively. Certain circumstances lead to these decisions to sell. In 2013 and 2012, the Company sold certain held to maturity bonds in gain positions to reduce its risk in certain industries or companies.

There were no investments, aggregated by issuer, in excess of 10% of shareholders' equity (before net unrealized gains and losses on available for sale securities) at March 31, 2013, other than investments issued or guaranteed by the United States Government.

Major categories of net investment income are as follows:

	Three Months Ended March 31	
	2013	2012
Fixed maturity securities	\$ 1,953,040	\$ 1,910,344
Equity securities	65,760	63,578
Mortgage loans on real estate	1,124,756	2,068,974
Real estate	1,079,129	1,096,164
Policy and other loans	203,135	228,327
Short-term investments, principally gains on sale of mortgage loans and other	2,207,594	2,041,340
Gross investment income	6,633,414	7,408,727
Investment expenses	(1,547,415)	(1,354,680)
Net investment income	\$ 5,085,999	\$ 6,054,047

Net investment income includes income earned by the restricted assets of the cemeteries and mortuaries of \$91,470 and \$82,752 for three months ended March 31, 2013 and 2012, respectively.

Net investment income on real estate consists primarily of rental revenue received under short-term leases.

Investment expenses consist primarily of depreciation, property taxes, operating expenses of real estate and an estimated portion of administrative expenses relating to investment activities.

Securities on deposit for regulatory authorities as required by law amounted to \$9,188,168 at March 31, 2013 and \$9,190,012 at December 31, 2012. The restricted securities are included in various assets under investments on the accompanying condensed consolidated balance sheets.

## Mortgage Loans

Mortgage loans consist of first and second mortgages. The mortgage loans bear interest at rates ranging from 2.0% to 10.5% per annum, maturity dates range from three months to 30 years and are secured by real estate. Concentrations of credit risk arise when a number of mortgage loan debtors have similar economic characteristics that would cause their ability to meet contractual obligations to be similarly affected by changes in economic conditions. Although the

Company has a diversified mortgage loan portfolio consisting of residential mortgages, commercial loans and residential construction loans and requires collateral on all real estate exposures, a substantial portion of its debtors' ability to honor obligations is reliant on the economic stability of the geographic region in which the debtors live or do business. At March 31, 2013, the Company had 25%, 18%, 13% and 12% of its mortgage loans from borrowers located in the states of Utah, California, Texas and Florida, respectively. The mortgage loans on real estate balances on the consolidated balance sheet are reflected net of an allowance for loan losses of \$4,250,242 and \$4,239,861 at March 31, 2013 and December 31, 2012, respectively.

The Company establishes a valuation allowance for credit losses in its portfolio.

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
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## 3) Investments (Continued)

The following is a summary of the allowance for loan losses as a contra-asset account for the periods presented:

Allowance for Credit Losses and Recorded Investment in Mortgage Loans

	Commercial	Residential	Residential Construction	Total
March 31, 2013				
Allowance for credit losses:				
Beginning balance -				
January 1, 2013	\$ -	\$ 4,193,674	\$ 46,187	\$ 4,239,861
Charge-offs	-	(52,657 )	-	(52,657 )
Provision	-	63,038	-	63,038
Ending balance				
-March 31, 2013	\$ -	\$ 4,204,055	\$ 46,187	\$ 4,250,242
Ending balance:				
individually evaluated for impairment	\$ -	\$ 651,752	\$ -	\$ 651,752
Ending balance:				
collectively evaluated for impairment	\$ -	\$ 3,552,303	\$ 46,187	\$ 3,598,490
Ending balance:				
loans acquired with deteriorated credit quality	\$ -	\$ -	\$ -	\$ -
Mortgage loans:				
Ending balance	\$ 33,727,560	\$ 49,359,697	\$ 1,196,029	\$ 84,283,286
Ending balance:				
individually evaluated for impairment	\$ -	\$ 3,628,251	\$ -	\$ 3,628,251
Ending balance:				
collectively evaluated for	\$ 33,727,560	\$ 45,731,446	\$ 1,196,029	\$ 80,655,035

## impairment

## Ending balance:

loans acquired with  
deteriorated credit  
quality

\$ - \$ - \$ - \$ -

December 31, 2012

Allowance for credit  
losses:

Beginning balance -

January 1, 2012 \$ - \$ 4,338,805 \$ 542,368 \$ 4,881,173

Charge-offs - (560,699 ) (514,442 ) (1,075,141 )

Provision - 415,568 18,261 433,829

Ending balance -

December 31, 2012 \$ - \$ 4,193,674 \$ 46,187 \$ 4,239,861

## Ending balance:

individually  
evaluated for  
impairment

\$ - \$ 692,199 \$ - \$ 692,199

## Ending balance:

collectively  
evaluated for  
impairment

\$ - \$ 3,501,475 \$ 46,187 \$ 3,547,662

## Ending balance:

loans acquired with  
deteriorated credit  
quality

\$ - \$ - \$ - \$ -

## Mortgage loans:

Ending balance \$ 34,956,031 \$ 50,584,923 \$ 3,161,112 \$ 88,702,066

## Ending balance:

individually  
evaluated for  
impairment

\$ - \$ 4,692,517 \$ 1,346,126 \$ 6,038,643

## Ending balance:

collectively  
evaluated for  
impairment

\$ 34,956,031 \$ 45,892,406 \$ 1,814,986 \$ 82,663,423

## Ending balance:

loans acquired with  
deteriorated credit  
quality

\$ - \$ - \$ - \$ -



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## 3) Investments (Continued)

The following is a summary of the aging of mortgage loans for the periods presented:

## Age Analysis of Past Due Mortgage Loans

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days (1)	In Foreclosure (1)	Total Past Due	Current	Total Mortgage Loans	Al
March 31, 2013								
Commercial	\$472,158	\$-	\$143,253	\$-	\$615,411	\$33,112,149	\$33,727,560	\$-
Residential	1,641,604	1,668,028	5,852,156	3,628,251	12,790,039	36,569,658	49,359,697	(4)
Residential Construction	-	-	288,468	-	288,468	907,561	1,196,029	(4)
Total	\$2,113,762	\$1,668,028	\$6,283,877	\$3,628,251	\$13,693,918	\$70,589,368	\$84,283,286	\$(4)
December 31, 2012								
Commercial	\$581,984	\$-	\$143,252	\$-	\$725,236	\$34,230,795	\$34,956,031	\$-
Residential	2,963,259	1,345,247	5,208,742	4,692,517	14,209,765	36,375,158	50,584,923	(4)
Residential Construction	-	-	288,468	1,346,126	1,634,594	1,526,518	3,161,112	(4)
Total	\$3,545,243	\$1,345,247	\$5,640,462	\$6,038,643	\$16,569,595	\$72,132,471	\$88,702,066	\$(4)

(1) Interest income is not recognized on loans past due greater than 90 days or in foreclosure.



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## 3) Investments (Continued)

## Impaired Mortgage Loans

Impaired mortgage loans include loans with a related specific valuation allowance or loans whose carrying amount has been reduced to the expected collectible amount because the impairment has been considered other than temporary. The recorded investment in and unpaid principal balance of impaired loans along with the related loan specific allowance for losses, if any, for each reporting period and the average recorded investment and interest income recognized during the time the loans were impaired were as follows:

Impaired Loans					
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
March 31, 2013					
With no related allowance recorded:					
Commercial	\$ 143,253	\$ 143,253	\$ -	\$ 143,253	\$ -
Residential	5,852,156	5,852,156	-	5,852,156	-
Residential construction	288,468	288,468	-	288,468	-
With an allowance recorded:					
Commercial	\$ -	\$ -	\$ -	\$ -	\$ -
Residential	3,628,251	3,628,251	651,752	3,628,251	-
Residential construction	-	-	-	-	-
Total:					
Commercial	\$ 143,253	\$ 143,253	\$ -	\$ 143,253	\$ -
Residential	9,480,407	9,480,407	651,752	9,480,407	-
Residential construction	288,468	288,468	-	288,468	-
December 31, 2012					
With no related allowance recorded:					
Commercial	\$ 143,252	\$ 143,252	\$ -	\$ 143,252	\$ -
Residential	5,208,742	5,208,742	-	5,208,742	-

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Residential construction	1,634,594	1,634,594	-	1,634,594	-
With an allowance recorded:					
Commercial	\$ -	\$ -	\$ -	\$ -	\$ -
Residential	4,692,517	4,692,517	692,199	4,692,517	-
Residential construction	-	-	-	-	-
Total:					
Commercial	\$ 143,252	\$ 143,252	\$ -	\$ 143,252	\$ -
Residential	9,901,259	9,901,259	692,199	9,901,259	-
Residential construction	1,634,594	1,634,594	-	1,634,594	-

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3) Investments (Continued)

Credit Risk Profile Based on Performance Status

The Company's mortgage loan portfolio is monitored based on performance of the loans. Monitoring a mortgage loan increases when the loan is delinquent or earlier if there is an indication of impairment. The Company defines non-performing mortgage loans as loans 90 days past due or on non-accrual status.

The Company's performing and non-performing mortgage loans were as follows:

Mortgage Loan Credit Exposure  
Credit Risk Profile Based on Payment Activity

	Commercial		Residential		Residential Construction		Total	
	March 31, 2013	December 31, 2012	March 31, 2013	December 31, 2012	March 31, 2013	December 31, 2012	March 31, 2013	December 31, 2012
Performing	\$33,584,307	\$34,812,779	\$39,879,290	\$40,683,664	\$907,561	\$1,526,518	\$74,371,158	\$77,022,9
Nonperforming	143,253	143,252	9,480,407	9,901,259	288,468	1,634,594	9,912,128	11,679,1
Total	\$33,727,560	\$34,956,031	\$49,359,697	\$50,584,923	\$1,196,029	\$3,161,112	\$84,283,286	\$88,702,0

Non-Accrual Mortgage Loans

Once a loan is past due 90 days, it is the Company's policy to end the accrual of interest income on the loan and write off any income that had been accrued. Interest not accrued on these loans totals \$1,706,000 and \$1,925,000 as of March 31, 2013 and December 31, 2012, respectively.

The following is a summary of mortgage loans on a nonaccrual status for the periods presented.

Mortgage Loans on Nonaccrual  
Status

	As of March 31 2013	As of December 31 2012
Commercial	\$ 143,253	\$ 143,252
Residential	9,480,407	9,901,259
Residential construction	288,468	1,634,594
Total	\$ 9,912,128	\$ 11,679,105

Loan Loss Reserve

When a repurchase demand is received from a third party investor, the relevant data is reviewed and captured so that an estimated future loss can be calculated. The key factors that are used in the estimated loss calculation are as

follows: (i) lien position, (ii) payment status, (iii) claim type, (iv) unpaid principal balance, (v) interest rate, and (vi) validity of the demand. Other data is captured and is useful for management purposes; the actual estimated loss is generally based on these key factors. The Company conducts its own review upon the receipt of a repurchase demand. In many instances, the Company is able to resolve the issues relating to the repurchase demand by the third party investor without having to make any payments to the investor.

The following is a summary of the loan loss reserve that is included in other liabilities and accrued expenses:

	As of March 31 2013	As of December 31 2012
Balance, beginning of period	\$ 6,035,295	\$ 2,337,875
Provisions for losses	536,819	4,053,051
Charge-offs	(342,067 )	(355,631 )
Balance, end of period	\$ 6,230,047	\$ 6,035,295

The Company believes the loan loss reserve represents probable loan losses incurred as of the balance sheet date. Existing conditions in the mortgage industry make it extremely difficult to determine with absolute certainty that the loan loss reserve is adequate for potential unknown claims that could be asserted by third party investors. Actual loan loss experience could change, in the near-term, from the established reserve based upon claims asserted by third party investors. If SecurityNational Mortgage is unable to negotiate acceptable terms with the third party investors, legal action may ensue in an effort to obtain amounts that the third party investors claim are allegedly due. In the event of legal action, if SecurityNational Mortgage is not successful in its defenses against claims asserted by these third party investors to the extent that a substantial judgment is entered against SecurityNational Mortgage which is beyond its capacity to pay, SecurityNational Mortgage may be required to curtail or cease operations.

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4) Stock-Based Compensation

The Company has four fixed option plans (the “1993 Plan,” the “2000 Plan”, the “2003 Plan” and the “2006 Plan”) Compensation expense for options issued of \$52,969 and \$47,218 has been recognized for these plans for the quarters ended March 31, 2013 and 2012, respectively.

Options to purchase 5,000 shares of the Company’s common stock were granted December 7, 2012. The fair value relating to stock-based compensation is \$15,920 and will be expensed as options become available to exercise at the rate of 25% at the end of each quarter over the twelve months ended December 7, 2013.

Options to purchase 342,000 shares of the Company’s common stock were granted April 13, 2012. The fair value relating to stock-based compensation is \$219,881 and will be expensed as options become available to exercise at the rate of 25% at the end of each quarter over the twelve months ended April 13, 2013.

Options to purchase 346,500 shares of the Company’s common stock were granted December 2, 2011. The fair value relating to stock-based compensation is \$205,175 and was expensed as options became available to exercise at the rate of 25% at the end of each quarter over the twelve months ended December 2, 2012.

The weighted-average fair value of each option granted in 2012 under the 2006 Plan, is estimated at \$3.18 for the December 7, 2012 options as of the grant date using the Black Scholes Option Pricing Model with the following weighted-average assumptions: dividend yield of 5%, volatility of 73.89%, risk-free interest rate of 0.70%, and an expected term of 5.31 years.

The weighted-average fair value of each option granted in 2012 under the 2003 Plan and the 2006 Plan, is estimated at \$0.66 for the April 13, 2012 options as of the grant date using the Black Scholes Option Pricing Model with the following weighted-average assumptions: dividend yield of 5%, volatility of 72.58%, risk-free interest rate of 1.04%, and an expected term of 5.32 years, respectively.

The Company generally estimates the expected life of the options based upon the contractual term of the options adjusted for actual experience. Future volatility is estimated based upon the a weighted historical volatility of the Company’s Class A common stock and three peer company stocks over a period equal to the estimated life of the options. Common stock issued upon exercise of stock options are generally new share issuances rather than from treasury shares.

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## 4) Stock Based Compensation (Continued)

A summary of the status of the Company's stock incentive plans as of March 31, 2013, and the changes during the three months ended March 31, 2013, is presented below:

	Number of Class A Shares	Weighted Average Exercise Price	Number of Class C Shares(1)	Weighted Average Exercise Price(1)
Outstanding at January 1, 2013	972,253	\$ 2.07	5,838,505	\$ 2.18
Granted	-	-	-	-
Exercised	(105,277 )	2.38	(690,510 )	1.33
Cancelled	(76,032 )	3.36	(638,138 )	3.33
Outstanding at March 31, 2013	790,944	\$ 1.90	4,509,857	\$ 2.15
As of March 31, 2013:				
Options Exercisable	724,224	\$ 1.90	4,509,857	\$ 2.15
Weighted average contractual term of options outstanding at March 31, 2013	4.87 years		2.55 years	
Weighted average contractual term of options exercisable at March 31, 2013	4.66 years		2.55 years	
Aggregated intrinsic value of options outstanding at March 31, 2013	\$ 4,175,255		\$ 2,270,018	
Aggregated intrinsic value of options exercisable at March 31, 2013	\$ 3,820,834		\$ 2,270,018	

(1) Class "C" shares are converted to Class "A" shares on a 10 to 1 ratio. The Weighted Average Exercise Price is based on Class A Common shares.

The total intrinsic value (which is the amount by which the fair value of the underlying stock exceeds the exercise price of an option on the exercise date) of stock options exercised during the three months ended March 31, 2013 and 2012 was \$1,027,181 and \$-0-, respectively.

5) Capital Stock

The Company has two classes of common stock with shares outstanding: Class A and Class C. Class C shares are convertible into Class A shares at any time on a ten to one ratio. The decrease in treasury stock was the result of treasury stock being used to fund the company's 401-K and Deferred Compensation Plans.

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## 6) Earnings Per Share

The basic and diluted earnings per share amounts were calculated as follows:

	Three Months Ended March 31	
	2013	2012
Numerator:		
Net earnings	\$ 2,033,266	\$ 1,662,183
Denominator:		
Basic weighted-average shares outstanding	10,935,713	10,014,795
Effect of dilutive securities:		
Employee stock options	995,184	95,500
Dilutive potential common shares	995,184	95,500
Diluted weighted-average shares outstanding	11,930,897	10,110,295
Basic net earnings per share	\$ 0.19	\$ 0.17
Diluted net earnings per share	\$ 0.17	\$ 0.16

Net earnings per share amounts have been adjusted for the effect of annual stock dividends. For the three months ended March 31, 2013 and 2012, there were -0- and 1,673,261 of anti-dilutive employee stock option shares, respectively, that were not included in the computation of diluted net loss per common share as their effect would be anti-dilutive.

## 7) Business Segments

## Description of Products and Services by Segment

The Company has three reportable business segments: life insurance, cemetery and mortuary, and mortgage. The Company's life insurance segment consists of life insurance premiums and operating expenses from the sale of insurance products sold by the Company's independent agency force and net investment income derived from investing policyholder and segment surplus funds. The Company's cemetery and mortuary segment consists of revenues and operating expenses from the sale of at-need cemetery and mortuary merchandise and services at its mortuaries and cemeteries, pre-need sales of cemetery spaces after collection of 10% or more of the purchase price and the net investment income from investing segment surplus funds. The Company's mortgage loan segment consists of loan originations fee income and expenses from the originations of residential and commercial mortgage loans and interest earned and interest expenses from warehousing pre-sold loans before the funds are received from financial institutional investors.

## Measurement of Segment Profit or Loss and Segment Assets

The accounting policies of the reportable segments are the same as those described in the Significant Accounting Principles of the form 10K for the year ended December 31, 2012. Intersegment revenues are recorded at cost plus an agreed upon intercompany profit, and are eliminated upon consolidation.





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## 7) Business Segments (Continued)

## Factors Management Used to Identify the Enterprise's Reportable Segments

The Company's reportable segments are business units that offer different products and are managed separately due to the different products and the need to report to the various regulatory jurisdictions.

	Life Insurance	Cemetery/ Mortuary	Mortgage	Reconciling Items	Consolidated
For the Three Months Ended March 31, 2013					
Revenues from external customers	\$ 17,243,892	\$ 2,980,031	\$ 34,628,311	\$ -	\$ 54,852,234
Intersegment revenues	2,587,833	358,490	57,162	(3,003,485 )	-
Segment profit before income taxes	814,331	76,765	2,336,527	-	3,227,623
Identifiable Assets	559,158,299	112,258,461	55,573,503	(125,819,039)	601,171,224
Goodwill	391,848	285,191	-	-	677,039
For the Three Months Ended March 31, 2012					
Revenues from external customers	\$ 17,627,349	\$ 2,959,640	\$ 26,736,234	\$ -	\$ 47,323,223
Intersegment revenues	2,079,099	376,993	75,407	(2,531,499 )	-
Segment profit before income taxes	837,564	226,555	1,264,473	-	2,328,592
Identifiable Assets	500,893,911	112,061,353	31,680,160	(119,825,702)	524,809,722
Goodwill	391,848	285,191	-	-	677,039



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8) Fair Value of Financial Instruments

Generally accepted accounting principles (GAAP) defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. GAAP also specifies a fair value hierarchy based upon the observability of inputs used in valuation techniques. Observable inputs (highest level) reflect market data obtained from independent sources, while unobservable inputs (lowest level) reflect internally developed market assumptions. Fair value measurements are classified under the following hierarchy:

Level 1: Financial assets and financial liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that we can access.

Level 2: Financial assets and financial liabilities whose values are based on the following:

- a) Quoted prices for similar assets or liabilities in active markets;
- b) Quoted prices for identical or similar assets or liabilities in non-active markets; or
- c) Valuation models whose inputs are observable, directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Financial assets and financial liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs may reflect our estimates of the assumptions that market participants would use in valuing the financial assets and financial liabilities.

The Company utilizes a combination of third party valuation service providers, brokers, and internal valuation models to determine fair value.

The following methods and assumptions were used by the Company in estimating the fair value disclosures related to other significant financial instruments:

The items shown under Level 1 and Level 2 are valued as follows:

Securities Available-for-sale and Held-to-Maturity: The fair values of investments in fixed maturity and equity securities along with methods used to estimate such values are disclosed in Note 3.

Restricted Assets of the Cemeteries and Mortuaries: A portion of these assets include mutual funds and equity securities that have quoted market prices. Also included are cash and cash equivalents and participations in mortgage loans. The carrying amounts reported in the accompanying consolidated balance sheet for these financial instruments approximate their fair values.

Cemetery Perpetual Care Trust Investments: A portion of these assets include equity securities that have quoted market prices. Also included are cash and cash equivalents. The carrying amounts reported in the accompanying consolidated balance sheet for these financial instruments approximate their fair values.

Call Options: The fair values along with methods used to estimate such values are disclosed in Note 3.

The items shown under Level 3 are valued as follows:

Investment-Type Insurance Contracts: Future policy benefit reserves for interest-sensitive insurance products are computed under a retrospective deposit method and represent policy account balances before applicable surrender charges. Policy benefits and claims that are charged to expense include benefit claims incurred in the period in excess of related policy account balances. Interest crediting rates for interest-sensitive insurance products ranged from 4% to 6.5%. The fair values for the Company's liabilities under investment-type insurance contracts (disclosed as policyholder account balances and future policy benefits – annuities) are estimated based on the contracts' cash surrender values.

The fair values for the Company's insurance contracts other than investment-type contracts are not required to be disclosed. However, the fair values of liabilities under all insurance contracts are taken into consideration in the Company's overall management of interest rate risk, such that the Company's exposure to changing interest rates is minimized through the matching of investment maturities with amounts due under insurance contracts.

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8) Fair Value of Financial Instruments (Continued)

**Interest Rate Lock Commitments:** The Company's mortgage banking activities enters into interest rate lock commitments with potential borrowers and forward commitments to sell loans to third-party investors. The Company also implements a hedging strategy for these transactions. A mortgage loan commitment binds the Company to lend funds to a qualified borrower at a specified interest rate and within a specified period of time, generally up to 30 days after inception of the mortgage loan commitment. Mortgage loan commitments are defined to be derivatives under generally accepted accounting principles and are recognized at fair value on the consolidated balance sheet with changes in their fair values recorded as part of other comprehensive income from mortgage banking operations.

**Bank Loan Interest Rate Swaps:** Management considers the interest rate swap instruments to be an effective cash flow hedge against the variable interest rate on bank borrowings since the interest rate swap mirrors the term of the note payable and expires on the maturity date of the bank loan it hedges. The interest rate swaps are a derivative financial instruments carried at its fair value. The fair value of the interest rate swap was derived from a proprietary model of the bank from whom the interest rate swap was purchased and to whom the note is payable.

**Mortgage Loans on Real Estate:** The fair values are estimated using interest rates currently being offered for similar loans to borrowers with similar credit ratings. Loans with similar characteristics are aggregated for purposes of the calculations. The carrying amounts reported in the accompanying consolidated balance sheet for these financial instruments approximate their fair values.

**Real Estate Held for Investment:** The Company believes that in an orderly market fair value will approximate the replacement cost of a home and the rental income provides a cash flow stream for investment analysis. The Company believes the highest and best use of the properties are as income producing assets since it is the Company's intent to hold the properties as rental properties, matching the income from the investment in rental properties with the funds required for future estimated policy claims. Accordingly, the fair value determination will be weighted more heavily toward the rental analysis.

It should be noted that for replacement cost, when determining the fair value of mortgage properties, the Company uses Marshall and Swift, a provider of building cost information to the real estate construction industry. For the investment analysis, the Company uses market data based upon its real estate operation experience and projected the present value of the net rental income over seven years. The Company uses 60% of the projected cash flow analysis and 40% of the replacement cost to approximate fair value of the collateral.

In addition to this analysis performed by the Company, the Company depreciates Real Estate Held for Investment. This depreciation reduces the book value of these properties and lessens the exposure to the Company from further deterioration in real estate values.

**Mortgage Servicing Rights:** The Company initially recognizes MSRs at their estimated fair values derived from the net cash flows associated with the servicing contracts, where the Company assumes the obligation to service the loan in the sale transaction. The precise fair value of MSRs cannot be readily determined because MSRs are not actively traded in stand-alone markets. Considerable judgment is required to estimate the fair values of these assets and the exercise of such judgment can significantly affect the Company's earnings.



SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
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## 8) Fair Value of Financial Instruments (Continued)

The following tables summarize Level 1, 2 and 3 financial assets and financial liabilities measured at fair value on a recurring basis by their classification in the condensed consolidated balance sheet at March 31, 2013.

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets accounted for at fair value on a recurring basis				
Common stock	\$ 4,956,549	\$ 4,956,549	\$ -	\$ -
Total securities available for sale	4,956,549	4,956,549	-	-
Restricted assets of cemeteries and mortuaries	615,958	615,958	-	-
Cemetery perpetual care trust investments	658,674	658,674	-	-
Derivatives - interest rate lock commitments	2,775,415	-	-	2,775,415
Total assets accounted for at fair value on a recurring basis	\$ 9,006,596	\$ 6,231,181	\$ -	\$ 2,775,415
Liabilities accounted for at fair value on a recurring basis				
Policyholder account balances	\$ (49,532,115 )	\$ -	\$ -	\$ (49,532,115 )
Future policy benefits - annuities	(62,630,290 )	-	-	(62,630,290 )
Derivatives - bank loan interest rate swaps	(84,455 )	-	-	(84,455 )
- call options	(151,733 )	(151,733 )	-	-
- interest rate lock commitments	(529,674 )	-	-	(529,674 )
Total liabilities accounted for at fair value on a recurring basis	\$ (112,928,267 )	\$ (151,733 )	\$ -	\$ (112,776,534 )





SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
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## 8) Fair Value of Financial Instruments (Continued)

Following is a summary of changes in the consolidated balance sheet line items measured using level 3 inputs:

	Policyholder Account Balances	Future Policy Benefits - Annuities	Interest Rate Lock Commitments	Bank Loan I nterest Rate Swaps
Balance - December 31, 2012	\$ (49,746,337)	\$ (65,171,687)	\$ 2,961,465	\$ (93,572 )
Total gains (losses):				
Included in earnings	214,222	2,541,397	-	-
Included in other comprehensive income (loss)	-	-	(715,724 )	9,117
Balance - March 31, 2013	\$ (49,532,115)	\$ (62,630,290)	\$ 2,245,741	\$ (84,455 )

The following tables summarize Level 1, 2 and 3 financial assets and financial liabilities measured at fair value on a nonrecurring basis by their classification in the consolidated balance sheet at March 31, 2013.

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets accounted for at fair value on a nonrecurring basis				
Mortgage servicing rights	\$ 741,473	-	-	\$ 741,473
Other real estate owned held for investment	660,784	-	-	660,784
Total assets accounted for at fair value on a nonrecurring basis	\$ 1,402,257	\$ -	\$ -	\$ 1,402,257

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
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## 8) Fair Value of Financial Instruments (Continued)

The following tables summarize Level 1, 2 and 3 financial assets and financial liabilities measured at fair value on a recurring basis by their classification in the condensed consolidated balance sheet at December 31, 2012.

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets accounted for at fair value on a recurring basis				
Non-redeemable preferred stock	\$ 18,795	\$ 18,795	\$ -	\$ -
Common stock	5,386,317	5,386,317	-	-
Total securities available for sale	5,405,112	5,405,112	-	-
Restricted assets of cemeteries and mortuaries	585,412	585,412	-	-
Cemetery perpetual care trust investments	626,048	626,048	-	-
Derivatives - interest rate lock commitments	3,127,689	-	-	3,127,689
Total assets accounted for at fair value on a recurring basis	\$ 9,744,261	\$ 6,616,572	\$ -	\$ 3,127,689
Liabilities accounted for at fair value on a recurring basis				
Policyholder account balances	\$ (49,746,337 )	\$ -	\$ -	\$ (49,746,337 )
Future policy benefits - annuities	(65,171,687 )	-	-	(65,171,687 )
Derivatives - bank loan interest rate swaps	(93,572 )	-	-	(93,572 )
- call options	(126,215 )	(126,215 )	-	-
- interest rate lock commitment	(166,224 )	-	-	(166,224 )
Total liabilities accounted for at fair value on a recurring basis	\$ (115,304,035 )	\$ (126,215 )	\$ -	\$ (115,177,820)

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Following is a summary of changes in the condensed consolidated balance sheet line items measured using level 3 inputs:

	Policyholder Account Balances	Future Policy Benefits - Annuities	Interest Rate Lock Commitments	Bank Loan Interest Rate Swaps
Balance - December 31, 2011	\$ (50,926,020)	\$ (65,281,586)	\$ 1,694,541	\$ (117,812)
Total gains (losses):				
Included in earnings	1,179,683	109,899	-	-
Included in other comprehensive income	-	-	1,266,924	24,240
Balance - December 31, 2012	\$ (49,746,337)	\$ (65,171,687)	\$ 2,961,465	\$ (93,572 )

## SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES

## Notes to Condensed Consolidated Financial Statements

March 31, 2013 (Unaudited)

## 8) Fair Value of Financial Instruments (Continued)

The following tables summarize Level 1, 2 and 3 financial assets and financial liabilities measured at fair value on a nonrecurring basis by their classification in the consolidated balance sheet at December 31, 2012.

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets accounted for at fair value on a nonrecurring basis				
Mortgage servicing rights	\$ 2,797,470	-	-	\$ 2,797,470
Mortgage loans on real estate	4,621,500	-	-	4,621,500
Other real estate owned held for investment	985,219	-	-	985,219
Total assets accounted for at fair value on a nonrecurring basis	\$ 8,404,189	\$ -	\$ -	\$ 8,404,189

## 9) Other Business Activity

## Mortgage Operations

Approximately 63% of the Company's revenues and expenses for the quarter ended March 31, 2013 are through its wholly owned subsidiary, SecurityNational Mortgage Company ("SecurityNational Mortgage"). SecurityNational Mortgage is a mortgage lender incorporated under the laws of the State of Utah. SecurityNational Mortgage is approved and regulated by the Federal Housing Administration (FHA), a department of the U.S. Department of Housing and Urban Development (HUD), to originate mortgage loans that qualify for government insurance in the event of default by the borrower. SecurityNational Mortgage obtains loans primarily from its retail offices and independent brokers. SecurityNational Mortgage funds the loans from internal cash flows, including loan purchase agreements from Security National Life Insurance Company ("Security National Life"), and with unaffiliated financial institutions.

SecurityNational Mortgage receives fees from the borrowers and other secondary fees from third party investors that purchase its loans. SecurityNational Mortgage sells its loans to third party investors and retains servicing on some of these loans. SecurityNational Mortgage pays the brokers and retail loan officers a commission for loans that are brokered through or originated by SecurityNational Mortgage. For the three months ended March 31, 2013 and 2012, SecurityNational Mortgage originated and sold 2,895 loans (\$536,606,000 total volume) and 2,440 loans (\$445,523,000 total volume), respectively.

SecurityNational Mortgage has entered into loan purchase agreements to originate and sell mortgage loans to two unaffiliated warehouse banks. On March 19, 2012, SecurityNational Mortgage and Wells Fargo Bank, N.A. (“Wells Fargo”) entered into a loan purchase agreement in which Wells Fargo agreed to provide a warehouse line of up to \$55,000,000 to fund certain approved mortgage loans originated by SecurityNational Mortgage of up to 90% of the purchase price of the loans. On August 6, 2012, SecurityNational Mortgage and Wells Fargo agreed to an amendment to the March 19, 2012 loan purchase agreement to increase the amount of the warehouse line available to fund mortgage loans originated by SecurityNational Mortgage from \$55,000,000 to \$75,000,000.

On July 16, 2012, SecurityNational Mortgage and UBS Real Estate Securities Inc. (“UBS”) entered into a loan purchase agreement in which UBS agreed to provide a warehouse line of up to \$30,000,000 to fund mortgage loans originated by SecurityNational Mortgage. On October 26, 2012, SecurityNational Mortgage and UBS agreed to an amendment to the July 16, 2012 loan purchase agreement to increase the amount of the warehouse line available to fund mortgage loans originated by SecurityNational Mortgage from \$30,000,000 to \$40,000,000.

SecurityNational Mortgage originates mortgage loans funded by the warehouse banks and immediately sells them to third party investors. Generally, when mortgage loans are sold to the warehouse banks, SecurityNational Mortgage is no longer obligated to pay the amounts outstanding on the mortgage loans, but is required to pay a fee in the form of interest on a portion of the mortgage loans between the date the loans are sold to warehouse banks and the settlement date with the third party investors. The terms of the loan purchase agreements are typically for one year, with interest accruing on a portion of the mortgage loans at annual rates ranging from 2.5% to 2.75% over the 30-day LIBOR rate.

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
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9) Other Business Activity (Continued)

Key accounting policies related to mortgage operations are as follows:

Mortgage loans on real estate and construction loans are carried at their principal balances adjusted for charge offs, the related allowance for loan losses, and net deferred fees or costs on originated loans. The Company defers related material loan origination fees, net of related direct loan origination costs, and amortizes the net fees over the term of the loans.

Mortgage loans are collateral dependent and require an appraisal at the time of underwriting and funding. Generally, the Company will fund a loan not to exceed 80% of the fair value of the loan's collateral value. Amounts over 80% require mortgage insurance by an approved third party insurer. Once a loan is deemed to be impaired, the Company will review the market value of the collateral and provide an allowance for any impairment.

Mortgage loans sold to investors are carried at the amount due from third party investors, which is the estimated fair value at the balance sheet date, since these amounts are generally collected within a short period of time.

Real estate held for investment is carried at cost, less accumulated depreciation provided on a straight-line basis over the estimated useful lives of the properties, or is adjusted to a new basis for impairment in value, if any.

Other real estate owned held for investment are foreclosed properties which the Company intends to hold for investment purposes. These properties are recorded at the lower of cost or fair value upon foreclosure. Deprecation is provided on a straight line basis over the estimated useful life of the properties. These properties are analyzed for impairment periodically in accordance with our policy for long-lived assets.

Policy and other loans are carried at the aggregate unpaid balances, less allowances for possible losses.

Mortgage Servicing Rights are initially recognized at their estimated fair values derived from the net cash flows associated with the servicing contracts, where the Company assumes the obligation to service the loan in the sale transaction. The precise fair value of MSRs cannot be readily determined because MSRs are not actively traded in stand-alone markets. Considerable judgment is required to estimate the fair values of these assets and the exercise of such judgment can significantly affect the Company's earnings. After being initially recorded at fair value, MSRs backed by mortgage loans are accounted for using the amortization method. The Company also periodically assesses MSRs for impairment. If MSRs are impaired, the impairment is recognized in current-period earnings and the carrying value of the MSRs is adjusted through a valuation allowance.

Mortgage fee income consists of origination fees, processing fees and certain other income related to the origination and sale of mortgage loans. For mortgage loans sold to third party investors, mortgage fee income and related expenses are recognized pursuant to generally accepted accounting principles at the time the sales of the mortgage loans comply with the sales criteria for the transfer of financial assets. The sales criteria are as follows: (i) the transferred assets have been isolated from SecurityNational Mortgage and its creditors, (ii) the transferee has the right to pledge or exchange the mortgage, and (iii) SecurityNational Mortgage does not maintain effective control over the transferred mortgage.

SecurityNational Mortgage must determine that all three sales criteria are met at the time a mortgage loan is funded. All rights and title to the mortgage loans are assigned to unrelated financial institution investors, including investor commitments for the loans made prior to warehouse banks purchasing the loans under the purchase commitments. As of March 31, 2013, there were \$170,100,000 in mortgage loans in which settlements with third party investors were still pending.

SecurityNational Mortgage sells all mortgage loans to third party investors without recourse. However, it may be required to repurchase a loan or pay a fee instead of repurchase under certain events, which include the following:



SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

March 31, 2013 (Unaudited)

9) Other Business Activity (Continued)

- Failure to deliver original documents specified by the investor,
- The existence of misrepresentation or fraud in the origination of the loan,
- The loan becomes delinquent due to nonpayment during the first several months after it is sold,
- Early pay-off of a loan, as defined by the agreements,
- Excessive time to settle a loan,
- Investor declines purchase, and
- Discontinued product and expired commitment.

Loan purchase commitments generally specify a date 30 to 45 days after delivery upon which the underlying loans should be settled. Depending on market conditions, these commitment settlement dates can be extended at a cost to SecurityNational Mortgage. Generally, a ten day extension will cost .125% (12.5 basis points) of the loan amount. SecurityNational Mortgage's historical data shows that 99% of all loans originated are ordinarily settled by the investors as agreed within 16 days after delivery. There are situations, however, when SecurityNational Mortgage determines that it is unable to enforce the settlement of loans rejected by the third-party investors and that it is in its best interest to repurchase those loans from the warehouse banks.

It is SecurityNational Mortgage's policy to cure any documentation problems regarding such loans at a minimal cost for up to a six-month time period and to pursue efforts to enforce loan purchase commitments from third-party investors concerning the loans. SecurityNational Mortgage believes that six months allows adequate time to remedy any documentation issues, to enforce purchase commitments, and to exhaust other alternatives. Remedial methods include the following:

- Research reasons for rejection,
- Provide additional documents,
- Request investor exceptions,
- Appeal rejection decision to purchase committee, and
- Commit to secondary investors.

Once purchase commitments have expired and other alternatives to remedy are exhausted, which could be earlier than the six month time period, the loans are repurchased and transferred to the long term investment portfolio at the lower of cost or fair value and the previously recorded sales revenue is reversed. Any loan that later becomes delinquent is evaluated by the Company at that time and any impairment is adjusted accordingly.

Determining lower of cost or market. Cost is equal to the amount paid to the warehouse bank and the amount originally funded by SecurityNational Mortgage. Market value, while often difficult to determine, is based on the following guidelines:

- For loans that have an active market, SecurityNational Mortgage uses the market price on the repurchase date.
- For loans where there is no market but there is a similar product, SecurityNational Mortgage uses the market value for the similar product on the repurchase date.
- For loans where no active market exists on the repurchase date, SecurityNational Mortgage determines that the unpaid principal balance best approximates the market value on the repurchase date, after

considering the fair value of the underlying real estate collateral and estimated future cash flows.

The appraised value of the real estate underlying the original mortgage loan adds support to SecurityNational Mortgage's determination of fair value because, if the loan becomes delinquent, SecurityNational Mortgage has sufficient value to collect the unpaid principal balance or the carrying value of the loan. In determining the market value on the date of repurchase, SecurityNational Mortgage considers the total value of all of the loans because any sale of loans would be made as a pool.

For mortgages originated and held for investment, mortgage fee income and related expenses are recognized when the loan is originated.

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES

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10) Allowance for Doubtful Accounts and Loan Losses and Impaired Loans

The Company records an allowance and recognizes an expense for potential losses from mortgage loans, other loans and receivables in accordance with generally accepted accounting principles.

Receivables are the result of cemetery and mortuary operations, mortgage loan operations and life insurance operations. The allowance is based upon the Company's historical experience for collectively evaluated impairment. Other allowances are based upon receivables individually evaluated for impairment. Collectability of the cemetery and mortuary receivables is significantly influenced by current economic conditions. The critical issues that impact recovery of mortgage loan operations are interest rate risk, loan underwriting, new regulations and the overall economy.

The Company provides allowances for losses on its mortgage loans held for investment through an allowance for loan losses. The allowance is comprised of two components. The first component is an allowance for collectively evaluated impairment that is based upon the Company's historical experience in collecting similar receivables. The second component is based upon individual evaluation of loans that are determined to be impaired. Upon determining impairment the Company establishes an individual impairment allowance based upon an assessment of the fair value of the underlying collateral. See the schedules in Note 3 for additional information. In addition, when a mortgage loan is past due more than 90 days, the Company, does not accrue any interest income and proceeds to foreclose on the real estate. All expenses for foreclosure are expensed as incurred. Once foreclosed, the carrying value will approximate its fair value and the amount is classified as other real estate owned held for investment. The Company will rent the properties until it is deemed desirable to sell them.

The mortgage loan loss reserve is an estimate of probable losses at the balance sheet date that the Company will realize in the future on mortgage loans sold to third party investors.

The loan loss reserve analysis involves mortgage loans that have been sold to third party investors where the Company has received a demand from the investor. There are generally three types of demands: make whole, repurchase, or indemnification. These types of demands are more particularly described as follows:

**Make whole demand** – A make whole demand occurs when an investor forecloses on a property and then sells the property. The make whole amount is calculated as the difference between the original unpaid principal balance, accrued interest and fees, less the sale proceeds.

**Repurchase demand** – A repurchase demand usually occurs when there is a significant payment default, error in underwriting or detected loan fraud.

**Indemnification demand** – On certain loans the Company has negotiated a set fee that is to be paid in lieu of repurchase. The fee varies by investor and by loan product type.

Additional information related to the Loan Loss Reserve is included in Note 3.

11) Derivative Commitments

The Company is exposed to price risk due to the potential impact of changes in interest rates on the values of mortgage loan commitments from the time a derivative loan commitment is made to an applicant to the time the loan that would result from the exercise of that loan commitment is funded. Managing price risk is complicated by the fact that the ultimate percentage of derivative loan commitments that will be exercised (i.e., the number of loan commitments that will be funded) fluctuates. The probability that a loan will not be funded within the terms of the commitment is driven by a number of factors, particularly the change, if any, in mortgage rates following the inception of the interest rate lock. However, many borrowers continue to exercise derivative loan commitments even when interest rates have fallen.

In general, the probability of funding increases if mortgage rates rise and decreases if mortgage rates fall. This is due primarily to the relative attractiveness of current mortgage rates compared to the applicant's committed rate. The probability that a loan will not be funded within the terms of the mortgage loan commitment also is influenced by the source of the applications (retail, broker or correspondent channels), proximity to rate lock expiration, purpose for the loan (purchase or refinance) product type and the application approval status. The Company has developed fallout estimates using historical data that take into account all of the variables, as well as renegotiations of rate and point commitments that tend to occur when mortgage rates fall. These fallout estimates are used to estimate the number of loans that the Company expects to be funded within the terms of the mortgage loan commitments and are updated periodically to reflect the most current data.

## SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES

## Notes to Condensed Consolidated Financial Statements

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## 11) Derivative Commitments (Continued)

The Company estimates the fair value of a mortgage loan commitment based on the change in estimated fair value of the underlying mortgage loan and the probability that the mortgage loan will fund within the terms of the commitment. The change in fair value of the underlying mortgage loan is measured from the date the mortgage loan commitment is issued. Therefore, at the time of issuance, the estimated fair value is zero. Following issuance, the value of a mortgage loan commitment can be either an asset or liability depending upon the change in value of the underlying mortgage loans. Fallout rates derived from the Company's recent historical empirical data are used to estimate the quantity of mortgage loans that will fund within the terms of the commitments.

The Company utilizes forward loan sales commitments to economically hedge the price risk associated with its outstanding mortgage loan commitments. A forward loan sales commitment protects the Company from losses on sales of the loans arising from exercise of the loan commitments by securing the ultimate sales price and delivery date of the loans. Management expects these derivatives will experience changes in fair value opposite to changes in fair value of the derivative loan commitments, thereby reducing earnings volatility related to the recognition in earnings of changes in the values of the commitments.

The Company has adopted a strategy of selling "out of the money" call options on its available for sale equity securities as a source of revenue. The options give the purchaser the right to buy from the Company specified equity securities at a set price up to a pre-determined date in the future. The Company receives an immediate payment of cash for the value of the option and establishes a liability for the fair value of the option. The liability for call options is adjusted to fair value at each reporting date. The fair value of outstanding call options as of March 31, 2013 and December 31, 2012 was \$151,733 and \$126,215, respectively. In the event an option is exercised, the Company recognizes a gain on the sale of the equity security and a gain from the sale of the option. If the option expires unexercised, the Company recognizes a gain from the sale of the option and retains the underlying equity security.

The following table shows the fair value of derivatives as of March 31, 2013 and December 31, 2012.

Fair Value of Derivative Instruments								
	Asset Derivatives				Liability Derivatives			
	March 31, 2013		December 31, 2012		March 31, 2013		December 31, 2012	
	Balance		Balance		Balance		Balance	
	Sheet		Sheet		Sheet		Sheet	
	Location	Fair Value	Location	Fair Value	Location	Fair Value	Location	Fair Value
Derivatives designated as hedging instruments:								
Interest rate lock and forward sales commitments	other assets	\$2,775,415	other assets	\$3,127,689	Other liabilities	\$529,674	Other liabilities	\$166,224
Call Options	--	--	--	--	Other liabilities	151,733	Other liabilities	126,215
	--	--	--	--		84,455		93,572

Interest rate swaps			Bank loans payable	Bank loans payable
Total	\$2,775,415	\$3,127,689	\$765,862	\$386,011

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SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
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## 11) Derivative Commitments (Continued)

The following table shows the gain (loss) on derivatives for the periods presented. There were no gains or losses reclassified from accumulated other comprehensive income (OCI) into income or gains or losses recognized in income on derivatives ineffective portion or any amounts excluded from effective testing.

	Net Amount Gain (Loss) Recognized in OCI Three Months Ended March 31	
	2013	2012
Derivative - Cash Flow Hedging Relationships:		
Interest Rate Lock Commitments	\$ (715,724)	\$ 976,780
Interest Rate Swaps	9,117	7,975
Sub Total	(706,607)	984,755
Tax Effect	(127,960)	334,662
Total	\$ (578,647)	\$ 650,093

## 12) Reinsurance, Commitments and Contingencies

## Reinsurance with Mothe Life Insurance Company and DLE Life Insurance Company

On December 19, 2012, the Company, through its wholly owned subsidiary, Security National Life, entered into a Coinsurance Agreement with Mothe Life Insurance Company, a Louisiana domiciled insurance company, and a subsidiary, DLE Life Insurance Company, also a Louisiana domiciled life insurance company (collectively referred to as “Mothe Life”). The effective date of the Coinsurance Agreement was November 1, 2012. Under the terms of the Coinsurance Agreement, Security National Life agreed to reinsure certain insurance policies of Mothe Life in exchange for the settlement amount of \$34,485,000. In addition, the Coinsurance Agreement provides that effective November 1, 2012, Mothe Life ceded and transferred to Security National Life, and Security National Life accepted and coinsured all of Mothe Life’s contractual liabilities under the coinsured policies by means of indemnity reinsurance. On December 18, 2012, the Louisiana Department of Insurance approved the Coinsurance Agreement.

The Coinsurance Agreement further provides that on and after the effective date of November 1, 2012, Security National Life is entitled to exercise all contractual rights of Mothe Life under the coinsured policies in accordance with the terms and provisions of such policies. Moreover, after the closing date of December 19, 2012, the Company agreed to be responsible for all the contractual liabilities under the coinsured policies, including the administration of the coinsured policies at its sole expense in accordance with the terms and conditions of a Service Agreement between Security National Life and Mothe Life. Pursuant to the terms of the Coinsurance Agreement, Security National Life paid a ceding commission to Mothe Life in the amount of \$4,684,000. As a result of the ceding commission, Mothe Life transferred \$34,485,000 in assets and \$39,169,000 in statutory reserves, or liabilities, to Security National Life.

## Reinsurance with North America Life Insurance Company

On March 30, 2011, the Company, through its wholly owned subsidiary, Security National Life, completed a Coinsurance Agreement with North America Life Insurance Company (“North America Life”), a Texas domiciled insurance company. Under the terms of the Coinsurance Agreement, Security National Life agreed to reinsure certain insurance policies of North America Life in exchange for the settlement amount of \$15,703,000. Effective as of

December 1, 2010, North America Life ceded or transferred to Security National Life, and Security National Life accepted and coinsured all of North America Life's contractual liabilities under the coinsured policies by means of indemnity reinsurance. The Coinsurance Agreement was approved by the Texas Department of Insurance.

The Coinsurance Agreement also provides that on and after the effective date of December 1, 2010, Security National Life is entitled to exercise all contractual rights of North America Life under the coinsured policies in accordance with the terms and provisions of such policies. Moreover, after the closing date of March 30, 2011, the Company agreed to be responsible for all the contractual liabilities under the coinsured policies, including the administration of the coinsured policies at its sole expense in accordance with the terms and conditions of a services agreement. Pursuant to the terms of the Coinsurance Agreement, Security National Life paid a ceding commission to North America Life in the amount of \$3,526,000. In addition, North America Life transferred \$15,703,000 in assets and \$19,230,000 in statutory reserves, or liabilities net of due and deferred premiums, to Security National Life. The \$15,703,000 in assets included \$12,990,000 in cash, \$9,000 in policy loans, and \$2,704,000 in promissory notes secured by real estate properties located in Bexar, Liberty, Travis and Wilson Counties in the State of Texas. The promissory notes are also guaranteed by business entities and an individual.



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12) Reinsurance Commitments and Contingencies (Continued)

On September 1, 2011 Security National Life with the approval of the Texas Department of Insurance assumed all of the policies that were issued by North America Life previously assumed and coinsured pursuant to the terms of the Coinsurance Agreement. Security National Life has assumed the same terms and conditions as set forth in each policy and certificates of assumptions were sent to all policyholders.

On May 2, 2012 as part of Stock Purchase Agreement with North America Life, as discussed in Note 19 of the Notes to Consolidated Statements, the Company recaptured the 47% of insurance in force that had previously been ceded by Trans-Western Life to North America Life.

Mortgage Loan Loss Settlements

The mortgage industry has seen potential loan losses increase. Future loan losses are extremely difficult to estimate, especially in the current market. However, management believes that the Company's reserve methodology and its current practice of property preservation allow it to estimate its losses on loans sold. The amounts accrued for loan losses for the three months ended March 31, 2013 and 2012 were \$537,000 and \$445,000, respectively. The estimated liability for indemnification losses is included in other liabilities and accrued expenses and, as of March 31, 2013 and December 31, 2012, the balances were \$6,230,000 and \$6,035,000, respectively.

Settlement with Wells Fargo

On April 7, 2011, SecurityNational Mortgage entered into a settlement agreement with Wells Fargo Funding, Inc. ("Wells Fargo"). The settlement agreement provides that it is intended to be a pragmatic commercial accommodation between SecurityNational Mortgage and Wells Fargo and is not to be construed as an admission of responsibility, liability or fault for either party's claims. Under the terms of the settlement agreement, SecurityNational Mortgage paid an initial settlement amount to Wells Fargo in the amount of \$4,300,000.

SecurityNational Mortgage is also required under the settlement agreement to set aside 10 basis points (.0010) during the period from April 8, 2011 to March 31, 2017 from the purchase proceeds of any loans that it sells to any mortgage loan purchaser, including Wells Fargo, and pay such amounts to Wells Fargo. SecurityNational Mortgage is additionally required under the settlement agreement to set aside 50% from the net proceeds that it receives from any sale, liquidation or other transfer of certain real estate properties that it owns, after subtracting taxes, commissions, recording fees and other transaction costs. These real estate properties consist of 27 real estate properties with a total book value of \$5,334,322 as of March 31, 2013.

In consideration for SecurityNational Mortgage making the initial settlement payment to Wells Fargo, Wells Fargo and related parties, including Wells Fargo Bank, released SecurityNational Mortgage and related parties, including the Company and Security National Life, from any claims, demands, damages, obligations, liabilities, or causes of action relating to residential mortgage loans that Wells Fargo purchased from SecurityNational Mortgage prior to December 31, 2009. Similarly, SecurityNational Mortgage released Wells Fargo and its related parties from any claims, demands, damages, obligations, liabilities, or causes of actions relating to residential mortgage loans that Wells Fargo purchased from SecurityNational Mortgage prior to December 31, 2009.

Mortgage Loan Loss Demands

### Third Party Investors

There have been assertions in third party investor correspondence that SecurityNational Mortgage sold mortgage loans that allegedly contained borrower misrepresentations or experienced early payment defaults, or that were otherwise allegedly defective or not in compliance with agreements between SecurityNational Mortgage and the third party investors consisting principally of financial institutions. As a result of these claims, third party investors have made demands that SecurityNational Mortgage repurchase certain alleged defective mortgage loans that were sold to such investors or indemnify them against any losses related to such loans.

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
March 31, 2013 (Unaudited)

12) Reinsurance Commitments and Contingencies (Continued)

The total amount of potential claims by third party investors is difficult to determine. The Company has reserved and accrued \$6,230,000 as of March 31, 2013 to settle all such investor related claims. The Company believes that the reserve for mortgage loan loss, which includes provisions for probable losses and indemnification on mortgage loans sold to investors, is reasonable based on available information. Moreover, the Company has successfully negotiated acceptable settlement terms with other third party investors that asserted claims for mortgage loan losses against SecurityNational Mortgage.

SecurityNational Mortgage disagrees with the repurchase demands and notices of potential claims from third party investors and believes it has significant defenses to these demands. If SecurityNational Mortgage is unable to resolve the alleged claims by the third party investors on acceptable terms, legal action may ensue. In the event of legal action, if SecurityNational Mortgage is not successful in its defenses against claims asserted by these third party investors to the extent that a substantial judgment is entered against SecurityNational Mortgage which is beyond its capacity to pay, SecurityNational Mortgage may be required to curtail or cease operations.

JP Morgan Chase Indemnification Demand

The Company and its wholly-owned subsidiary, SecurityNational Mortgage, received a notice of claim for indemnification dated December 21, 2011, from JP Morgan Chase & Co. ("JP Morgan Chase") on behalf of EMC Mortgage, LLC ("EMC Mortgage"), relating to 21 mortgage loans that EMC Mortgage allegedly purchased as a third party investor from SecurityNational Mortgage. The notice also referenced an Agreement of Guaranty, dated February 23, 2006, by the Company relative to EMC Mortgage. The indemnification notice also stated that EMC Mortgage had been named in a lawsuit by the Bear Stearns Mortgage Funding Trust 2007-AR2 (the "Trust"), which was filed on September 13, 2011 in the Delaware Court of Chancery.

The lawsuit that the Trust brought against EMC Mortgage contends that more than 800 residential mortgage loans that EMC Mortgage sold to the Trust (including the 21 loans originated by SecurityNational Mortgage) contained breaches of representations and warranties with respect to the mortgage loans, as well as defaults and foreclosures in many of such loans. As a result of the alleged breaches of representations and warranties by EMC Mortgage, the complaint requests that EMC Mortgage be ordered to repurchase from the Trust any loans for which it breached its representations and warranties, in the amount of the mortgage loans' outstanding principal balance and all accrued but unpaid interest.

The indemnification notice from JP Morgan Chase further stated that the Company and SecurityNational Mortgage are required to indemnify EMC Mortgage for any of its losses arising from the lawsuit the Trust has brought against EMC based upon allegedly untrue statements of material fact related to information that was provided by SecurityNational Mortgage. To the extent the claims in the complaint relate to mortgage loans that SecurityNational Mortgage sold to EMC Mortgage, the Company believes it has significant defenses to such claims with respect to EMC Mortgage. The Company intends to vigorously defend itself and SecurityNational Mortgage in the event that JP Morgan Chase were to bring any legal action to require the Company or SecurityNational Mortgage to indemnify it for any loss, liability or expense in connection with the lawsuit that the Trust has brought against EMC Mortgage.

Mortgage Loan Loss Litigation

Lehman Brothers - Aurora Loan Services Litigation

On April 15, 2005, SecurityNational Mortgage entered into a loan purchase agreement with Lehman Brothers Bank, FSB ("Lehman Bank"). Under the terms of the loan purchase agreement, Lehman Bank agreed to purchase mortgage loans from time to time from SecurityNational Mortgage. During 2007, Lehman Bank and its wholly owned subsidiary, Aurora Loan Services LLC ("Aurora Loan Services"), purchased a total of 1,490 mortgage loans in the aggregate amount of \$352,774,000 from SecurityNational Mortgage. Lehman Bank asserted that certain of the mortgage loans that it purchased from SecurityNational Mortgage during 2007 contained alleged misrepresentations and early payment defaults. As a result of these alleged breaches in the mortgage loans, Lehman Bank contended it had the right to require SecurityNational Mortgage to repurchase certain loans or be liable for losses related to such loans under the loan purchase agreement. SecurityNational Mortgage disagrees with these claims.

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
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March 31, 2013 (Unaudited)

12) Reinsurance Commitments and Contingencies (Continued)

On December 17, 2007, SecurityNational Mortgage entered into an Indemnification Agreement with Lehman Bank and Aurora Loan Services. Under the terms of the Indemnification Agreement, SecurityNational Mortgage agreed to indemnify Lehman Bank and Aurora Loan Services for 75% of all losses that Lehman Bank and Aurora Loan Services may incur relative to breaches by mortgagors pertaining to 54 mortgage loans that were purchased from SecurityNational Mortgage. SecurityNational Mortgage was released from any obligation to pay the remaining 25% of such losses. The Indemnification Agreement also required SecurityNational Mortgage to indemnify Lehman Bank and Aurora Loan Services for 100% of any future losses incurred on mortgage loans with breaches that were not among the 54 mortgage loans.

Pursuant to the Indemnification Agreement, SecurityNational Mortgage paid \$395,000 to Aurora Loan Services as a deposit into a reserve account, to secure any obligations of SecurityNational Mortgage under the Indemnification Agreement. This deposit was in addition to a \$250,000 deposit that SecurityNational Mortgage previously made into the reserve account for a total of \$645,000. Losses from mortgage loans with alleged breaches were payable from the reserve account. However, Lehman Bank and Aurora Loan Services were not to apply any funds from the reserve account to a particular mortgage loan until an actual loss had occurred. Under the Indemnification Agreement SecurityNational Mortgage was to pay to Aurora Loan Services each calendar month the difference between the reserve account balance and \$645,000, but in no event would SecurityNational Mortgage be required to make payments into the reserve account in excess of \$125,000 for any calendar month.

Since the reserve account was established, funds had been paid from the account to indemnify \$4,281,000 in alleged losses from 31 mortgage loans that were among 54 mortgage loans with alleged breaches that were covered by the Indemnification Agreement and ten other mortgage loans with alleged breaches. In the last monthly billing statement dated April 24, 2011 to SecurityNational Mortgage, Lehman Brothers Holdings Inc. ("Lehman Holdings") claimed that SecurityNational Mortgage owed approximately \$3,745,000 for mortgage loan losses under the Indemnification Agreement.

During 2010 and 2011, the Company recognized alleged losses of \$1,289,000 and \$-0-, respectively. However, management cannot fully determine the total losses because there may be potential claims for losses that have not yet been determined. As of December 31, 2012, the Company had not accrued for any losses under the Indemnification Agreement. SecurityNational Mortgage was involved in discussions with Lehman Bank and Lehman Holdings concerning issues under the Indemnification Agreement. During the discussion period, monthly payments for December 2010 and January, February, March and April of 2011 totaling \$625,000 were abated or deferred.

On May 11, 2011, SecurityNational Mortgage filed a complaint against Aurora Bank FSB, formerly known as Lehman Bank, and Aurora Loan Services in the United States District Court for the District of Utah because it had been unable to resolve certain issues under the Indemnification Agreement. The complaint alleges, among other things, material breach of the Indemnification Agreement, including a claim that neither Lehman Bank nor Aurora Loan Services owned mortgage loans sold by SecurityNational to justify the amount of payments demanded from, and made by SecurityNational Mortgage. As a result, SecurityNational Mortgage claims it is entitled to judgment of approximately \$4,000,000 against Lehman Bank, as well as Aurora Loan Services to the extent of its involvement and complicity with Lehman Bank. The complaint also alleges a second claim for material breach of a section of the Indemnification Agreement that contains an alleged "sunset" provision and that the amount of the requested payments made was not justified under the "sunset" provision.

On June 8, 2011, Lehman Holdings, which had filed for bankruptcy in September 2008, filed a complaint against SecurityNational Mortgage in the United States District Court for the District of Utah. A Lehman Holdings' subsidiary owns Lehman Bank. The complaint alleges that SecurityNational Mortgage sold loans to Lehman Bank, which were then sold to Lehman Holdings. The complaint additionally alleges that Lehman Bank and Aurora Loan Services assigned their rights and remedies under the loan purchase agreement, as well as the Indemnification Agreement to Lehman Holdings, which latter assignment purportedly took place on March 28, 2011. Lehman Holdings declared in a letter dated June 2, 2011 that the Indemnification Agreement was null and void, which is disputed by SecurityNational Mortgage.

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
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March 31, 2013 (Unaudited)

12) Reinsurance Commitments and Contingencies (Continued)

Lehman Holdings' alleged claims are for damages for breach of contract and breach of warranty pursuant to a loan purchase agreement and Seller's Guide. Based on claiming that the Indemnification Agreement is null and void pursuant to its lawsuit, Lehman Holdings has initially claimed damages in excess of \$5,000,000. Prior to declaring the Indemnification Agreement null and void, Lehman Holdings claimed in a then recent billing statement under the terms of the Indemnification Agreement, that SecurityNational Mortgage owed approximately \$3,745,000 for mortgage loan losses under the Indemnification Agreement. SecurityNational Mortgage strongly disagrees with the position of Lehman Holdings and, as set forth in its May 11, 2011 complaint, seeks affirmative relief of approximately \$4,000,000 from Lehman Bank and Aurora Loan Services, which are related to Lehman Holdings.

On September 4, 2012, SecurityNational Mortgage filed a motion for summary judgment in its action against Lehman Bank and Aurora Loan Services on certain material issues, as well as against Lehman Holdings regarding its claims against SecurityNational Mortgage. Lehman Bank and Aurora Loan Services filed a cross motion for summary judgment as to the issues in SecurityNational Mortgage's motion and, in the Lehman Holdings case, Lehman Holdings has requested that the Court allow a cross motion on the issues which are the subject of SecurityNational Mortgage's September 4, 2012 motion. The cases are before two different federal judges.

On February 27, 2013, SecurityNational Mortgage's motion for summary judgment against Lehman Bank and Aurora Loan Services and the related cross motion were heard by Judge David Nuffer of the United States District Court for the District of Utah. After an extensive hearing, Judge Nuffer requested that the parties prepare findings of fact in accordance with the Court's earlier promulgated findings as modified at the hearing, and that each party submit proposed conclusions of law related to the motions. Judge Nuffer also said that he may request a further hearing on the matter. SecurityNational Mortgage's motion in the Lehman Holdings case is presently set for hearing on May 30, 2013 before Judge Ted Stewart of the United States District Court for the District of Utah.

Other Contingencies and Commitments

The Company has entered into commitments to fund new residential construction loans. As of March 31, 2013, the Company's commitments were \$1,995,000 for these loans of which \$1,196,000 had been funded. The Company will advance funds once the work has been completed and an independent inspection is made. The maximum loan commitment ranges between 50% and 80% of appraised value. The Company receives fees from the borrowers and the interest rate is generally 2% to 6.75% over the bank prime rate (3.25% as of March 31, 2013). Maturities range between six and twelve months.

The Company is not a party to any other material legal proceedings outside the ordinary course of business or to any other legal proceedings, which, if adversely determined, would have a material adverse effect on its financial condition or results of operations.

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
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13) Acquisitions

On August 31, 2011 the Company entered into a stock purchase agreement with North America Life to purchase all of the outstanding shares of common stock of Trans-Western Life Insurance Company (“Trans-Western”), a Texas domiciled insurance company and a wholly-owned subsidiary of North America Life. The Company completed the Stock Purchase Agreement on May 2, 2012. Purchase consideration paid was \$494,207 which was the capital and surplus of Trans-Western at May 2, 2012. The Stock Purchase Agreement was approved by the Texas Insurance Department on March 20, 2012. All of Trans-Western’s insurance business had been ceded to North America Life, of which approximately 47% of the insurance in force had been assumed by the Company under the Coinsurance Agreement explained in note 12. As part of the stock purchase agreement, the Company recaptured the 47% of insurance in force.

The estimated fair values of the assets acquired and the liabilities assumed at the date of acquisition were as follows:

Cash	\$313,616
Receivables, net	186,487
Receivable from reinsurers	7,422,999
Total assets acquired	7,923,102
Future life, annuity, and other benefits	(7,422,999)
Other liabilities and accrued expenses	(5,896 )
Total liabilities assumed	(7,428,895)
Fair value of net assets acquired	\$494,207

The following unaudited pro forma information has been prepared to present the results of operations of the Company assuming the acquisition of Trans-Western had occurred at the beginning of the three month periods ended March 31, 2013 and 2012. This pro forma information is supplemental and does not necessarily present the operations of the Company that would have occurred had the acquisition occurred on those dates and may not reflect the operations that will occur in the future:

	For the Three Months Ended March 31 (unaudited)	
	2013	2012
Total revenues	\$ 54,852,234	\$ 47,323,230
Net earnings	\$ 2,033,266	\$ 1,662,185
Net earnings per Class A equivalent common share	\$ 0.19	\$ 0.17
Net earnings per Class A equivalent common share assuming dilution	\$ 0.17	\$ 0.16



SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
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## 14) Mortgage Servicing Rights

The following is a summary of the MSR activity for the periods presented.

	As of March 31 2013	As of December 31 2012
Amortized cost:		
Balance before valuation allowance at beginning of year	\$ 2,797,470	\$ -
MSRs received as proceeds from loan sales	741,473	2,797,470
Amortization	86,522	-
Application of valuation allowance to write down MSRs with other than temporary impairment	-	-
Balance before valuation allowance at year end	\$ 3,452,421	\$ 2,797,470
Valuation allowance for impairment of MSRs:		
Balance at beginning of year	\$ -	\$ -
Additions	-	-
Application of valuation allowance to write down MSRs with other than temporary impairment	-	-
Balance at year end	\$ -	\$ -
Mortgage servicing rights, net	\$ 3,452,421	\$ 2,797,470
Estimated fair value of MSRs at year end	\$ 3,452,421	\$ 2,797,470

Amortization for 2012 was immaterial, and was not recorded. The following table summarizes the Company's estimate of future amortization of its existing MSRs carried at amortized cost. This projection was developed using the assumptions made by management in its March 31, 2013 valuation of MSRs. The assumptions underlying the following estimate will change as market conditions and portfolio composition and behavior change, causing both actual and projected amortization levels to change over time. Therefore, the following estimates will change in a manner and amount not presently determinable by management.

	Estimated MSR Amortization
2013	\$ 346,100
2014	346,100
2015	346,100
2016	346,100
2017	346,100
Thereafter	1,721,921
Total	\$ 3,452,421

The Company began to retain MSR's in the second quarter of 2012. Since the retained MSR's were relatively small, they were determined to be immaterial. However, the Company substantially increased its MSR retention in the fourth quarter 2012 and began to report these MSR's pursuant to the accounting policy discussed in Note 9 of the Notes to Consolidated Financial Statements.

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

## Overview

The operations of Security National Financial Corporation ("the Company") over the last several years generally reflect three trends or events which the Company expects to continue: (i) increased attention to "niche" insurance products, such as the Company's funeral plan policies and traditional whole-life products; (ii) emphasis on cemetery and mortuary business; and (iii) capitalizing on lower interest rates by originating and refinancing mortgage loans.

## Results of Operations

## Insurance Operations

The Company's insurance business includes funeral plans, interest sensitive life insurance, as well as other traditional life and accident, and health insurance products. The Company places specific marketing emphasis on funeral plans through pre-need planning.

A funeral plan is a small face value life insurance policy that generally has face coverage of up to \$25,000. The Company believes that funeral plans represents a marketing niche where there is less competition because most insurance companies do not offer similar coverage. The purpose of the funeral plan policy is to pay the costs and expenses incurred at the time of the person's death. On a per thousand dollar cost of insurance basis, these policies can be more expensive to the policy holder than many types of non-burial insurance due to their low face amount, requiring the fixed cost of the policy administration to be distributed over a smaller policy size, and the simplified underwriting practices that result in higher mortality costs.

The following table shows the condensed financial results of the insurance operations for the three months ended March 31, 2013 and 2012. See the Note 7 to the Condensed Consolidated Financial Statements.

	Three months ended March 31		
	(in thousands of dollars)		
	2013	2012	% Increase (Decrease)
Revenues from external customers			
Insurance premiums	\$ 12,422	\$ 12,588	(1 %)
Net investment income	3,926	4,817	(18 %)
Other	896	222	304 %
Total	\$ 17,244	\$ 17,627	(2 %)
Intersegment revenue	\$ 2,588	\$ 2,079	24 %
Earnings before income taxes	\$ 814	\$ 838	(3 %)

Intersegment revenues are primarily interest income from the warehouse line provided to SecurityNational Mortgage Company. Profitability in the three months ended March 31, 2013 has decreased due to a reduction in net investment income offset by realized gains on investments and other assets from the sale of a real estate property which is included in other income.

## Cemetery and Mortuary Operations

The Company sells mortuary services and products through its seven mortuaries in Salt Lake City, Utah and one mortuary in Phoenix, Arizona. The Company also sells cemetery products and services through its five cemeteries in Salt Lake City, Utah and one cemetery in San Diego County, California. Cemetery land sales and at-need product

sales and services are recognized as revenue at the time of sale or when the services are performed. Pre-need cemetery product sales are deferred until the merchandise is delivered and services performed.

The following table shows the condensed financial results of the Cemetery and Mortuary operations for the three months ended March 31, 2013 and 2012. See Note 7 to the Condensed Consolidated Financial Statements.

	Three months ended March 31		% Increase	
	(in thousands of dollars)		(Decrease)	
	2013	2012		
Revenues from external customers				
Mortuary revenues	\$ 1,350	\$ 1,378	(2	%)
Cemetery revenues	1,658	1,619	2	%
Other	(28 )	(37 )	(24	%)
Total	\$ 2,980	\$ 2,960	1	%
Earnings before income taxes	\$ 77	\$ 227	(66	%)

Included in other revenue is rental income from residential and commercial properties purchased from Security National Life. Memorial Estates purchased these properties from financing provided by Security National Life. The rental income is offset by property insurance, taxes, maintenance expenses and interest payments made to Security National Life. Memorial Estates has recorded depreciation on these properties of \$260,000 and \$258,000 for the three months ended March 31, 2013 and 2012, respectively.

#### Mortgage Operations

##### Overview

SecurityNational Mortgage Company (“SecurityNational Mortgage”), a wholly owned subsidiary of the Company, is a mortgage lender incorporated under the laws of the State of Utah. SecurityNational Mortgage is approved and regulated by the Federal Housing Administration (FHA), a department of the U.S. Department of Housing and Urban Development (HUD), to originate mortgage loans that qualify for government insurance in the event of default by the borrower. SecurityNational Mortgage obtains mortgage loans primarily from its retail offices and independent brokers. The loans are funded from internal cash flows, including through loan purchase agreements with Security National Life Insurance Company (“Security National Life”) and from unaffiliated financial institutions. SecurityNational Mortgage receives fees from the borrowers and other secondary fees from third party investors that purchase its loans. SecurityNational Mortgage sells its loans to third party investors and retains servicing on some of these loans. SecurityNational Mortgage pays the brokers and retail loan officers a commission for loans that are brokered through SecurityNational Mortgage.

SecurityNational Mortgage sells its loans to third party investors and does not retain servicing of these loans. SecurityNational Mortgage pays the brokers and retail loan officers a commission for loans that are brokered through SecurityNational Mortgage.

For the three months ended March 31, 2013 and 2012, SecurityNational Mortgage originated and sold 2,895 loans (\$536,606,000 total volume) and 2,440 loans (\$445,523,000 total volume), respectively. The mortgage loan volume in 2013 has been higher than in 2012 primarily due to an increase in market share. The increase in market share was attributed to an expansion of the retail loan operations of SecurityNational Mortgage. SecurityNational Mortgage anticipates the loan volume for 2013 to be approximately \$125,000,000 to \$240,000,000 per month range compared to \$80,000,000 to \$150,000,000 per month range in 2012.

The following table shows the condensed financial results of the mortgage operations for the three months ended March 31, 2013 and 2012. See Note 7 to the Condensed Consolidated Financial Statements.

Three months ended March 31 (in thousands of dollars)				
	2013	2012	% Increase (Decrease)	
Revenues from external customers				
Income from loan originations	\$ 27,103	\$ 22,401	21	%
Secondary gains from investors	7,525	4,335	74	%
Total	\$ 34,628	\$ 26,736	30	%
Earnings before income taxes	\$ 2,337	\$ 1,264	85	%

Overall, this increase in profitability for the three months ended March 31, 2013 was due to the greater loan volume and increased secondary gains from third party investors.

#### Significant Accounting Policies

SecurityNational Mortgage has entered into loan purchase agreements to originate and sell mortgage loans to two unaffiliated warehouse banks. On March 19, 2012, SecurityNational Mortgage and Wells Fargo Bank, N.A. (“Wells Fargo”) entered into a loan purchase agreement in which Wells Fargo agreed to provide a warehouse line of up to \$55,000,000 to fund certain approved mortgage loans originated by SecurityNational Mortgage. On August 6, 2012, SecurityNational Mortgage and Wells Fargo agreed to an amendment to the March 19, 2012 loan purchase agreement to increase the amount of the warehouse line available to fund mortgage loans originated by SecurityNational Mortgage from \$55,000,000 to \$75,000,000.

On July 16, 2012, SecurityNational Mortgage and UBS Real Estate Securities Inc. (“UBS”) entered into a loan purchase agreement in which UBS agreed to provide a warehouse line of up to \$30,000,000 to fund mortgage loans originated by SecurityNational Mortgage. On October 26, 2012, SecurityNational Mortgage and UBS agreed to an amendment to the July 16, 2012 loan purchase agreement to increase the amount of the warehouse line available to fund mortgage loans originated by SecurityNational Mortgage from \$30,000,000 to \$40,000,000.

SecurityNational Mortgage originates mortgage loans funded by the warehouse banks and immediately sells them to third party investors. Generally, when mortgage loans are sold to the warehouse banks, SecurityNational Mortgage is no longer obligated to pay the amounts outstanding on the mortgage loans, but is required to pay a fee in the form of interest on a portion of the mortgage loans between the date the loans are sold to warehouse banks and the settlement date with the third party investors. The terms of the loan purchase agreements are typically for one year, with interest accruing on a portion of the mortgage loans at annual rates ranging from 2.5% to 2.75% over the 30-day LIBOR rate.

Mortgage fee income consists of origination fees, processing fees, and certain other income related to the origination and sale of mortgage loans. For mortgage loans sold to third party investors, mortgage fee income and related expenses are recognized pursuant to generally accepted accounting principles at the time the sales of the mortgage loans comply with the sales criteria for the transfer of financial assets. The sales criteria are as follows: (i) the transferred assets have been isolated from SecurityNational Mortgage and its creditors, (ii) the transferee has the right to pledge or exchange the mortgage, and (iii) SecurityNational Mortgage does not maintain effective control over the transferred mortgage.

SecurityNational Mortgage must determine that all three sales criteria are met at the time a mortgage loan is funded. All rights and title to the mortgage loans are assigned to unrelated financial institution investors, including investor commitments for the loans made prior to warehouse banks purchasing the loans under the purchase commitments. As of March 31, 2013, there were \$170,100,000 in mortgage loans in which settlements with third party investors were still pending.

SecurityNational Mortgage sells all mortgage loans to third party investors without recourse. However, it may be required to repurchase a loan or pay a fee instead of repurchase under certain events, which include the following:

- Failure to deliver original documents specified by the investor,
- The existence of misrepresentation or fraud in the origination of the loan,
- The loan becomes delinquent due to nonpayment during the first several months after it is sold,
- Early pay-off of a loan, as defined by the agreements,
- Excessive time to settle a loan,
- Investor declines purchase, and
- Discontinued product and expired commitment.

Loan purchase commitments generally specify a date 30 to 45 days after delivery upon which the underlying loans should be settled. Depending on market conditions, these commitment settlement dates can be extended at a cost to SecurityNational Mortgage. Generally, a ten day extension will cost .125% (12.5 basis points) of the loan amount. SecurityNational Mortgage’s historical data shows that 99% of all loans originated are ordinarily settled by the investors as agreed within 16 days after delivery. There are situations, however, when SecurityNational Mortgage determines that it is unable to enforce the settlement of loans rejected by the third-party investors and that it is in its best interest to repurchase those loans from the warehouse banks.

It is SecurityNational Mortgage's policy to cure any documentation problems regarding such loans at a minimal cost for up to a six-month time period and to pursue efforts to enforce loan purchase commitments from third-party investors concerning the loans. SecurityNational Mortgage believes that six months allows adequate time to remedy any documentation issues, to enforce purchase commitments, and to exhaust other alternatives. Remedial methods include the following:

- Research reasons for rejection,
- Provide additional documents,
- Request investor exceptions,
- Appeal rejection decision to purchase committee, and
- Commit to secondary investors.

Once purchase commitments have expired and other alternatives to remedy are exhausted, which could be earlier than the six month time period, the loans are repurchased and transferred to the long term investment portfolio at the lower of cost or fair value and the previously recorded sales revenue is reversed. Any loan that later becomes delinquent is evaluated by the Company at that time and any impairment is adjusted accordingly.

Determining lower of cost or market. Cost is equal to the amount paid to the warehouse bank and the amount originally funded by SecurityNational Mortgage. Market value, while often difficult to determine, is based on the following guidelines:

- For loans that have an active market, SecurityNational Mortgage uses the market price on the repurchase date.
- For loans where there is no market but there is a similar product, SecurityNational Mortgage uses the market value for the similar product on the repurchase date.
- For loans where no active market exists on the repurchase date, SecurityNational Mortgage determines that the unpaid principal balance best approximates the market value on the repurchase date, after considering the fair value of the underlying real estate collateral and estimated future cash flows.

The appraised value of the real estate underlying the original mortgage loan adds support to SecurityNational Mortgage's determination of fair value because, if the loan becomes delinquent, SecurityNational Mortgage has sufficient value to collect the unpaid principal balance or the carrying value of the loan. In determining the market value on the date of repurchase, SecurityNational Mortgage considers the total value of all of the loans because any sale of loans would be made as a pool.

For mortgages originated and held for investment, mortgage fee income and related expenses are recognized when the loan is originated.

As of March 31, 2013, the Company's long term mortgage loan portfolio consisted of \$9,912,000 in mortgage loans with delinquencies more than 90 days. Of this amount, \$3,628,000 of the loans were in foreclosure proceedings. The Company has not received or recognized any interest income on the \$9,912,000 in mortgage loans with delinquencies more than 90 days. During the three months ended March 31, 2013, the Company provided an allowance for mortgage losses of \$63,000. This allowance for mortgage losses was charged to loan loss expense and included in selling, general and administrative expenses for the period. The ending balances of allowances for mortgage loan losses as of March 31, 2013 and December 31, 2012 were \$4,250,000 and \$4,239,000, respectively.

Also as of March 31, 2013, the Company had foreclosed on a total of \$61,820,000 in long term mortgage loans, of which \$1,748,000 of the loans foreclosed were reclassified as other real estate held for investment during 2013. The Company carries the foreclosed properties in Security National Life, Memorial Estates, and SecurityNational



Mortgage, its respective life, cemeteries and mortuaries, and mortgage subsidiaries, and will lease or rent these properties until it is deemed economically desirable to sell them.

#### Mortgage Loan Loss Settlements

The mortgage industry has seen potential loan losses increase. Future loan losses are extremely difficult to estimate, especially in the current market. However, management believes that the Company's reserve methodology and its current practice of property preservation allow it to estimate its losses on loans sold. The amounts accrued for loan losses for the three months ended March 31, 2013 and 2012 were \$537,000 and \$445,000, respectively. The estimated liability for indemnification losses is included in other liabilities and accrued expenses and, as of March 31, 2013 and December 31, 2012, the balances were \$6,230,000 and \$6,035,000, respectively.

#### Settlement with Wells Fargo

On April 7, 2011, SecurityNational Mortgage entered into a settlement agreement with Wells Fargo Funding, Inc. ("Wells Fargo"). The settlement agreement provides that it is intended to be a pragmatic commercial accommodation between SecurityNational Mortgage and Wells Fargo and is not to be construed as an admission of responsibility, liability or fault for either party's claims. Under the terms of the settlement agreement, SecurityNational Mortgage paid an initial settlement amount to Wells Fargo in the amount of \$4,300,000.

SecurityNational Mortgage is also required under the settlement agreement to set aside 10 basis points (.0010) during the period from April 8, 2011 to March 31, 2017 from the purchase proceeds of any loans that it sells to any mortgage loan purchaser, including Wells Fargo, and pay such amounts to Wells Fargo. SecurityNational Mortgage is additionally required under the settlement agreement to set aside 50% from the net proceeds that it receives from any sale, liquidation or other transfer of certain real estate properties that it owns, after subtracting taxes, commissions, recording fees and other transaction costs. These real estate properties consist of 27 real estate properties with a total book value of \$5,334,322 as of March 31, 2013.

In consideration for SecurityNational Mortgage making the initial settlement payment to Wells Fargo, Wells Fargo and related parties, including Wells Fargo Bank, released SecurityNational Mortgage and related parties, including the Company and Security National Life, from any claims, demands, damages, obligations, liabilities, or causes of action relating to residential mortgage loans that Wells Fargo purchased from SecurityNational Mortgage prior to December 31, 2009. Similarly, SecurityNational Mortgage released Wells Fargo and its related parties from any claims, demands, damages, obligations, liabilities, or causes of actions relating to residential mortgage loans that Wells Fargo purchased from SecurityNational Mortgage prior to December 31, 2009.

#### Mortgage Loan Loss Demands

#### Third Party Investors

There have been assertions in third party investor correspondence that SecurityNational Mortgage sold mortgage loans that allegedly contained borrower misrepresentations or experienced early payment defaults, or that were otherwise allegedly defective or not in compliance with agreements between SecurityNational Mortgage and the third party investors consisting principally of financial institutions. As a result of these claims, third party investors have made demands that SecurityNational Mortgage repurchase certain alleged defective mortgage loans that were sold to such investors or indemnify them against any losses related to such loans.

The total amount of potential claims by third party investors is difficult to determine. The Company has reserved and accrued \$6,230,000 as of March 31, 2013 to settle all such investor related claims. The Company believes that the reserve for mortgage loan loss, which includes provisions for probable losses and indemnification on mortgage loans sold to investors, is reasonable based on available information. Moreover, the Company has successfully negotiated acceptable settlement terms with other third party investors that asserted claims for mortgage loan losses against SecurityNational Mortgage.

SecurityNational Mortgage disagrees with the repurchase demands and notices of potential claims from third party investors and believes it has significant defenses to these demands. If SecurityNational Mortgage is unable to resolve the alleged claims by the third party investors on acceptable terms, legal action may ensue. In the event of legal action, if SecurityNational Mortgage is not successful in its defenses against claims asserted by these third party investors to the extent that a substantial judgment is entered against SecurityNational Mortgage which is beyond its capacity to pay, SecurityNational Mortgage may be required to curtail or cease operations.

#### JP Morgan Chase Indemnification Demand

The Company and its wholly-owned subsidiary, SecurityNational Mortgage, received a notice of claim for indemnification dated December 21, 2011, from JP Morgan Chase & Co. ("JP Morgan Chase") on behalf of EMC Mortgage, LLC ("EMC Mortgage"), relating to 21 mortgage loans that EMC Mortgage allegedly purchased as a third party investor from SecurityNational Mortgage. The notice also referenced an Agreement of Guaranty, dated February 23, 2006, by the Company relative to EMC Mortgage. The indemnification notice also stated that EMC Mortgage had been named in a lawsuit by the Bear Stearns Mortgage Funding Trust 2007-AR2 (the "Trust"), which was

filed on September 13, 2011 in the Delaware Court of Chancery.

The lawsuit that the Trust brought against EMC Mortgage contends that more than 800 residential mortgage loans that EMC Mortgage sold to the Trust (including the 21 loans originated by SecurityNational Mortgage) contained breaches of representations and warranties with respect to the mortgage loans, as well as defaults and foreclosures in many of such loans. As a result of the alleged breaches of representations and warranties by EMC Mortgage, the complaint requests that EMC Mortgage be ordered to repurchase from the Trust any loans for which it breached its representations and warranties, in the amount of the mortgage loans' outstanding principal balance and all accrued but unpaid interest.

The indemnification notice from JP Morgan Chase further stated that the Company and SecurityNational Mortgage are required to indemnify EMC Mortgage for any of its losses arising from the lawsuit the Trust has brought against EMC based upon allegedly untrue statements of material fact related to information that was provided by SecurityNational Mortgage. To the extent the claims in the complaint relate to mortgage loans that SecurityNational Mortgage sold to EMC Mortgage, the Company believes it has significant defenses to such claims with respect to EMC Mortgage. The Company intends to vigorously defend itself and SecurityNational Mortgage in the event that JP Morgan Chase were to bring any legal action to require the Company or SecurityNational Mortgage to indemnify it for any loss, liability or expense in connection with the lawsuit that the Trust has brought against EMC Mortgage.

## Mortgage Loan Loss Litigation

### Lehman Brothers - Aurora Loan Services Litigation

On April 15, 2005, SecurityNational Mortgage entered into a loan purchase agreement with Lehman Brothers Bank, FSB ("Lehman Bank"). Under the terms of the loan purchase agreement, Lehman Bank agreed to purchase mortgage loans from time to time from SecurityNational Mortgage. During 2007, Lehman Bank and its wholly owned subsidiary, Aurora Loan Services LLC ("Aurora Loan Services"), purchased a total of 1,490 mortgage loans in the aggregate amount of \$352,774,000 from SecurityNational Mortgage. Lehman Bank asserted that certain of the mortgage loans that it purchased from SecurityNational Mortgage during 2007 contained alleged misrepresentations and early payment defaults. As a result of these alleged breaches in the mortgage loans, Lehman Bank contended it had the right to require SecurityNational Mortgage to repurchase certain loans or be liable for losses related to such loans under the loan purchase agreement. SecurityNational Mortgage disagrees with these claims.

On December 17, 2007, SecurityNational Mortgage entered into an Indemnification Agreement with Lehman Bank and Aurora Loan Services. Under the terms of the Indemnification Agreement, SecurityNational Mortgage agreed to indemnify Lehman Bank and Aurora Loan Services for 75% of all losses that Lehman Bank and Aurora Loan Services may incur relative to breaches by mortgagors pertaining to 54 mortgage loans that were purchased from SecurityNational Mortgage. SecurityNational Mortgage was released from any obligation to pay the remaining 25% of such losses. The Indemnification Agreement also required SecurityNational Mortgage to indemnify Lehman Bank and Aurora Loan Services for 100% of any future losses incurred on mortgage loans with breaches that were not among the 54 mortgage loans.

Pursuant to the Indemnification Agreement, SecurityNational Mortgage paid \$395,000 to Aurora Loan Services as a deposit into a reserve account, to secure any obligations of SecurityNational Mortgage under the Indemnification Agreement. This deposit was in addition to a \$250,000 deposit that SecurityNational Mortgage previously made into the reserve account for a total of \$645,000. Losses from mortgage loans with alleged breaches were payable from the reserve account. However, Lehman Bank and Aurora Loan Services were not to apply any funds from the reserve account to a particular mortgage loan until an actual loss had occurred. Under the Indemnification Agreement SecurityNational Mortgage was to pay to Aurora Loan Services each calendar month the difference between the reserve account balance and \$645,000, but in no event would SecurityNational Mortgage be required to make payments into the reserve account in excess of \$125,000 for any calendar month.

Since the reserve account was established, funds had been paid from the account to indemnify \$4,281,000 in alleged losses from 31 mortgage loans that were among 54 mortgage loans with alleged breaches that were covered by the Indemnification Agreement and ten other mortgage loans with alleged breaches. In the last monthly billing statement dated April 24, 2011 to SecurityNational Mortgage, Lehman Brothers Holdings Inc. ("Lehman Holdings") claimed that SecurityNational Mortgage owed approximately \$3,745,000 for mortgage loan losses under the Indemnification Agreement.

During 2010 and 2011, the Company recognized alleged losses of \$1,289,000 and \$-0-, respectively. However, management cannot fully determine the total losses because there may be potential claims for losses that have not yet been determined. As of December 31, 2012, the Company had not accrued for any losses under the Indemnification Agreement. SecurityNational Mortgage was involved in discussions with Lehman Bank and Lehman Holdings concerning issues under the Indemnification Agreement. During the discussion period, monthly payments for December 2010 and January, February, March and April of 2011 totaling \$625,000 were abated or deferred.

On May 11, 2011, SecurityNational Mortgage filed a complaint against Aurora Bank FSB, formerly known as Lehman Bank, and Aurora Loan Services in the United States District Court for the District of Utah because it had

been unable to resolve certain issues under the Indemnification Agreement. The complaint alleges, among other things, material breach of the Indemnification Agreement, including a claim that neither Lehman Bank nor Aurora Loan Services owned mortgage loans sold by SecurityNational to justify the amount of payments demanded from, and made by SecurityNational Mortgage. As a result, SecurityNational Mortgage claims it is entitled to judgment of approximately \$4,000,000 against Lehman Bank, as well as Aurora Loan Services to the extent of its involvement and complicity with Lehman Bank. The complaint also alleges a second claim for material breach of a section of the Indemnification Agreement that contains an alleged “sunset” provision and that the amount of the requested payments made was not justified under the “sunset” provision.

On June 8, 2011, Lehman Holdings, which had filed for bankruptcy in September 2008, filed a complaint against SecurityNational Mortgage in the United States District Court for the District of Utah. A Lehman Holdings' subsidiary owns Lehman Bank. The complaint alleges that SecurityNational Mortgage sold loans to Lehman Bank, which were then sold to Lehman Holdings. The complaint additionally alleges that Lehman Bank and Aurora Loan Services assigned their rights and remedies under the loan purchase agreement, as well as the Indemnification Agreement to Lehman Holdings, which latter assignment purportedly took place on March 28, 2011. Lehman Holdings declared in a letter dated June 2, 2011 that the Indemnification Agreement was null and void, which is disputed by SecurityNational Mortgage.

Lehman Holdings' alleged claims are for damages for breach of contract and breach of warranty pursuant to a loan purchase agreement and Seller's Guide. Based on claiming that the Indemnification Agreement is null and void pursuant to its lawsuit, Lehman Holdings has initially claimed damages in excess of \$5,000,000. Prior to declaring the Indemnification Agreement null and void, Lehman Holdings claimed in a then recent billing statement under the terms of the Indemnification Agreement, that SecurityNational Mortgage owed approximately \$3,745,000 for mortgage loan losses under the Indemnification Agreement. SecurityNational Mortgage strongly disagrees with the position of Lehman Holdings and, as set forth in its May 11, 2011 complaint, seeks affirmative relief of approximately \$4,000,000 from Lehman Bank and Aurora Loan Services, which are related to Lehman Holdings.

On September 4, 2012, SecurityNational Mortgage filed a motion for summary judgment in its action against Lehman Bank and Aurora Loan Services on certain material issues, as well as against Lehman Holdings regarding its claims against SecurityNational Mortgage. Lehman Bank and Aurora Loan Services filed a cross motion for summary judgment as to the issues in SecurityNational Mortgage's motion and, in the Lehman Holdings case, Lehman Holdings has requested that the Court allow a cross motion on the issues which are the subject of SecurityNational Mortgage's September 4, 2012 motion. The cases are before two different federal judges.

On February 27, 2013, SecurityNational Mortgage's motion for summary judgment against Lehman Bank and Aurora Loan Services and the related cross motion were heard by Judge David Nuffer of the United States District Court for the District of Utah. After an extensive hearing, Judge Nuffer requested that the parties prepare findings of fact in accordance with the Court's earlier promulgated findings as modified at the hearing, and that each party submit proposed conclusions of law related to the motions. Judge Nuffer also said that he may request a further hearing on the matter. SecurityNational Mortgage's motion in the Lehman Holdings case is presently set for hearing on May 30, 2013 before Judge Ted Stewart of the United States District Court for the District of Utah.

#### Consolidation

#### Three Months Ended March 31, 2013 Compared to Three Months Ended March 31, 2012

Total revenues increased by \$7,529,000, or 15.9%, to \$54,852,000 for the three months ended March 31, 2013, from \$47,323,000 for the three months ended March 31, 2012. Contributing to this increase in total revenues was a \$7,687,000 increase in mortgage fee income, a \$672,000 increase in realized gains on investments and other assets, a \$287,000 increase in other revenues, a \$15,000 decrease in other than temporary impairments on investments, and a \$2,000 increase in net mortuary and cemetery sales. This increase in total revenues was offset by a \$968,000 decrease in net investment income and a \$166,000 decrease in insurance premiums and other considerations.

Insurance premiums and other considerations decreased by \$166,000, or 1.3%, to \$12,422,000 for the three months ended March 31, 2013, from \$12,588,000 for the comparable period in 2012. This decrease was primarily due to a decrease in renewal premiums.

Net investment income decreased by \$968,000, or 16.0%, to \$5,086,000 for the three months ended March 31, 2013, from \$6,054,000 for the comparable period in 2012. This decrease was primarily attributable to a \$944,000 decrease in mortgage loan interest, a \$193,000 increase in investment expenses, a \$25,000 decrease in policy loan income, and a \$17,000 decrease in rental income from real estate owned. This decrease was offset by a \$166,000 increase in short-term investment income, a \$43,000 increase in fixed maturity securities income, and a \$2,000 increase in equity securities income.

Net cemetery and mortuary sales increased by \$2,000, or 0.1%, to \$2,877,000 for the three months ended March 31, 2013, from \$2,875,000 for the comparable period in 2012. This increase was primarily due to an increase in at-need sales in the cemetery operations offset by a decrease in at-need sales in the mortuary operations.

Realized gains on investments and other assets increased by \$672,000, or 392.6%, to \$843,000 in realized gains for the three months ended March 31, 2013, from \$171,000 in realized gains for the comparable period in 2012. This increase in realized gains on investments and other assets was the result of an increase in realized gains on other assets of \$670,000 due to the sale of a real estate property. This increase was offset by a \$2,000 decrease in realized gains on fixed maturity securities and on securities available for sale.

Other than temporary impairments on investments decreased by \$15,000, or 33.3%, to \$30,000 for the three months ended March 31, 2013, from \$45,000 for the comparable period in 2012. This increase was the result of a \$15,000 decrease in other than temporary impairments on fixed maturity securities held to maturity.

Mortgage fee income increased by \$7,687,000, or 30.2%, to \$33,178,000 for the three months ended March 31, 2013, from \$25,491,000 for the comparable period in 2012. This increase was primarily attributable to an increased market share in mortgage loan originations and an increase in secondary gains on mortgage loans sold to investors. The increase in market share was attributed to an expansion of the retail loan operations of SecurityNational Mortgage.

Other revenues increased by \$287,000, or 151.2%, to \$477,000 for the three months ended March 31, 2013, from \$190,000 for the comparable period in 2012. This increase was due to an increase in mortgage servicing fees.

Total benefits and expenses were \$51,625,000, or 94.1% of total revenues, for the three months ended March 31, 2013, as compared to \$44,995,000, or 95.1% of total revenues, for the comparable period in 2012.

Death benefits, surrenders and other policy benefits, and increase in future policy benefits decreased by an aggregate of \$117,000 or 1.0%, to \$12,058,000 for the three months ended March 31, 2013, from \$12,175,000 for the comparable period in 2012. This decrease was primarily the result of a \$1,598,000 decrease in future policy benefits death benefits and an \$89,000 decrease in surrender and other policy benefits. This increase was offset by a \$1,570,000 increase in death benefits.

Amortization of deferred policy and pre-need acquisition costs and value of business acquired increased by \$82,000, or 5.8%, to \$1,494,000 for the three months ended March 31, 2013, from \$1,412,000 for the comparable period in 2012. This increase was primarily due to growth in new business, which increased amortization of deferred policy acquisition costs and value of business acquired.

Selling, general and administrative expenses increased by \$6,605,000, or 21.9%, to \$36,765,000 for the three months ended March 31, 2013, from \$30,160,000 for the comparable period in 2012. This increase was the result of an increase in commission expenses of \$2,685,000, from \$14,886,000 for the three months ended March 31, 2012 to \$17,571,000 for the comparable period in 2013 due to increased mortgage loan originations made by SecurityNational Mortgage. Salaries increased by \$1,666,000 from \$6,513,000 for the three months ended March 31, 2012 to \$8,179,000 for the comparable period in 2013, primarily due to an increase in the number of employees as a result of increased mortgage loan originations. Provision for loan losses and loss reserve increased by \$150,000 from \$402,000 for the three months ended March 31, 2012 to \$552,000 for the comparable period in 2013, primarily due to an increase in the monthly accrual related to increased mortgage originations. Costs related to funding mortgage loans increased by \$247,000 from \$1,360,000 for the three months ended March 31, 2012 to \$1,607,000 for the comparable period in 2013 due to additional loans funded. Other expenses increased by \$1,858,000 from \$6,999,000 for the three months ended March 31, 2012 to \$8,857,000 for the comparable period in 2013.



Interest expense increased by \$38,000, or 5.0%, to \$807,000 for the three months ended March 31, 2013, from \$769,000 for the comparable period in 2012. This increase was primarily due to an increased use of the mortgage warehouse line resulting from additional mortgage loan originations.

Cost of goods and services sold of the cemeteries and mortuaries increased by \$22,000, or 4.5%, to \$500,000 for the three months ended March 31, 2013, from \$478,000 for the comparable period in 2012. This increase was primarily due to an increase in cemetery sales offset by a decrease in mortuary sales.

Comprehensive income for the three months ended March 31, 2013 and 2012 amounted to gains of \$1,658,000 and \$2,642,000, respectively. This \$984,000 decrease in comprehensive income in 2013 was primarily the result of a \$371,000 increase in net income and a \$1,229,000 decrease in derivatives related to mortgage loans and a \$126,000 decrease in unrealized gains in securities available for sale.

Income taxes for the insurance segment have a lower effective tax rate of approximately 20% largely due to the alternative minimum tax. Cemetery, mortuary and mortgage segments have an effective tax rate of 34%.

### Liquidity and Capital Resources

The Company's life insurance subsidiaries and cemetery and mortuary subsidiaries realize cash flow from premiums, contract payments and sales on personal services rendered for cemetery and mortuary business, from interest and dividends on invested assets, and from proceeds from the maturity of held-to-maturity investments or sale of other investments. The mortgage subsidiary realizes cash flow from fees generated by originating and refinancing mortgage loans and interest earned on mortgages sold to investors. The Company considers these sources of cash flow to be adequate to fund future policyholder and cemetery and mortuary liabilities, which generally are long term and adequate to pay current policyholder claims, annuity payments, expenses on the issuance of new policies, the maintenance of existing policies, debt service, and to meet operating expenses.

During the three months ended March 31, 2013, the Company's operations provided cash of \$5,449,000. This was due primarily to a \$4,476,000 increase in future policy benefits and a \$2,159,000 increase for the three months of 2013 in the balance of mortgage loans sold to investors. During the three months ended March 31, 2012, the Company's operations provided cash of \$25,193,000. This was due primarily to a \$6,009,000 increase in future policy benefits and a \$16,423,000 decrease for the three months of 2012 in the balance of mortgage loans sold to investors.

The Company's liability for future life, annuity and other benefits is expected to be paid out over the long-term due to the Company's market niche of selling funeral plans. Funeral plans are small face value life insurance that will pay the costs and expenses incurred at the time of a person's death. A person generally will keep these policies in force and will not surrender them prior to a person's death. Because of the long-term nature of these liabilities, the Company is able to hold to maturity its bonds, real estate and mortgage loans, thus reducing the risk of liquidating these long-term investments as a result of any sudden changes in fair values.

The Company attempts to match the duration of invested assets with its policyholder and cemetery and mortuary liabilities. The Company may sell investments other than those held to maturity in the portfolio to help in this timing. The Company purchases short-term investments on a temporary basis to meet the expectations of short-term requirements of the Company's products.

The Company's investment philosophy is intended to provide a rate of return which will persist during the expected duration of policyholder and cemetery and mortuary liabilities regardless of future interest rate movements.

The Company's investment policy is to invest predominantly in fixed maturity securities, mortgage loans, and the warehousing of mortgage loans on a short-term basis before selling the loans to investors in accordance with the requirements and laws governing the life insurance subsidiaries. Bonds owned by the insurance subsidiaries amounted to \$136,117,000 as of March 31, 2013 compared to \$127,939,000 as of December 31, 2012. This represents 41.5% and 37.1% of the total investments as of March 31, 2013 and December 31, 2012, respectively. Generally, all bonds owned by the life insurance subsidiaries are rated by the National Association of Insurance Commissioners (NAIC). Under this rating system, there are six categories used for rating bonds. At March 31, 2013, 3.35% (or \$4,572,000) and at December 31, 2012, 3.4% (or \$4,392,000) of the Company's total bond investments were invested in bonds in rating categories three through six, which were considered non-investment grade.

The Company has classified its fixed income securities as held to maturity. Business conditions, however, may develop in the future which may indicate a need for a higher level of liquidity in the investment portfolio. In that event the Company believes it could sell short-term investment grade securities before liquidating higher yielding longer-term securities.

The Company is subject to risk based capital guidelines established by statutory regulators requiring minimum capital levels based on the perceived risk of assets, liabilities, disintermediation, and business risk. At March 31, 2013 and December 31, 2012, the life insurance subsidiary exceeded the regulatory criteria.

The Company's total capitalization of stockholders' equity, bank debt and notes payable was \$93,315,000 as of March 31, 2013, as compared to \$91,722,000 as of December 31, 2012. Stockholders' equity as a percent of total capitalization was 87.7% and 87.0% as of March 31, 2013 and December 31, 2012, respectively.

Lapse rates measure the amount of insurance terminated during a particular period. The Company's lapse rate for life insurance in 2012 was 6.0% as compared to a rate of 6.5% for 2011. The 2013 lapse rate to date has been approximately the same as 2012.

At March 31, 2013, \$32,770,000 of the Company's consolidated stockholders' equity represents the statutory stockholders' equity of the Company's life insurance subsidiaries. The life insurance subsidiaries cannot pay a dividend to the Company, its parent company, without approval of insurance regulatory authorities.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no significant changes since the annual report on Form 10-K filed for the year ended December 31, 2012.

### Item 4. Controls and Procedures.

#### Disclosure Controls and Procedures

As of March 31, 2013, the Company carried out an evaluation, under the supervision and with the participation of its Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). The Company's disclosure controls and procedures are designed to ensure that information required to be disclosed in the Securities and Exchange Commission (SEC) reports the Company files or submits under the Exchange Act is recorded, processed, summarized and reported within the time period specified by the SEC's rules and forms and that such information is accumulated and communicated to management, including the Company's CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure. The officers have concluded that the Company's disclosure controls and procedures were effective as of March 31, 2013 and that the unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q fairly present, in all material respects, the Company's financial condition, results of operations and cash flows for the periods presented in conformity with United States GAAP.

#### Changes in Internal Control over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II - Other Information

Item 1. Legal Proceedings.

Lehman Brothers - Aurora Loan Services Litigation

On April 15, 2005, SecurityNational Mortgage entered into a loan purchase agreement with Lehman Brothers Bank, FSB ("Lehman Bank"). Under the terms of the loan purchase agreement, Lehman Bank agreed to purchase mortgage loans from time to time from SecurityNational Mortgage. During 2007, Lehman Bank and its wholly owned subsidiary, Aurora Loan Services LLC ("Aurora Loan Services"), purchased a total of 1,490 mortgage loans in the aggregate amount of \$352,774,000 from SecurityNational Mortgage. Lehman Bank asserted that certain of the mortgage loans that it purchased from SecurityNational Mortgage during 2007 contained alleged misrepresentations and early payment defaults. As a result of these alleged breaches in the mortgage loans, Lehman Bank contended it had the right to require SecurityNational Mortgage to repurchase certain loans or be liable for losses related to such loans under the loan purchase agreement. SecurityNational Mortgage disagrees with these claims.

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Pursuant to the Indemnification Agreement, SecurityNational Mortgage paid \$395,000 to Aurora Loan Services as a deposit into a reserve account, to secure any obligations of SecurityNational Mortgage under the Indemnification Agreement. This deposit was in addition to a \$250,000 deposit that SecurityNational Mortgage previously made into the reserve account for a total of \$645,000. Losses from mortgage loans with alleged breaches were payable from the reserve account. However, Lehman Bank and Aurora Loan Services were not to apply any funds from the reserve account to a particular mortgage loan until an actual loss had occurred. Under the Indemnification Agreement SecurityNational Mortgage was to pay to Aurora Loan Services each calendar month the difference between the reserve account balance and \$645,000, but in no event would SecurityNational Mortgage be required to make payments into the reserve account in excess of \$125,000 for any calendar month.

Since the reserve account was established, funds had been paid from the account to indemnify \$4,281,000 in alleged losses from 31 mortgage loans that were among 54 mortgage loans with alleged breaches that were covered by the Indemnification Agreement and ten other mortgage loans with alleged breaches. In the last monthly billing statement dated April 24, 2011 to SecurityNational Mortgage, Lehman Brothers Holdings Inc. ("Lehman Holdings") claimed that SecurityNational Mortgage owed approximately \$3,745,000 for mortgage loan losses under the Indemnification Agreement.

During 2010 and 2011, the Company recognized alleged losses of \$1,289,000 and \$-0-, respectively. However, management cannot fully determine the total losses because there may be potential claims for losses that have not yet been determined. As of December 31, 2012, the Company had not accrued for any losses under the Indemnification Agreement. SecurityNational Mortgage was involved in discussions with Lehman Bank and Lehman Holdings concerning issues under the Indemnification Agreement. During the discussion period, monthly payments for December 2010 and January, February, March and April of 2011 totaling \$625,000 were abated or deferred.

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Lehman Holdings' alleged claims are for damages for breach of contract and breach of warranty pursuant to a loan purchase agreement and Seller's Guide. Based on claiming that the Indemnification Agreement is null and void pursuant to its lawsuit, Lehman Holdings has initially claimed damages in excess of \$5,000,000. Prior to declaring the Indemnification Agreement null and void, Lehman Holdings claimed in a then recent billing statement under the terms of the Indemnification Agreement, that SecurityNational Mortgage owed approximately \$3,745,000 for mortgage loan losses under the Indemnification Agreement. SecurityNational Mortgage strongly disagrees with the position of Lehman Holdings and, as set forth in its May 11, 2011 complaint, seeks affirmative relief of approximately \$4,000,000 from Lehman Bank and Aurora Loan Services, which are related to Lehman Holdings.

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The Company is not a party to any other material legal proceedings outside the ordinary course of business or to any other legal proceedings, which if adversely determined, would have a material adverse effect on its financial condition or results of operation.

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

None

Item 3. Defaults Upon Senior Securities.

None

Item 4. Mine Safety Disclosures.

None

Item 5. Other Information.

On May 8, 2013, the Company completed a reorganization transaction involving several of its wholly owned subsidiaries. Under the terms of the Agreement and Plan of Reorganization, the Company contributed all its shares of common stock of Select Appraisal Management, Inc. ("Select Appraisal Management"), which had been a wholly owned subsidiary of the Company, to Green Street Mortgage Services, Inc. ("Green Street Mortgage"), a wholly owned subsidiary of the Company. The purpose of the transaction is to develop the appraisal business of Select Appraisal Management through Green Street Mortgage, which would be responsible for the development, management and oversight of the appraisal business of Select Appraisal Management. SecurityNational Mortgage agreed, as part of the reorganization, to transfer to Green Street Mortgage, in the form of a dividend, the appraisal management contracts and related operations that it owned.

In addition, as part of the reorganization, SecurityNational Mortgage agreed to assign to the Company, in the form of a dividend, beginning January 1, 2013, the net servicing income from the mortgage servicing rights that it retains from the mortgage loans that it originates and sells on a servicing retained basis to third party investors in connection with its mortgage loan operations. Pursuant to the organization, SecurityNational Mortgage also agreed to pay such net income from its mortgage servicing operations on a monthly basis to the Company, provided such payments do not violate the financial covenants that SecurityNational Mortgage is required to maintain with its warehouse mortgage lenders.

Finally, the Company agreed as part of the reorganization to contribute all of its shares of stock of Dry Creek Property Development, Inc. ("Dry Creek Development"), which had been a wholly owned subsidiary of the Company, to Security National Life Insurance Company ("Security National Life"). The purpose of this transaction was to help facilitate the future funding and development of approximately 32 acres of land that the Company owns in Sandy, Utah.



Item 6. Exhibits, Financial Statements Schedules and Reports on Form 8-K.

(a)(1) Financial Statements

See “Table of Contents – Part I – Financial Information” under page 2 above

(a)(2) Financial Statement Schedules

None

All other schedules to the consolidated financial statements required by Article 7 of Regulation S-X are not required under the related instructions or are inapplicable and therefore have been omitted.

(a)(3) Exhibits

The following Exhibits are filed herewith pursuant to Rule 601 of Regulation S-K or are incorporated by reference to previous filings.

3.1 Articles of Restatement of Articles of Incorporation (4)

3.2 Amended Bylaws (6)

4.1 Specimen Class A Stock Certificate (1)

4.2 Specimen Class C Stock Certificate (1)

4.3 Specimen Preferred Stock Certificate and Certificate of Designation of Preferred Stock (1)

10.1 Restated and Amended Employee Stock Ownership Plan and Trust Agreement (1)

10.2 2003 Stock Option Plan (5)

10.3 2006 Director Stock Option Plan (9)

10.4 Deferred Compensation Agreement with George R. Quist (2)

10.5 Deferred Compensation Plan (3)

10.6 Employment agreement with J. Lynn Beckstead, Jr. (7)

10.7 Employment agreement with Scott M. Quist (8)

10.8 Indemnification Agreement among SecurityNational Mortgage Company, Lehman Brothers Bank, and Aurora Loan Services (10)

10.9 Coinsurance Agreement between Security National Life Insurance Company and Mothe Life Insurance Company (11)

10.10 Certificate and Agreement of Contribution to Surplus between Security National Financial Corporation and Security National Life Insurance Company (11)

- 10.11 Agreement and Plan of Reorganization among Security National Financial Corporation and certain subsidiaries
- 21 Subsidiaries of the Registrant
- 31.1 Certification pursuant to 18 U.S.C. Section 1350, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification pursuant to 18 U.S.C. Section 1350, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101 INS XBRL Instance Document\*
- 101 SCHXBRL Schema Document\*
- 101 CALXBRL Calculation Linkbase Document\*
- 101 DEF XBRL Definition Linkbase Document\*
- 101 LABXBRL Labels Linkbase Document\*
- 101 PRE XBRL Presentation Linkbase Document\*

\* The XBRL related information in Exhibit 101 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability of that section and shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

- (1) Incorporated by reference from Registration Statement on Form S-1, as filed on September 29, 1987
- (2) Incorporated by reference from Annual Report on Form 10-K, as filed on March 31, 1989
- (3) Incorporated by reference from Annual Report on Form 10-K, as filed on April 3, 2002
- (4) Incorporated by reference from Report on Form 8-K/A, as filed on January 8, 2003
- (5) Incorporated by reference from Schedule 14A Definitive Proxy Statement, as filed on September 5, 2003, relating to the Company's Annual Meeting of Shareholders
- (6) Incorporated by reference from Report on Form 10-Q, as filed on November 14, 2003
- (7) Incorporated by reference from Report on Form 10-K, as filed on March 30, 2004
- (8) Incorporated by reference from Report on Form 10-Q, as filed on August 13, 2004
- (9) Incorporated by reference from Schedule 14A Definitive Proxy Statement, as filed on June 1, 2007, relating to the Company's Annual Meeting of Shareholders
- (10) Incorporated by reference from Report on Form 10-K, as filed on March 31, 2009
- (11) Incorporated by reference from Report on Form 8-K, as filed on December 27, 2012

SIGNATURES

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

REGISTRANT

SECURITY NATIONAL FINANCIAL CORPORATION  
Registrant

Dated: May 15, 2013

/s/ Scott M. Quist  
Scott M. Quist  
Chairman of the Board, President and Chief  
Executive Officer  
(Principal Executive Officer)

Dated: May 15, 2013

/s/ Garrett S. Sill  
Garrett S. Sill  
Acting Chief Financial Officer and Acting Treasurer  
(Principal Financial Officer and Principal  
Accounting Officer)