

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 September 30, 2012, or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 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.

<u>Class A Common Stock, \$2.00 par value</u> Title of Class	<u>9,770,443</u> Number of Shares Outstanding as of November 13, 2012
<u>Class C Common Stock, \$.20 par value</u> Title of Class	<u>10,451,661</u> Number of Shares Outstanding as of November 13, 2012

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

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

Accelerated filer

Smaller reporting company

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
FORM 10-Q

QUARTER ENDED SEPTEMBER 30, 2012

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

	September 30, 2012	December 31, 2011
<b>Assets</b>		
Investments:		
Fixed maturity securities, held to maturity, at amortized cost	\$ 131,017,591	\$ 127,579,087
Equity securities, available for sale, at estimated fair value	5,404,888	6,299,392
Mortgage loans on real estate and construction loans, held for investment net of allowances for losses of \$4,263,375 and \$4,881,173 for 2012 and 2011	83,868,637	115,155,967
Real estate held for investment, net of accumulated depreciation of \$4,417,735 and \$4,189,641 for 2012 and 2011	3,596,336	3,786,780
Other real estate owned held for investment, net of accumulated depreciation of \$2,748,820 and \$1,810,238 for 2012 and 2011	59,562,388	46,398,095
Other real estate owned held for sale	5,998,740	5,793,900
Policy and other loans, net of allowances for doubtful accounts of \$449,011 and \$427,136 for 2012 and 2011	18,443,304	18,463,277
Short-term investments	8,248,217	6,932,023
Accrued investment income	2,501,814	2,323,080
<b>Total investments</b>	<b>318,641,915</b>	<b>332,731,601</b>
Cash and cash equivalents	57,172,185	17,083,604
Mortgage loans sold to investors	75,798,504	77,339,445
Receivables, net	14,692,059	9,934,075
Restricted assets of cemeteries and mortuaries	3,935,062	3,392,497
Cemetery perpetual care trust investments	2,049,165	1,810,185
Receivable from reinsurers	14,401,284	7,484,466
Cemetery land and improvements	11,086,542	11,105,809
Deferred policy and pre-need contract acquisition costs	37,271,008	36,237,069
Property and equipment, net	10,271,152	9,300,185
Value of business acquired	10,251,094	11,020,834
Goodwill	677,039	677,039
Other	4,513,891	3,022,113
<b>Total Assets</b>	<b>\$ 560,760,900</b>	<b>\$ 521,138,922</b>

See accompanying notes to condensed consolidated financial statements.

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

	<u>September 30,</u> 2012	<u>December 31,</u> 2011
<b>Liabilities and Stockholders' Equity</b>		
<b>Liabilities</b>		
Future life, annuity, and other benefits	\$ 400,594,188	\$ 381,595,568
Unearned premium reserve	4,889,796	5,030,443
Bank and other loans payable	22,687,673	25,019,119
Deferred pre-need cemetery and mortuary contract revenues	13,396,419	13,140,483
Cemetery perpetual care obligation	3,091,056	2,983,077
Accounts payable	2,939,381	2,672,479
Other liabilities and accrued expenses	23,628,940	14,456,887
Income taxes	18,784,667	15,010,279
Total liabilities	<u>490,012,120</u>	<u>459,908,335</u>
<b>Stockholders' Equity</b>		
Common Stock:		
Class A: common stock - \$2.00 par value; 20,000,000 shares authorized; issued 9,639,121 shares in 2012 and 9,638,798 shares in 2011	19,278,242	19,277,596
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 10,132,749 shares in 2012 and 10,135,976 in 2011	2,026,550	2,027,195
Additional paid-in capital	19,577,091	19,487,565
Accumulated other comprehensive income, net of taxes	492,886	654,443
Retained earnings	31,791,885	22,546,623
Treasury stock at cost - 1,060,011 Class A shares in 2012 and 1,198,167 Class A shares in 2011	<u>(2,417,874)</u>	<u>(2,762,835)</u>
Total stockholders' equity	<u>70,748,780</u>	<u>61,230,587</u>
<b>Total Liabilities and Stockholders' Equity</b>	<u>\$ 560,760,900</u>	<u>\$ 521,138,922</u>

See accompanying notes to condensed consolidated financial statements.

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

	Three Months Ended September		Nine Months Ended September	
	30,		30,	
	2012	2011	2012	2011
<b>Revenues:</b>				
Insurance premiums and other considerations	\$ 12,045,553	\$ 11,823,557	\$ 36,915,237	\$ 36,409,158
Net investment income	5,732,572	5,107,590	17,924,518	14,095,396
Net mortuary and cemetery sales	2,619,605	2,442,221	8,121,244	8,146,824
Realized gains on investments and other assets	222,621	226,480	580,607	1,829,136
Other than temporary impairments on investments	(440,315)	(30,000)	(530,315)	(95,129)
Mortgage fee income	43,294,916	21,517,970	103,872,556	50,615,851
Other	272,951	236,869	715,490	962,049
<b>Total revenues</b>	<b>63,747,903</b>	<b>41,324,687</b>	<b>167,599,337</b>	<b>111,963,285</b>
<b>Benefits and expenses:</b>				
Death benefits	5,914,468	5,303,622	16,024,565	16,588,193
Surrenders and other policy benefits	453,838	398,556	1,566,828	1,425,175
Increase in future policy benefits	4,806,944	5,153,073	15,743,504	14,680,267
Amortization of deferred policy and pre-need acquisition costs and value of business acquired	1,930,760	1,863,959	5,804,495	5,819,497
Selling, general and administrative expenses:				
Commissions	23,486,730	13,268,027	58,766,750	30,417,508
Salaries	7,344,712	5,690,438	20,664,919	17,593,130
Provision for loan losses and loss reserve	1,763,090	466,025	3,263,437	1,573,360
Costs related to funding mortgage loans	1,980,512	1,219,729	5,141,164	3,065,563
Other	8,328,740	6,191,082	23,033,728	18,491,242
Interest expense	1,142,428	497,714	2,758,313	1,191,356
Cost of goods and services sold-mortuaries and cemeteries	463,386	437,972	1,334,369	1,464,908
<b>Total benefits and expenses</b>	<b>57,615,608</b>	<b>40,490,197</b>	<b>154,102,072</b>	<b>112,310,199</b>
<b>Earnings (loss) before income taxes</b>	<b>6,132,295</b>	<b>834,490</b>	<b>13,497,265</b>	<b>(346,914)</b>
Income tax (provision) benefit	(2,142,249)	(64,168)	(4,252,003)	803,630
<b>Net earnings</b>	<b>\$ 3,990,046</b>	<b>\$ 770,322</b>	<b>\$ 9,245,262</b>	<b>\$ 456,716</b>
<b>Net earnings per Class A Equivalent common share (1)</b>	<b>\$ 0.42</b>	<b>\$ 0.08</b>	<b>\$ 0.97</b>	<b>\$ 0.05</b>
<b>Net earnings per Class A Equivalent common share-assuming dilution (1)</b>	<b>\$ 0.38</b>	<b>\$ 0.08</b>	<b>\$ 0.97</b>	<b>\$ 0.05</b>
Weighted-average Class A equivalent common share outstanding (1)	9,585,285	9,390,822	9,540,631	9,258,945
Weighted-average Class A equivalent common shares outstanding-assuming dilution (1)	10,439,161	9,408,180	9,553,397	9,284,488

(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 September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Net earnings	\$ 3,990,046	\$ 770,322	\$ 9,245,262	\$ 456,716
Other comprehensive income:				
Net unrealized gains (losses) on derivative instruments	(2,184,088)	904,655	(260,238)	1,355,745
Net unrealized gains (losses) on available for sale securities	82,521	(1,287,086)	98,681	(1,645,741)
Other comprehensive loss	(2,101,567)	(382,431)	(161,557)	(289,996)
Comprehensive income	<u>\$ 1,888,479</u>	<u>\$ 387,891</u>	<u>\$ 9,083,705</u>	<u>\$ 166,720</u>

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
<b>Balance at December 31, 2010</b>	\$ 18,357,890	\$ 1,932,031	\$ 19,689,993	\$ 1,188,246	\$ 21,907,579	\$ (3,147,271)	\$ 59,928,468
Net earnings	-	-	-	-	456,716	-	456,716
Other comprehensive loss	-	-	-	(289,996)	-	-	(289,996)
Grant of stock options	-	-	193,032	-	-	-	193,032
Sale of treasury stock	-	-	(45,303)	-	-	255,218	209,915
Stock dividends	218	2	(29)	-	(191)	-	-
Conversion Class C to Class A	1,370	(1,371)	1	-	-	-	-
<b>Balance at September 30, 2011</b>	<u>\$ 18,359,478</u>	<u>\$ 1,930,662</u>	<u>\$ 19,837,694</u>	<u>\$ 898,250</u>	<u>\$ 22,364,104</u>	<u>\$ (2,892,053)</u>	<u>\$ 60,498,135</u>
<b>Balance at December 31, 2011</b>	\$ 19,277,596	\$ 2,027,195	\$ 19,487,565	\$ 654,443	\$ 22,546,623	\$ (2,762,835)	\$ 61,230,587
Net earnings	-	-	-	-	9,245,262	-	9,245,262
Other comprehensive loss	-	-	-	(161,557)	-	-	(161,557)
Grant of stock options	-	-	187,510	-	-	-	187,510
Sale of treasury stock	-	-	(97,983)	-	-	344,961	246,978
Conversion Class C to Class A	646	(645)	(1)	-	-	-	-
<b>Balance at September 30, 2012</b>	<u>\$ 19,278,242</u>	<u>\$ 2,026,550</u>	<u>\$ 19,577,091</u>	<u>\$ 492,886</u>	<u>\$ 31,791,885</u>	<u>\$ (2,417,874)</u>	<u>\$ 70,748,780</u>

See accompanying notes to condensed consolidated financial statements.

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

	Nine Months Ended September 30,	
	2012	2011
<b>Cash flows from operating activities:</b>		
Net cash provided by operating activities	\$ 34,508,526	\$ 18,747,200
<b>Cash flows from investing activities:</b>		
Securities held to maturity:		
Purchase-fixed maturity securities	(10,022,393)	(46,815,511)
Calls and maturities - fixed maturity securities	6,721,257	10,003,703
Securities available for sale:		
Purchase - equity securities	(1,077,129)	(4,531,858)
Sales - equity securities	2,318,410	3,961,997
Purchase of short-term investments	(11,921,131)	(47,770,901)
Sales of short-term investments	10,604,937	46,348,579
Purchase of restricted assets	(511,969)	(214,064)
Changes in assets for perpetual care trusts	(196,621)	(198,090)
Amount received for perpetual care trusts	107,979	72,463
Mortgage, policy, and other loans made	(87,585,273)	(98,585,760)
Payments received for mortgage, policy and other loans	104,728,438	78,249,928
Purchase of property and equipment	(1,880,302)	(474,301)
Disposal of property and equipment	14,769	2,295,329
Purchase of real estate	(81,095)	(416,580)
Sale of real estate	401,443	4,255,993
Cash received for reinsurance with North America Life	-	12,990,444
Cash paid for purchase of subsidiaries, net of cash received	(180,591)	-
Net cash provided by (used in) investing activities	<u>11,440,729</u>	<u>(40,828,629)</u>
<b>Cash flows from financing activities:</b>		
Annuity contract receipts	6,713,474	6,096,392
Annuity contract withdrawals	(10,257,481)	(10,603,426)
Repayment of bank loans on notes and contracts	(1,069,127)	(1,580,448)
Proceeds from borrowing on bank loans	152,460	3,615,085
Change in line of credit borrowings	(1,400,000)	8,000,000
Net cash provided by (used in) financing activities	<u>(5,860,674)</u>	<u>5,527,603</u>
<b>Net change in cash and cash equivalents</b>	<u>40,088,581</u>	<u>(16,553,826)</u>
Cash and cash equivalents at beginning of period	<u>17,083,604</u>	<u>39,556,503</u>
<b>Cash and cash equivalents at end of period</b>	<u>\$ 57,172,185</u>	<u>\$ 23,002,677</u>
<b>Non Cash Investing and Financing Activities</b>		
Mortgage loans foreclosed into real estate	<u>\$ 15,200,527</u>	<u>\$ 7,680,063</u>

See accompanying notes to condensed consolidated financial statements.



SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
September 30, 2012 (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, 2011, 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 and nine months ended September 30, 2012 are not necessarily indicative of the results that may be expected for the year ending December 31, 2012.

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 2011 amounts have been reclassified to bring them into conformity with the 2012 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 us for interim and annual reporting periods beginning January 1, 2013, with retrospective application required. The adoption of this guidance is not expected to 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  
September 30, 2012 (Unaudited)

3) Investments

The Company's investments in fixed maturity securities held-to-maturity and equity securities available for sale as of September 30, 2012 are summarized as follows:

	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Estimated Fair Value</u>
<u>September 30, 2012:</u>				
Fixed maturity securities held to maturity carried at amortized cost:				
Bonds:				
U.S. Treasury securities and obligations of				
U.S. Government agencies	\$ 2,607,083	\$ 548,554	\$ -	\$ 3,155,637
Obligations of states and political subdivisions	2,040,113	267,896	(6,119)	2,301,890
Corporate securities including public utilities	119,561,259	16,644,289	(648,386)	135,557,162
Mortgage-backed securities	5,298,258	344,811	(111,241)	5,531,828
Redeemable preferred stock	1,510,878	79,742	(2,000)	1,588,620
<b>Total fixed maturity securities held to maturity</b>	<b>\$ 131,017,591</b>	<b>\$ 17,885,292</b>	<b>\$ (767,746)</b>	<b>\$ 148,135,137</b>

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
September 30, 2012 (Unaudited)

3) Investments (Continued)

	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Estimated Fair Value</u>
<u>September 30, 2012:</u>				
Equity securities available for sale at estimated fair value:				
Non-redeemable preferred stock	\$ 20,281	\$ 394	\$ (1,100)	\$ 19,575
Common stock:				
Industrial, miscellaneous and all other	<u>6,295,937</u>	<u>339,392</u>	<u>(1,250,016)</u>	<u>5,385,313</u>
Total equity securities available for sale at estimated fair value	<u>\$ 6,316,218</u>	<u>\$ 339,786</u>	<u>\$ (1,251,116)</u>	<u>\$ 5,404,888</u>
Mortgage loans on real estate and construction loans held for investment at amortized cost:				
Residential	\$ 50,133,436			
Residential construction	5,589,673			
Commercial	32,408,903			
Less: Allowance for loan losses	<u>(4,263,375)</u>			
Total mortgage loans on real estate and construction loans held for investment	<u>\$ 83,868,637</u>			
Real estate held for investment - net of depreciation	\$ 3,596,336			
Other real estate owned held for investment - net of depreciation	59,562,388			
Other real estate owned held for sale	5,998,740			
Total real estate	<u>\$ 69,157,464</u>			
Policy and other loans at amortized cost - net of allowance for doubtful accounts	<u>\$ 18,443,304</u>			
Short-term investments at amortized cost	<u>\$ 8,248,217</u>			

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
September 30, 2012 (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, 2011 are summarized as follows:

	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Estimated Fair Value</u>
<u>December 31, 2011:</u>				
Fixed maturity securities held to maturity carried at amortized cost:				
Bonds:				
U.S. Treasury securities and obligations of				
U.S. Government agencies	\$ 2,820,159	\$ 551,740	\$ -	\$ 3,371,899
Obligations of states and political subdivisions	3,024,425	309,986	(13,156)	3,321,255
Corporate securities including public utilities	113,648,447	10,075,071	(2,268,146)	121,455,372
Mortgage-backed securities	6,575,178	354,286	(356,900)	6,572,564
Redeemable preferred stock	1,510,878	72,639	(129,200)	1,454,317
Total fixed maturity securities held to maturity	<u>\$ 127,579,087</u>	<u>\$ 11,363,722</u>	<u>\$ (2,767,402)</u>	<u>\$ 136,175,407</u>

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
September 30, 2012 (Unaudited)

3) Investments (Continued)

	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Estimated Fair Value</u>
<u>December 31, 2011:</u>				
Equity securities available for sale at estimated fair value:				
Non-redeemable preferred stock	\$ 20,281	\$ -	\$ (1,843)	\$ 18,438
Common stock:				
Industrial, miscellaneous and all other	<u>7,250,991</u>	<u>363,387</u>	<u>(1,333,424)</u>	<u>6,280,954</u>
Total equity securities available for sale at estimated fair value	<u>\$ 7,271,272</u>	<u>\$ 363,387</u>	<u>\$ (1,335,267)</u>	<u>\$ 6,299,392</u>
Mortgage loans on real estate and construction loans held for investment at amortized cost:				
Residential	\$ 54,344,327			
Residential construction	17,259,666			
Commercial	48,433,147			
Less: Allowance for loan losses	<u>(4,881,173)</u>			
Total mortgage loans on real estate and construction loans held for investment	<u>\$ 115,155,967</u>			
Real estate held for investment - net of depreciation	\$ 3,786,780			
Other real estate owned held for investment - net of depreciation	46,398,095			
Other real estate owned held for sale	5,793,900			
Total real estate	<u>\$ 55,978,775</u>			
Policy and other loans at amortized cost - net of allowance for doubtful accounts	<u>\$ 18,463,277</u>			
Short-term investments at amortized cost	<u>\$ 6,932,023</u>			

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
September 30, 2012 (Unaudited)

3) Investments (Continued)

Fixed Maturity Securities

The following tables summarize unrealized losses on fixed maturity securities, which are carried at amortized cost, at September 30, 2012 and December 31, 2011. 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
<u>At September 30, 2012</u>					
Obligations of states and political subdivisions	\$ -	-	\$ 6,119	2	\$ 6,119
Corporate securities including public utilities	129,509	23	518,877	11	648,386
Mortgage-backed securities	-	-	111,241	4	111,241
Redeemable preferred stock	-	-	2,000	1	2,000
<b>Total unrealized losses</b>	<b>\$ 129,509</b>	<b>23</b>	<b>\$ 638,237</b>	<b>18</b>	<b>\$ 767,746</b>
Fair Value	<u>\$ 4,701,177</u>		<u>\$ 7,091,113</u>		<u>\$ 11,792,290</u>
<u>At December 31, 2011</u>					
Obligations of states and political subdivisions	\$ -	-	\$ 13,156	2	\$ 13,156
Corporate securities including public utilities	1,544,224	47	723,922	12	2,268,146
Mortgage-backed securities	161,300	3	195,600	1	356,900
Redeemable preferred stock	800	1	128,400	1	129,200
<b>Total unrealized losses</b>	<b>\$ 1,706,324</b>	<b>51</b>	<b>\$ 1,061,078</b>	<b>16</b>	<b>\$ 2,767,402</b>
Fair Value	<u>\$ 24,249,533</u>		<u>\$ 3,762,892</u>		<u>\$ 28,012,425</u>

As of September 30, 2012, the average market value of the related fixed maturities was 93.9% of amortized cost and the average market value was 91.0% of amortized cost as of December 31, 2011. During the nine months ended September 30, 2012 and 2011 an other than temporary decline in fair value resulted in the recognition of credit losses on fixed maturity securities of \$135,000 and \$95,129, 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. No other than temporary impairment loss was considered to exist for these fixed maturity securities as of September 30, 2012 and 2011.

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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 September 30, 2012 and December 31, 2011. 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
<u>At September 30, 2012</u>					
Non-redeemable preferred stock	\$ -	-	\$ 1,100	1	\$ 1,100
Industrial, miscellaneous and all other	148,049	36	1,101,967	50	1,250,016
<b>Total unrealized losses</b>	<b>\$ 148,049</b>	<b>36</b>	<b>\$ 1,103,067</b>	<b>51</b>	<b>\$ 1,251,116</b>
Fair Value	<u>\$ 1,390,452</u>		<u>\$ 1,638,714</u>		<u>\$ 3,029,166</u>
<u>At December 31, 2011</u>					
Non-redeemable preferred stock	\$ -	-	\$ 1,843	2	\$ 1,843
Industrial, miscellaneous and all other	955,400	79	378,024	14	1,333,424
<b>Total unrealized losses</b>	<b>\$ 955,400</b>	<b>79</b>	<b>\$ 379,867</b>	<b>16</b>	<b>\$ 1,335,267</b>
Fair Value	<u>\$ 2,857,082</u>		<u>\$ 560,529</u>		<u>\$ 3,417,611</u>

As of September 30, 2012, the average market value of the equity securities available for sale was 70.8% of the original investment and the average market value was 71.9% of the original investment as of December 31, 2011. 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 nine months ended September 30, 2012 and 2011, 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. No other than temporary impairment loss was considered to exist for these equity securities as of September 30, 2012 and 2011.

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 September 30, 2012, 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 2012	\$ 300,706	\$ 301,899
Due in 2013 through 2016	17,444,315	19,009,264
Due in 2017 through 2021	50,211,439	56,777,245
Due after 2021	56,251,995	64,926,282
Mortgage-backed securities	5,298,258	5,531,828
Redeemable preferred stock	1,510,878	1,588,620
Total held to maturity	<u>\$ 131,017,591</u>	<u>\$ 148,135,138</u>

The amortized cost and estimated fair value of available for sale securities at September 30, 2012, 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 2012 through 2015	\$ -	\$ -
Due in 2013 through 2016	-	-
Due in 2017 through 2021	-	-
Due after 2021	-	-
Non-redeemable preferred stock	20,281	19,575
Common stock	6,295,937	5,385,313
Total available for sale	<u>\$ 6,316,218</u>	<u>\$ 5,404,888</u>

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Fixed maturity securities held to maturity:				
Gross realized gains	\$ 266,801	\$ 80,069	\$ 404,056	\$ 400,026
Gross realized losses	(1,292)	(11,086)	(1,626)	(142,907)
Other than temporary impairments	(45,000)	(30,000)	(135,000)	(95,129)
Securities available for sale:				
Gross realized gains	139,352	48,680	291,932	503,804
Gross realized losses	-	(30)	(5,705)	(34,834)
Other than temporary impairments	-	-	-	-
Other assets:				
Gross realized gains	27,244	146,253	114,114	1,182,905
Gross realized losses	(209,484)	(37,406)	(222,163)	(79,858)
Other than temporary impairments	(395,315)	-	(395,315)	-
Total	<u>\$ (217,694)</u>	<u>\$ 196,480</u>	<u>\$ 50,292</u>	<u>\$ 1,734,007</u>

The net carrying amount of held to maturity securities sold was \$1,976,273 and \$12,341,156 for the nine months ended September 30, 2012 and the year ended December 31, 2011, respectively. The net realized gain related to these sales was \$273,447 and \$462,267 for the nine months ended September 30, 2012 and the year ended December 31, 2011, respectively. Certain circumstances lead to these decisions to sell. In 2012 and 2011, the Company sold certain held to maturity bonds in gain positions to reduce its risk in certain industries or companies.



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3) Investments (Continued)

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 September 30, 2012, other than investments issued or guaranteed by the United States Government.

Major categories of net investment income are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Fixed maturity securities	\$ 1,949,666	\$ 2,033,778	\$ 5,803,282	\$ 5,773,035
Equity securities	65,839	70,589	197,563	197,480
Mortgage loans on real estate	1,566,734	1,839,705	5,700,159	4,881,213
Real estate	1,058,147	787,465	3,018,346	1,496,912
Policy and other loans	192,198	195,843	610,472	619,972
Short-term investments, principally gains on sale of mortgage loans and other	2,172,955	1,509,731	6,216,686	4,423,576
Gross investment income	7,005,539	6,437,111	21,546,508	17,392,188
Investment expenses	(1,272,967)	(1,329,521)	(3,621,990)	(3,296,792)
Net investment income	<u>\$ 5,732,572</u>	<u>\$ 5,107,590</u>	<u>\$ 17,924,518</u>	<u>\$ 14,095,396</u>

Net investment income includes income earned by the restricted assets of the cemeteries and mortuaries of \$247,844 and \$240,240 for nine months ended September 30, 2012 and 2011, 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 \$9,549,475 at September 30, 2012 and \$9,593,318 at December 31, 2011. 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 September 30, 2012, the Company had 27%, 19% and 12% of its mortgage loans from borrowers located in the states of Utah, California 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 \$4,263,375 and \$4,881,173 at September 30, 2012 and December 31, 2011, respectively.

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

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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**

	<u>Commercial</u>	<u>Residential</u>	<u>Residential Construction</u>	<u>Total</u>
<b>September 30, 2012</b>				
Allowance for credit losses:				
Beginning balance - January 1, 2012	\$ -	\$ 4,338,805	\$ 542,368	\$ 4,881,173
Charge-offs	-	(364,127)	(490,886)	(855,013)
Provision	-	237,215	-	237,215
Ending balance - September 30, 2012	<u>\$ -</u>	<u>\$ 4,211,893</u>	<u>\$ 51,482</u>	<u>\$ 4,263,375</u>
Ending balance: individually evaluated for impairment				
	<u>\$ -</u>	<u>\$ 866,394</u>	<u>\$ 23,557</u>	<u>\$ 889,951</u>
Ending balance: collectively evaluated for impairment				
	<u>\$ -</u>	<u>\$ 3,345,499</u>	<u>\$ 27,925</u>	<u>\$ 3,373,424</u>
Ending balance: loans acquired with deteriorated credit quality				
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Mortgage loans:				
Ending balance	<u>\$ 32,408,903</u>	<u>\$ 50,133,436</u>	<u>\$ 5,589,673</u>	<u>\$ 88,132,012</u>
Ending balance: individually evaluated for impairment				
	<u>\$ 761,652</u>	<u>\$ 5,329,240</u>	<u>\$ 1,559,358</u>	<u>\$ 7,650,250</u>
Ending balance: collectively evaluated for impairment				
	<u>\$ 31,647,251</u>	<u>\$ 44,804,196</u>	<u>\$ 4,030,315</u>	<u>\$ 80,481,762</u>
Ending balance: loans acquired with deteriorated credit quality				
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
<b>December 31, 2011</b>				
Allowance for credit losses:				
Beginning balance - January 1, 2011	\$ -	\$ 6,212,072	\$ 858,370	\$ 7,070,442
Charge-offs	-	(2,994,715)	(430,274)	(3,424,989)
Provision	-	1,121,448	114,272	1,235,720
Ending balance - December 31, 2011	<u>\$ -</u>	<u>\$ 4,338,805</u>	<u>\$ 542,368</u>	<u>\$ 4,881,173</u>
Ending balance: individually evaluated for impairment				
	<u>\$ -</u>	<u>\$ 738,975</u>	<u>\$ 250,524</u>	<u>\$ 989,499</u>
Ending balance: collectively evaluated for impairment				
	<u>\$ -</u>	<u>\$ 3,599,830</u>	<u>\$ 291,844</u>	<u>\$ 3,891,674</u>
Ending balance: loans acquired with deteriorated credit quality				
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Mortgage loans:				
Ending balance	<u>\$ 48,433,147</u>	<u>\$ 54,344,327</u>	<u>\$ 17,259,666</u>	<u>\$ 120,037,140</u>

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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**

	<u>30-59 Days Past Due</u>	<u>60-89 Days Past Due</u>	<u>Greater Than 90 Days 1)</u>	<u>In Foreclosure 1)</u>	<u>Total Past Due</u>	<u>Current</u>	<u>Total Mortgage Loans</u>	<u>Allowance for Loan Losses</u>	<u>Net Mortgage Loans</u>
<b>September 30, 2012</b>									
Commercial	\$ -	\$ -	\$ 125,554	\$ 761,652	\$ 887,206	\$31,521,697	\$ 32,408,903	\$ -	\$ 32,408,903
Residential	1,773,999	2,354,104	3,978,403	5,329,240	13,435,746	36,697,690	50,133,436	(4,211,893)	45,921,543
Residential Construction	-	-	974,758	1,559,358	2,534,116	3,055,557	5,589,673	(51,482)	5,538,191
<b>Total</b>	<u>\$ 1,773,999</u>	<u>\$ 2,354,104</u>	<u>\$ 5,078,715</u>	<u>\$ 7,650,250</u>	<u>\$16,857,068</u>	<u>\$71,274,944</u>	<u>\$ 88,132,012</u>	<u>\$ (4,263,375)</u>	<u>\$ 83,868,637</u>
<b>December 31, 2011</b>									
Commercial	\$ -	\$ -	\$ 1,053,500	\$ 2,758,235	\$ 3,811,735	\$44,621,412	\$ 48,433,147	\$ -	\$ 48,433,147
Residential	2,478,084	2,058,261	5,500,340	4,611,995	14,648,680	39,695,647	54,344,327	(4,338,805)	50,005,522
Residential Construction	859,651	682,532	309,651	5,645,865	7,497,699	9,761,967	17,259,666	(542,368)	16,717,298
<b>Total</b>	<u>\$ 3,337,735</u>	<u>\$ 2,740,793</u>	<u>\$ 6,863,491</u>	<u>\$13,016,095</u>	<u>\$25,958,114</u>	<u>\$94,079,026</u>	<u>\$120,037,140</u>	<u>\$ (4,881,173)</u>	<u>\$ 115,155,967</u>

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:

<b>Impaired Loans</b>					
	<b>Recorded Investment</b>	<b>Unpaid Principal Balance</b>	<b>Related Allowance</b>	<b>Average Recorded Investment</b>	<b>Interest Income Recognized</b>
<b>September 30, 2012</b>					
With no related allowance recorded:					
Commercial	\$ 887,206	\$ 887,206	\$ -	\$ 887,206	\$ -
Residential	3,978,403	3,978,403	-	3,978,403	-
Residential construction	974,758	974,758	-	974,758	-
With an allowance recorded:					
Commercial	\$ -	\$ -	\$ -	\$ -	\$ -
Residential	5,329,240	5,329,240	866,394	5,329,240	-
Residential construction	1,559,358	1,559,358	23,557	1,559,358	-
Total:					
Commercial	\$ 887,206	\$ 887,206	\$ -	\$ 887,206	\$ -
Residential	9,307,643	9,307,643	866,394	9,307,643	-
Residential construction	2,534,116	2,534,116	23,557	2,534,116	-
<b>December 31, 2011</b>					
With no related allowance recorded:					
Commercial	\$ 3,811,735	\$ 3,811,735	\$ -	\$ 3,811,735	\$ -
Residential	5,500,340	5,500,340	-	5,500,340	-
Residential construction	309,651	309,651	-	309,651	-
With an allowance recorded:					
Commercial	\$ -	\$ -	\$ -	\$ -	\$ -
Residential	4,611,995	4,611,995	738,975	4,611,995	-
Residential construction	5,645,865	5,645,865	250,524	5,645,865	-
Total:					
Commercial	\$ 3,811,735	\$ 3,811,735	\$ -	\$ 3,811,735	\$ -
Residential	10,112,335	10,112,335	738,975	10,112,335	-
Residential construction	5,955,516	5,955,516	250,524	5,955,516	-

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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**

	<u>Commercial</u>		<u>Residential</u>		<u>Residential Construction</u>		<u>Total</u>	
	<u>September 30, 2012</u>	<u>December 31, 2011</u>	<u>September 30, 2012</u>	<u>December 31, 2011</u>	<u>September 30, 2012</u>	<u>December 31, 2011</u>	<u>September 30, 2012</u>	<u>December 31, 2011</u>
Performing	\$ 31,521,697	\$ 44,621,412	\$ 40,825,793	\$ 44,231,992	\$ 3,055,557	\$ 11,304,150	\$ 75,403,047	\$ 100,157,554
Nonperforming	887,206	3,811,735	9,307,643	10,112,335	2,534,116	5,955,516	12,728,965	19,879,586
Total	<u>\$ 32,408,903</u>	<u>\$ 48,433,147</u>	<u>\$ 50,133,436</u>	<u>\$ 54,344,327</u>	<u>\$ 5,589,673</u>	<u>\$ 17,259,666</u>	<u>\$ 88,132,012</u>	<u>\$ 120,037,140</u>

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 \$1,909,000 and \$2,308,000 as of September 30, 2012 and December 31, 2011, respectively.

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

**Mortgage Loans on Nonaccrual Status**

	As of September 30, 2012	As of December 31, 2011
Commercial	\$ 887,206	\$ 3,811,735
Residential	9,307,643	10,112,335
Residential construction	2,534,116	5,955,516
Total	<u>\$ 12,728,965</u>	<u>\$ 19,879,586</u>

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 September 30, 2012	As of December 31, 2011
Balance, beginning of period	\$ 2,337,875	\$ 5,899,025
Provisions for losses	3,237,928	1,667,805
Charge-offs	(420,922)	(5,228,955)
Balance, end of period	<u>\$ 5,154,881</u>	<u>\$ 2,337,875</u>

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3) Investments (Continued)

The Company believes the loan loss reserve represents probable loan losses incurred as of the balance sheet date. The loan loss reserve may not be adequate, however, for claims 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.

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 \$93,074 and \$64,344 has been recognized for these plans for the quarters ended September 30, 2012 and 2011, respectively, and \$187,510 and \$193,032 for the nine months ended September 30, 2012 and 2011, respectively. Deferred tax credit has been recognized related to the compensation expense of \$31,645 and \$21,877 for the quarters ended September 30, 2012 and 2011, respectively, and \$63,753 and \$65,631 for the nine months ended September 30, 2012 and 2011, respectively.

Options to purchase 342,500 shares of the Company's common stock were granted April 13, 2012. The fair value relating to stock-based compensation is \$207,167 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 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 31, 2012.

The weighted-average fair value of each option granted in 2012 under the 2003 Plan and the 2006 Plan, is estimated at \$0.62 and \$0.66, respectively 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% and 5%, volatility of 69.26% and 72.58%, risk-free interest rate of 0.76% and 1.04%, and an expected term of 4.19 to 5.32 years, respectively.

The weighted-average fair value of each option granted in 2011 under the 2003 Plan and the 2006 Plan, is estimated at \$0.52 and \$0.71 for the December 2, 2011 options as of the grant date using the Black Scholes Option Pricing Model with the following assumptions: dividend yield of 5%, volatility of 59%, risk-free interest rate of 3.4%, and an expected life of five to ten years.

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.

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 September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Numerator:				
Net earnings	\$ 3,990,046	\$ 770,322	\$ 9,245,262	\$ 456,716
Denominator:				
Basic weighted-average shares outstanding	9,585,285	9,390,822	9,540,631	9,258,945
Effect of dilutive securities:				
Employee stock options	853,876	17,358	12,766	25,543
Dilutive potential common shares	853,876	17,358	12,766	25,543
Diluted weighted-average shares outstanding	10,439,161	9,408,180	9,553,397	9,284,488
Basic net earnings per share	\$ 0.42	\$ 0.08	\$ 0.97	\$ 0.05
Diluted net earnings per share	\$ 0.38	\$ 0.08	\$ 0.97	\$ 0.05

Net earnings per share amounts have been adjusted for the effect of annual stock dividends. For the three and nine months ended September 30, 2012 and 2011, there were -0- and 1,939,930 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, 2011. 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.

	<u>Life Insurance</u>	<u>Cemetery/ Mortuary</u>	<u>Mortgage</u>	<u>Reconciling Items</u>	<u>Consolidated</u>
<u>For the Three Months Ended</u>					
<u>September 30, 2012</u>					
Revenues from external customers	\$ 16,346,046	\$ 2,704,020	\$ 44,697,838	\$ -	\$ 63,747,904
Intersegment revenues	2,793,644	386,681	71,689	(3,252,014)	-
Segment profit (loss) before income taxes	938,437	(91,975)	5,285,834	-	6,132,296
<u>For the Three Months Ended</u>					
<u>September 30, 2011</u>					
Revenues from external customers	\$ 16,680,600	\$ 2,446,424	\$ 22,197,663	\$ -	\$ 41,324,687
Intersegment revenues	1,716,135	425,273	66,597	(2,208,005)	-
Segment profit (loss) before income taxes	773,361	(318,408)	379,537	-	834,490
<u>For the Nine Months Ended</u>					
<u>September 30, 2012</u>					
Revenues from external customers	\$ 51,454,932	\$ 8,394,177	\$ 107,750,228		\$ 167,599,337
Intersegment revenues	6,954,477	1,144,239	222,978	(8,321,694)	-
Segment profit before income taxes	3,830,298	57,117	9,609,850	-	13,497,265
Identifiable Assets	521,561,273	112,312,210	46,079,386	(119,191,969)	560,760,900
Goodwill	391,848	285,191	-	-	677,039
<u>For the Nine Months Ended</u>					
<u>September 30, 2011</u>					
Revenues from external customers	\$ 50,427,591	\$ 9,203,043	\$ 52,332,651	\$ -	\$ 111,963,285
Intersegment revenues	5,415,233	1,373,879	187,683	(6,976,795)	-
Segment profit (loss) before income taxes	2,190,884	495,960	(3,033,758)	-	(346,914)
Identifiable Assets	484,974,971	114,386,085	28,157,555	(121,435,242)	506,083,369
Goodwill	391,848	285,191	-	-	677,039



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.

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.

Other Real Estate Owned Held for Investment and Held for Sale: 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 Other Real Estate Owned 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.

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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 September 30, 2012.

	<u>Total</u>	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
<b>Assets accounted for at fair value on a recurring basis</b>				
Non-redeemable preferred stock	\$ 19,575	\$ 19,575	\$ -	\$ -
Common stock	5,385,313	5,385,313	-	-
<b>Total securities available for sale</b>	<b>5,404,888</b>	<b>5,404,888</b>	<b>-</b>	<b>-</b>
Restricted assets of cemeteries and mortuaries	585,093	585,093	-	-
Cemetery perpetual care trust investments	653,915	653,915	-	-
Derivatives - interest rate lock commitments	3,317,507	-	-	3,317,507
<b>Total assets accounted for at fair value on a recurring basis</b>	<b>\$ 9,961,403</b>	<b>\$ 6,643,896</b>	<b>\$ -</b>	<b>\$ 3,317,507</b>
<b>Liabilities accounted for at fair value on a recurring basis</b>				
Policyholder account balances	\$ (50,053,858)	\$ -	\$ -	\$ (50,053,858)
Future policy benefits - annuities	(64,022,381)	-	-	(64,022,381)
Derivatives - bank loan interest rate swaps	(103,033)	-	-	(103,033)
- call options	(109,171)	(109,171)	-	-
- interest rate lock commitments	(2,035,504)	-	-	(2,035,504)
<b>Total liabilities accounted for at fair value on a recurring basis</b>	<b>\$ (116,323,947)</b>	<b>\$ (109,171)</b>	<b>\$ -</b>	<b>\$ (116,214,776)</b>

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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:

	<u>Policyholder Account Balances</u>	<u>Future Policy Benefits - Annuities</u>	<u>Interest Rate Lock Commitments</u>	<u>Bank Loan Interest Rate Swaps</u>
Balance - December 31, 2011	\$ (50,926,020)	\$ (65,281,586)	\$ 1,694,541	\$ (117,812)
<b>Total gains (losses):</b>				
Included in earnings	872,162	1,259,205	-	-
Included in other comprehensive income (loss)	-	-	(412,538)	14,779
Balance - September 30, 2012	<u>\$ (50,053,858)</u>	<u>\$ (64,022,381)</u>	<u>\$ 1,282,003</u>	<u>\$ (103,033)</u>

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 September 30, 2012.

	<u>Total</u>	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
<b>Assets accounted for at fair value on a nonrecurring basis</b>				
Mortgage loans on real estate	\$ 4,762,000	\$ -	\$ -	\$ 4,762,000
Other real estate owned held for investment	451,963	-	-	451,963
<b>Total assets accounted for at fair value on a nonrecurring basis</b>	<u>\$ 5,213,963</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 5,213,963</u>

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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, 2011.

	<u>Total</u>	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
<b>Assets accounted for at fair value on a recurring basis</b>				
Non-redeemable preferred stock	\$ 18,438	\$ 18,438	\$ -	\$ -
Common stock	6,280,954	6,280,954	-	-
<b>Total securities available for sale</b>	<b>6,299,392</b>	<b>6,299,392</b>	<b>-</b>	<b>-</b>
Restricted assets of cemeteries and mortuaries	548,761	548,761	-	-
Cemetery perpetual care trust investments	617,107	617,107	-	-
Derivatives - interest rate lock commitments	1,904,901	-	-	1,904,901
<b>Total assets accounted for at fair value on a recurring basis</b>	<b>\$ 9,370,161</b>	<b>\$ 7,465,260</b>	<b>\$ -</b>	<b>\$ 1,904,901</b>
<b>Liabilities accounted for at fair value on a recurring basis</b>				
Policyholder account balances	\$ (50,926,020)	\$ -	\$ -	\$ (50,926,020)
Future policy benefits - annuities	(65,281,586)	-	-	(65,281,586)
Derivatives - bank loan interest rate swaps	(117,812)	-	-	(117,812)
- call options	(80,102)	(80,102)	-	-
- interest rate lock commitment	(210,360)	-	-	(210,360)
<b>Total liabilities accounted for at fair value on a recurring basis</b>	<b>\$ (116,615,880)</b>	<b>\$ (80,102)</b>	<b>\$ -</b>	<b>\$ (116,535,778)</b>

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

	<u>Policyholder Account Balances</u>	<u>Future Policy Benefits - Annuities</u>	<u>Interest Rate Lock Commitments</u>	<u>Bank Loan Interest Rate Swaps</u>
Balance - December 31, 2010	\$ (52,340,807)	\$ (65,936,445)	\$ 873,059	\$ (116,533)
Total gains (losses):				
Included in earnings	1,414,787	654,859	-	-
Included in other comprehensive income	-	-	821,482	(1,279)
Balance - December 31, 2011	<u>\$ (50,926,020)</u>	<u>\$ (65,281,586)</u>	<u>\$ 1,694,541</u>	<u>\$ (117,812)</u>

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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 nonrecurring basis by their classification in the consolidated balance sheet at December 31, 2011.

	<u>Total</u>	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
<b>Assets accounted for at fair value on a nonrecurring basis</b>				
Mortgage loans on real estate	\$ 5,354,600	-	-	\$ 5,354,600
Other real estate owned held for investment	5,419,103	-	-	5,419,103
Other real estate owned held for sale	514,000	-	-	514,000
<b>Total assets accounted for at fair value on a nonrecurring basis</b>	<b>\$ 11,287,703</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 11,287,703</b>

9) Other Business Activity

**Mortgage Operations**

Approximately 64% of the Company's revenues and expenses 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 does not retain servicing 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 nine months ended September 30, 2012 and 2011, SecurityNational Mortgage originated and sold 9,578 loans (\$1,737,214,000 total volume) and 5,682 loans (\$959,730,000 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 and to increase the percentage of the purchase price of the mortgage loans that Wells Fargo would fund from up to 90% to up to 95%.

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. Under the terms of this loan purchase agreement, UBS will provide funding for certain approved mortgage loans originated by SecurityNational Mortgage of up to 95% of the purchase price of the loans. 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.

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.

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9) Other Business Activity (Continued)

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.

Other real estate owned held for sale are foreclosed properties which the Company intends to sell. These properties are carried at the lower of cost or fair value, less cost to sell.

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

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 September 30, 2012, there were \$197,200,000 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:

9) Other Business Activity (Continued)

- 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.

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 or sale. The Company will rent the properties until it is deemed desirable to sell them.



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

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 Investments

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.

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 September 30, 2012 and December 31, 2011 was \$109,171 and \$80,102, 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.

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11) Derivative Investments (Continued)

The following table shows the fair value of derivatives as of September 30, 2012 and December 31, 2011.

		<b>Fair Value of Derivative Instruments</b>							
		Asset Derivatives				Liability Derivatives			
		September 30, 2012		December 31, 2011		September 30, 2012		December 31, 2011	
		<b>Balance Sheet Location</b>	<b>Fair Value</b>	<b>Balance Sheet Location</b>	<b>Fair Value</b>	<b>Balance Sheet Location</b>	<b>Fair Value</b>	<b>Balance Sheet Location</b>	<b>Fair Value</b>
Derivatives designated as hedging instruments:									
Interest rate lock and forward sales commitments									
	other assets	\$	3,317,507	other assets	\$	1,904,901	Other liabilities	\$	2,035,504
							Other liabilities		210,360
Call Options	--		--	--		--	Other liabilities	109,171	80,102
Interest rate swaps	--		--	--		--	Bank loans payable	103,033	117,812
<b>Total</b>		<b>\$</b>	<b>3,317,507</b>		<b>\$</b>	<b>1,904,901</b>		<b>\$</b>	<b>2,247,708</b>
								<b>\$</b>	<b>408,274</b>

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.

	<b>Net Amount Gain (Loss) Recognized in OCI</b>		<b>Net Amount Gain (Loss) Recognized in OCI</b>	
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Derivative - Cash Flow Hedging Relationships:				
Interest Rate Lock Commitments	\$ (3,313,971)	\$ 1,385,653	\$ (412,438)	\$ 2,062,817
Interest Rate Swaps	4,746	(14,963)	14,779	(8,660)
Sub Total	(3,309,225)	1,370,690	(397,659)	2,054,157
Tax Effect	(1,125,137)	466,035	(137,421)	698,412
<b>Total</b>	<b>\$ (2,184,088)</b>	<b>\$ 904,655</b>	<b>\$ (260,238)</b>	<b>\$ 1,355,745</b>

12) Reinsurance, Commitments and Contingencies

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 \$15,703,641. 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 \$3,525,875. In addition, North America Life transferred \$15,703,641 in assets and \$19,229,516 in statutory reserves, or liabilities net of due and deferred premiums, to Security National Life. The \$15,703,641 in assets included \$12,990,444 in cash, \$8,997 in policy loans, and \$2,704,200 in promissory note 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 which 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 13, 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 September 30, 2012 and 2011 were \$1,703,000 and \$384,000, respectively, and for the nine months ended September 30, 2012 and 2011, were \$3,238,000 and \$1,220,000, respectively. The estimated liability for indemnification losses is included in other liabilities and accrued expenses and, as of September 30, 2012 and December 31, 2011, the balances were \$5,155,000 and \$2,338,000, 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, of which \$1,000,000 had already been paid to Wells Fargo in January 2011, leaving a balance of \$3,300,000. The \$3,300,000 balance was paid shortly after the parties executed the settlement agreement.

In addition, under the terms of the settlement agreement, Wells Fargo has the right to deduct 10 basis points (.0010) from the purchase proceeds of each loan that SecurityNational Mortgage sells to Wells Fargo during the period from April 8, 2011 to March 31, 2017. The amounts deducted by Wells Fargo for the three months ended September 30, 2012 and 2011 were \$502,396 and \$315,534, respectively and for the nine months ended September 30, 2012 and 2011 were \$1,371,966 and \$530,329, respectively, representing 10 basis points from the purchase proceeds of the loans that SecurityNational Mortgage sold to Wells Fargo during that period.

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 other than Wells Fargo and pay such amounts to Wells Fargo. The amounts deducted by Wells Fargo for the three months ended September 30, 2012 and 2011 were \$192,441 and \$25,171, respectively and for the nine months ended September 30, 2012 and 2011 were \$367,639 and \$37,540, respectively, representing 10 basis points from the purchase proceeds of the loans it sold to mortgage loan purchasers other than Wells Fargo during that period.

Finally, SecurityNational Mortgage is 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 28 real estate properties with a total book value of \$5,597,900 as of September 30, 2012.

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.

12) Reinsurance, Commitments and Contingencies (Continued)

As of September 30, 2012, the Company reserved and accrued \$5,155,000 to settle investor related claims against SecurityNational Mortgage for the allegedly defective mortgage loans that SecurityNational Mortgage sold to Wells Fargo and other mortgage loan purchasers.

Mortgage Loan Loss Demand

Third Party Investors

There have been assertions in third party investor correspondence that SecurityNational Mortgage sold mortgage loans that allegedly contained 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.

As of September 30, 2012, third party investors had asserted total potential claims and notices of potential claims relating to mortgage loan repurchases, indemnifications and other issues that are substantially greater than \$20,000,000. Additional potential claims and notices of potential claims from third party investors have been made since September 30, 2012. The Company has reserved and accrued \$5,155,000 as of September 30, 2012 to settle all such investor related claims.

The total amount of potential claims and notices of potential claims are greater than the net asset value of SecurityNational Mortgage, which was \$22,955,000 on September 30, 2012, and its reserve for mortgage loan loss, which was \$5,155,000 on September 30, 2012. SecurityNational Mortgage disagrees with the claims and notices of potential claims asserted by third party investors against it and believes it has significant defenses to these claims. Any additional losses in excess of the current loan loss reserve cannot be estimated as SecurityNational Mortgage is currently in the process of reviewing repurchase demands and notices of potential claims from third party investors.

If SecurityNational Mortgage is unable to resolve demands by the third party investors on acceptable terms, 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.

JP Morgan Chase Indemnification Demand

The Company and its wholly-owned subsidiary, SecurityNational Mortgage, received a notice of claim for indemnification relating to mortgage loans that EMC Mortgage, LLC ("EMC Mortgage") allegedly purchased as a third party investor from SecurityNational Mortgage. The notice was from JP Morgan Chase & Co. ("JP Morgan Chase") in behalf of EMC Mortgage. According to the notice, the alleged indemnification claims relate to mortgage loans that SecurityNational Mortgage sold to EMC Mortgage under a Mortgage Loan Purchase Agreement, dated December 5, 2005, between SecurityNational Mortgage and EMC. The notice also referenced an Agreement of Guaranty, dated February 23, 2006, by the Company relative to EMC Mortgage. The notice states that EMC Mortgage allegedly purchased mortgage loans from SecurityNational Mortgage, which were later securitized by means of mortgage pass-through certificates.

The notice of indemnification claims from JP Morgan Chase also states that EMC Mortgage has 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. A copy of the complaint and the amended complaint has been provided to the Company by JP Morgan Chase. The amended complaint contends that more than 800 residential mortgage loans that EMC Mortgage sold to the Trust contained breaches of representations and warranties concerning the mortgage loans. The amended complaint also contends that despite EMC Mortgage's assurance to the Trust that the mortgage loans met certain minimum quality standards, there have been defaults and foreclosures in many of such loans. As a result of the alleged defaults and foreclosures, the amended complaint asserts that EMC Mortgage is required to repurchase from the Trust any loans in which it breached its representations and warranties, in the amount of the mortgage loans' outstanding principal balance and all accrued but unpaid interest.

12) Reinsurance, Commitments and Contingencies (Continued)

The notice from JP Morgan Chase further states that the Company and SecurityNational Mortgage are required to indemnify EMC Mortgage for any losses arising from the lawsuit against EMC based upon alleged untrue statements of material fact related to information that was provided by SecurityNational Mortgage. The amended complaint includes the loan numbers of the alleged non-complying mortgage loans that EMC Mortgage sold to the Trust. In a letter from JP Morgan Chase accompanying a copy of the amended complaint, JP Morgan Chase asserted that 21 mortgage loans originated by SecurityNational Mortgage were included in the lawsuit as part of the alleged non-complying mortgage loans that EMC allegedly sold to the Trust. Thus, it appears that only a very small percentage of the alleged non-complying mortgage loans that EMC Mortgage sold to the Trust were mortgage loans that SecurityNational Mortgage had sold to EMC.

Moreover, to the extent the claims by the Trust against EMC Mortgage relate to mortgage loans that SecurityNational Mortgage sold to EMC, the Company believes it has defenses to such claims with respect to EMC. For example, neither the Company nor SecurityNational Mortgage is a party to any agreement involving the Trust, nor are they privy to any agreements between EMC Mortgage and the Trust. 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 the 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.

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12) Reinsurance, Commitments and Contingencies (Continued)

During 2010 and 2011, the Company recognized alleged losses of \$1,289,000 and \$500,000, 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 September 30, 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 of approximately \$5,041,000. 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. 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. SecurityNational Mortgage's motion against Lehman Bank and Aurora Loan Services and the related cross motion are presently set for hearing on December 13, 2012. SecurityNational Mortgage's motion in the Lehman Holdings case is presently set for hearing on December 18, 2012.

Other Contingencies and Commitments

The Company has entered into commitments to fund new residential construction loans. As of September 30, 2012, the Company's commitments were \$5,157,000 for these loans of which \$3,995,000 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 September 30, 2012). Maturities range between six and twelve months.

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12) Reinsurance, Commitments and Contingencies (Continued)

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.

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	<u>7,923,102</u>
Future life, annuity, and other benefits	(7,422,999)
Other liabilities and accrued expenses	(5,896)
Total liabilities assumed	<u>(7,428,895)</u>
Fair value of net assets acquired	<u>\$ 494,207</u>

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 nine month periods ended September 30, 2012 and 2011. 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 Nine Months Ended September 30, (unaudited)	
	2012	2011
Total revenues	\$ 167,607,664	\$ 112,007,699
Net earnings	\$ 9,246,699	\$ 457,254
Net earnings per Class A equivalent common share	\$ 0.97	\$ 0.05
Net earnings per Class A equivalent common share assuming dilution	\$ 0.97	\$ 0.05

## 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

#### 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 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 nine months ended September 30, 2012 and 2011, SecurityNational Mortgage originated and sold 9,578 loans (\$1,737,213,000 total volume) and 5,682 loans (\$959,730,000 total volume), respectively. The mortgage loan volume in 2012 has been higher than in 2011 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 2012 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 2011.

The following table shows the condensed financial results of the mortgage operations for the three and nine months ended September 30, 2012 and 2011. See Note 7 to the Condensed Consolidated Financial Statements.

	Three months ended September 30 (in thousands of dollars)			Nine months ended September 30 (in thousands of dollars)		
	2012	2011	% Increase (Decrease)	2012	2011	% Increase (Decrease)
Revenues from external customers						
Income from loan originations	\$ 35,563	\$ 18,958	88%	\$ 88,616	\$ 43,634	103%
Secondary gains from investors	9,135	3,240	182%	19,134	8,699	120%
Total	\$ 44,698	\$ 22,198	101%	\$ 107,750	\$ 52,333	106%
Earnings (Losses) before income taxes	\$ 5,286	\$ 380	1291%	\$ 9,610	\$ (3,034)	(417%)

Overall, this increase in profitability for the nine months ended September 30, 2012 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 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 and to increase the percentage of the purchase price of the mortgage loans that Wells Fargo would fund from up to 90% to up to 95%.



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. Under the terms of this loan purchase agreement, UBS will provide funding for certain approved mortgage loans originated by SecurityNational Mortgage of up to 95% of the purchase price of the loans. 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 September 30, 2012, there were \$197,200,000 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 September 30, 2012, the Company's long term mortgage loan portfolio consisted of \$12,729,000 in mortgage loans with delinquencies more than 90 days. Of this amount, \$7,650,000 of the loans were in foreclosure proceedings. The Company has not received or recognized any interest income on the \$12,729,000 in mortgage loans with delinquencies more than 90 days. During the nine months ended September 30, 2012, the Company provided an allowance for mortgage losses of \$237,000. 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 September 30, 2012 and December 31, 2011 were \$4,263,000 and \$4,881,000, respectively.

Also as of September 30, 2012, the Company had foreclosed on a total of \$66,464,000 in long term mortgage loans, of which \$15,201,000 of the loans foreclosed were reclassified as other real estate held for investment or sale during 2012. 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 September 30, 2012 and 2011 were \$1,703,000 and \$384,000, respectively, and for the nine months ended September 30, 2012 and 2011, were \$3,238,000 and \$1,220,000, respectively. The estimated liability for indemnification losses is included in other liabilities and accrued expenses and, as of September 30, 2012 and December 31, 2011, the balances were \$5,155,000 and \$2,338,000, 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, of which \$1,000,000 had already been paid to Wells Fargo in January 2011, leaving a balance of \$3,300,000. The \$3,300,000 balance was paid shortly after the parties executed the settlement agreement.

In addition, under the terms of the settlement agreement, Wells Fargo has the right to deduct 10 basis points (.0010) from the purchase proceeds of each loan that SecurityNational Mortgage sells to Wells Fargo during the period from April 8, 2011 to March 31, 2017. The amounts deducted by Wells Fargo for the three months ended September 30, 2012 and 2011 were \$502,396 and \$315,534, respectively and for the nine months ended September 30, 2012 and 2011 were \$1,371,966 and \$530,329, respectively, representing 10 basis points from the purchase proceeds of the loans that SecurityNational Mortgage sold to Wells Fargo during that period.

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 other than Wells Fargo and pay such amounts to Wells Fargo. The amounts deducted by Wells Fargo for the three months ended September 30, 2012 and 2011 were \$192,442 and \$25,171, respectively and for the nine months ended September 30, 2012 and 2011 were \$367,639 and \$37,540, respectively, representing 10 basis points from the purchase proceeds of the loans it sold to mortgage loan purchasers other than Wells Fargo during that period.

Finally, SecurityNational Mortgage is 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 28 real estate properties with a total book value of \$5,597,900 as of September 30, 2012.

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.

As of September 30, 2012, the Company reserved and accrued \$5,155,000 to settle investor related claims against SecurityNational Mortgage for the allegedly defective mortgage loans that SecurityNational Mortgage sold to Wells Fargo and other mortgage loan purchasers.

## **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 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.

As of September 30, 2012, third party investors had asserted total potential claims and notices of potential claims relating to mortgage loan repurchases, indemnifications and other issues that are substantially greater than \$20,000,000. Additional potential claims and notices of potential claims from third party investors have been made since September 30, 2012. The Company has reserved and accrued \$5,155,000 as of September 30, 2012 to settle all such investor related claims.

The total amount of potential claims and notices of potential claims are greater than the net asset value of SecurityNational Mortgage, which was \$22,955,000 on September 30, 2012, and its reserve for mortgage loan loss, which was \$5,155,000 on September 30, 2012. SecurityNational Mortgage disagrees with the claims and notices of potential claims asserted by third party investors against it and believes it has significant defenses to these claims. Any additional losses in excess of the current loan loss reserve cannot be estimated as SecurityNational Mortgage is currently in the process of reviewing repurchase demands and notices of potential claims from third party investors.

If SecurityNational Mortgage is unable to resolve demands by the third party investors on acceptable terms, 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.

## JP Morgan Chase Indemnification Demand

The Company and its wholly-owned subsidiary, SecurityNational Mortgage, received a notice of claim for indemnification relating to mortgage loans that EMC Mortgage, LLC (“EMC Mortgage”) allegedly purchased as a third party investor from SecurityNational Mortgage. The notice was from JP Morgan Chase & Co. (“JP Morgan Chase”) in behalf of EMC Mortgage. According to the notice, the alleged indemnification claims relate to mortgage loans that SecurityNational Mortgage sold to EMC Mortgage under a Mortgage Loan Purchase Agreement, dated December 5, 2005, between SecurityNational Mortgage and EMC. The notice also referenced an Agreement of Guaranty, dated February 23, 2006, by the Company relative to EMC Mortgage. The notice states that EMC Mortgage allegedly purchased mortgage loans from SecurityNational Mortgage, which were later securitized by means of mortgage pass-through certificates.

The notice of indemnification claims from JP Morgan Chase also states that EMC Mortgage has 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. A copy of the complaint and the amended complaint has been provided to the Company by JP Morgan Chase. The amended complaint contends that more than 800 residential mortgage loans that EMC Mortgage sold to the Trust contained breaches of representations and warranties concerning the mortgage loans. The amended complaint also contends that despite EMC Mortgage’s assurance to the Trust that the mortgage loans met certain minimum quality standards, there have been defaults and foreclosures in many of such loans. As a result of the alleged defaults and foreclosures, the amended complaint asserts that EMC Mortgage is required to repurchase from the Trust any loans in which it breached its representations and warranties, in the amount of the mortgage loans’ outstanding principal balance and all accrued but unpaid interest.

The notice from JP Morgan Chase further states that the Company and SecurityNational Mortgage are required to indemnify EMC Mortgage for any losses arising from the lawsuit against EMC based upon alleged untrue statements of material fact related to information that was provided by SecurityNational Mortgage. The amended complaint includes the loan numbers of the alleged non-complying mortgage loans that EMC Mortgage sold to the Trust. In a letter from JP Morgan Chase accompanying a copy of the amended complaint, JP Morgan Chase asserted that 21 mortgage loans originated by SecurityNational Mortgage were included in the lawsuit as part of the alleged non-complying mortgage loans that EMC allegedly sold to the Trust. Thus, it appears that only a very small percentage of the alleged non-complying mortgage loans that EMC Mortgage sold to the Trust were mortgage loans that SecurityNational Mortgage had sold to EMC.

Moreover, to the extent the claims by the Trust against EMC Mortgage relate to mortgage loans that SecurityNational Mortgage sold to EMC, the Company believes it has defenses to such claims with respect to EMC. For example, neither the Company nor SecurityNational Mortgage is a party to any agreement involving the Trust, nor are they privy to any agreements between EMC Mortgage and the Trust. 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 \$500,000, 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 March 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 of approximately \$5,041,000. 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. 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. SecurityNational Mortgage's motion against Lehman Bank and Aurora Loan Services and the related cross motion are presently set for hearing on December 13, 2012. SecurityNational Mortgage's motion in the Lehman Holdings case is presently set for hearing on December 18, 2012.

## 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.

On May 10, 2011, the Company and its subsidiary, Greer-Wilson Funeral Home, Inc., completed an asset sales transaction with SCI Arizona Funeral Services, Inc. ("SCI"), an Arizona corporation, to sell substantially all of the operating assets of Greer-Wilson Funeral Home and Crystal Rose Funeral Home to SCI. Under the terms of the asset purchase agreement among Greer-Wilson Funeral Home, Crystal Rose Funeral Home and SCI, SCI paid \$2,225,000 at closing to the Company and Greer-Wilson. The agreement also granted a three year right of first refusal to SCI to purchase Paradise Chapel Funeral Home. If the Company elects to sell Paradise Chapel Funeral Home within the three year period, the Company must provide a bona fide third party offer to SCI after which SCI has ten business days to exercise its right to purchase Paradise for the offer amount.

The following table shows the condensed financial results of the Cemetery and Mortuary operations for the three and nine months ended September 30, 2012 and 2011. See Note 7 to the Condensed Consolidated Financial Statements.

	Three months ended September 30 (in thousands of dollars)			Nine months ended September 30 (in thousands of dollars)		
	2012	2011	% Increase (Decrease)	2012	2011	% Increase (Decrease)
Revenues from external customers						
Mortuary revenues	\$ 1,117	\$ 1,045	7%	\$ 3,495	\$ 3,763	(7%)
Cemetery revenues	1,625	1,486	9%	4,990	4,702	6%
Realized gains on investments and other assets	9	(19)	(147%)	9	868	(99%)
Other	(47)	(66)	(29%)	(100)	(130)	(23%)
Total	<u>\$ 2,704</u>	<u>\$ 2,446</u>	<u>11%</u>	<u>\$ 8,394</u>	<u>\$ 9,203</u>	<u>(9%)</u>
Earnings (Losses) before income taxes	<u>\$ (92)</u>	<u>\$ (318)</u>	<u>(71%)</u>	<u>\$ 57</u>	<u>\$ 496</u>	<u>(89%)</u>

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 \$257,000 and \$267,000 for the three months ended September 30, 2012 and 2011, respectively, and \$774,000 and \$776,000 for the nine months ended September 30, 2012 and 2011, respectively.

## 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 \$15,000. 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 and nine months ended September 30, 2012 and 2011. See the Note 7 to the Condensed Consolidated Financial Statements.

	Three months ended September 30 (in thousands of dollars)			Nine months ended September 30 (in thousands of dollars)		
	2012	2011	% Increase (Decrease)	2012	2011	% Increase (Decrease)
Revenues from external customers						
Insurance premiums	\$ 12,045	\$ 11,823	2%	\$ 36,915	\$ 36,409	1%
Net investment income	4,407	4,530	(3%)	14,168	12,522	13%
Other	(106)	328	(132%)	372	1,497	(75%)
Total	\$ 16,346	\$ 16,681	(2%)	\$ 51,455	\$ 50,428	2%
Intersegment revenue	\$ 2,794	\$ 1,716	63%	\$ 6,954	\$ 5,415	28%
Earnings before income taxes	\$ 938	\$ 773	21%	\$ 3,830	\$ 2,191	75%

Intersegment revenues are primarily interest income from the warehouse line provided to SecurityNational Mortgage Company. On March 30, 2011 the Company completed a co-insurance agreement with North America Life Insurance Company (NAL), effective December 1, 2010. As a result, seven months of reinsurance premiums and death claims were recorded in the nine months ended September 30, 2011. Profitability in the nine months ended September 30, 2012 has increased due to an increase in net investment income offset by the additional one month of premiums and death claims from the co-insurance agreement and a decrease in other revenue for the NAL co-insurance agreement in 2011.

## Consolidation

### Three Months Ended September 30, 2012 Compared to Three Months Ended September 30, 2011

Total revenues increased by \$22,423,000, or 54.3%, to \$63,748,000 for the three months ended September 30, 2012, from \$41,325,000 for the three months ended September 30, 2011. Contributing to this increase in total revenues was a \$21,777,000 increase in mortgage fee income, a \$625,000 increase in net investment income, a \$222,000 increase in insurance premiums and other considerations, a \$177,000 increase in net mortuary and cemetery sales, and a \$36,000 increase in other revenues. This increase in total revenues was offset by a \$410,000 increase in other than temporary impairments on investments and a \$4,000 decrease in realized gains on investments and other assets.

Insurance premiums and other considerations increased by \$222,000, or 1.9%, to \$12,046,000 for the three months ended September 30, 2012, from \$11,824,000 for the comparable period in 2011. This increase was primarily due to an increase in renewal premiums and an increase in insurance sales resulting in an increase in first year premiums.

Net investment income increased by \$625,000, or 12.2%, to \$5,733,000 for the three months ended September 30, 2012, from \$5,108,000 for the comparable period in 2011. This increase was primarily attributable to a \$663,000 increase in short-term investment income and a \$271,000 increase in rental income from other real estate owned. This increase was offset by a \$273,000 decrease in mortgage loan interest, an \$84,000 decrease in fixed maturity securities income, a \$57,000 decrease in investment expenses, a \$5,000 decrease in equity securities income, and a \$4,000 decrease in policy loan income.

Net cemetery and mortuary sales increased by \$177,000, or 7.3%, to \$2,619,000 for the three months ended September 30, 2012, from \$2,442,000 for the comparable period in 2011. This increase was primarily due to an increase in at-need sales in the mortuary operations.

Realized gains on investments and other assets decreased by \$4,000, or 1.7%, to \$222,000 in realized gains for the three months ended September 30, 2012, from \$226,000 in realized gains for the comparable period in 2011. This decrease in realized gains on investments and other assets was the result of decreases in realized gains on other assets of \$291,000 offset by a \$287,000 increase in realized gains on fixed maturity securities and on securities available for sale.

Other than temporary impairments on investments increased by \$410,000, or 1,367.7%, to \$440,000 for the three months ended September 30, 2012, from \$30,000 for the comparable period in 2011. This increase was the result of a \$395,000 increase in other than temporary impairments on real estate owned held for investment and commercial mortgage loans, and a \$15,000 increase in other than temporary impairments on fixed maturity securities held to maturity.

Mortgage fee income increased by \$21,777,000, or 101.2%, to \$43,295,000 for the three months ended September 30, 2012, from \$21,518,000 for the comparable period in 2011. 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 \$36,000, or 15.2%, to \$273,000 for the three months ended September 30, 2012, from \$237,000 for the comparable period in 2011. This increase was due to an increase in miscellaneous revenues throughout the Company's operations.

Total benefits and expenses were \$57,616,000, or 90.4% of total revenues, for the three months ended September 30, 2012, as compared to \$40,490,000, or 98.0% of total revenues, for the comparable period in 2011.

Death benefits, surrenders and other policy benefits, and increase in future policy benefits increased by an aggregate of \$320,000 or 2.9%, to \$11,175,000 for the three months ended September 30, 2012, from \$10,855,000 for the comparable period in 2011. This increase was primarily the result of a \$611,000 increase in death benefits and a \$55,000 increase in surrender and other policy benefits. This increase was offset by a \$346,000 decrease in future policy benefits.

Amortization of deferred policy and pre-need acquisition costs and value of business acquired increased by \$67,000, or 3.6%, to \$1,931,000 for the three months ended September 30, 2012, from \$1,864,000 for the comparable period in 2011. 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 \$16,069,000, or 59.9%, to \$42,904,000 for the three months ended September 30, 2012, from \$26,835,000 for the comparable period in 2011. This increase was the result of an increase in commission expenses of \$10,219,000, from \$13,268,000 for the three months ended September 30, 2011 to \$23,487,000 for the comparable period in 2012 due to increased mortgage loan originations made by SecurityNational Mortgage. Salaries increased by \$1,654,000 from \$5,691,000 for the three months ended September 30, 2011 to \$7,345,000 for the comparable period in 2012, 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 \$1,297,000 from \$466,000 for the three months ended September 30, 2011 to \$1,763,000 for the comparable period in 2012, primarily due to an increase in the monthly accrual related to increased mortgage originations. Costs related to funding mortgage loans increased by \$761,000 from \$1,220,000 for the three months ended September 30, 2011 to \$1,981,000 for the comparable period in 2012 due to additional loans funded. Other expenses increased by \$2,138,000 from \$6,191,000 for the three months ended September 30, 2011 to \$8,329,000 for the comparable period in 2012.

Interest expense increased by \$645,000, or 129.5%, to \$1,143,000 for the three months ended September 30, 2012, from \$498,000 for the comparable period in 2011. 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 \$25,000, or 5.8%, to \$463,000 for the three months ended September 30, 2012, from \$438,000 for the comparable period in 2011. This increase was primarily due to an increase in mortuary and cemetery sales.

Comprehensive income for the three months ended September 30, 2012 and 2011 amounted to gains of \$1,889,000 and \$388,000, respectively. This \$1,501,000 increase in comprehensive income in 2012 was primarily the result of a \$3,220,000 increase in net income and a \$1,370,000 increase in unrealized gains in securities available for sale. This increase was offset by a \$3,089,000 decrease in derivatives related to mortgage loans.

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

### **Nine Months Ended September 30, 2012 Compared to Nine Months Ended September 30, 2011**

Total revenues increased by \$55,636,000, or 49.7%, to \$167,599,000 for the nine months ended September 30, 2012, from \$111,963,000 for the nine months ended September 30, 2011. Contributing to this increase in total revenues was a \$53,257,000 increase in mortgage fee income, a \$3,829,000 increase in net investment income and a \$506,000 increase in insurance premiums and other considerations. This increase in total revenues was offset by a \$1,249,000 decrease in realized gains on investments and other assets, a \$435,000 increase in other than temporary impairments on investments, a \$247,000 decrease in other revenue, and a \$25,000 decrease in net mortuary and cemetery sales.

Insurance premiums and other considerations increased by \$506,000, or 1.4%, to \$36,915,000 for the nine months ended September 30, 2012, from \$36,409,000 for the comparable period in 2011. This increase was primarily due to an increase in renewal premiums and an increase in insurance sales resulting in an increase in first year premiums.

Net investment income increased by \$3,829,000, or 27.2%, to \$17,924,000 for the nine months ended September 30, 2012, from \$14,095,000 for the comparable period in 2011. This increase was primarily attributable to a \$2,043,000 increase in short-term investment income, a \$965,000 increase in mortgage loan interest, a \$623,000 increase in rental income from real estate, and a \$30,000 increase in fixed maturity securities income. This increase was partially offset by a \$177,000 decrease in investment expenses and a \$9,000 decrease in interest on policy loans.

Net cemetery and mortuary sales decreased by \$25,000, or 0.3%, to \$8,121,000 for the nine months ended September 30, 2012, from \$8,146,000 for the comparable period in 2011. This decrease was primarily due to a reduction in at-need sales in the mortuary operations.

Realized gains on investments and other assets decreased by \$1,249,000, or 68.3%, to \$580,000 in realized gains for the nine months ended September 30, 2012, from \$1,829,000 in realized gains for the comparable period in 2011. This decrease in realized gains on investments and other assets was the result of decreases in realized gains on other assets of \$1,211,000 primarily due to the \$887,000 gain on the sale of Greer-Wilson Funeral Home and Crystal Rose Funeral Home in 2011, and a \$183,000 decrease in realized gains on securities available for sale. This decrease was partially offset by a \$145,000 increase in realized gains on fixed maturity securities.

Other than temporary impairments on investments increased by \$435,000, or 457.5%, to \$530,000 for the nine months ended September 30, 2012, from \$95,000 for the comparable period in 2011. This increase was due to a \$395,000 increase in other than temporary impairments on real estate owned held for investment and commercial mortgage loans, and a 40,000 increase in other than temporary impairments on fixed maturity securities held-to-maturity.

Mortgage fee income increased by \$53,257,000, or 105.2%, to \$103,873,000 for the nine months ended September 30, 2012, from \$50,616,000 for the comparable period in 2011. 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 decreased by \$247,000, or 25.6%, to \$715,000 for the nine months ended September 30, 2012, from \$962,000 for the comparable period in 2011. This decrease was due to a reduction in miscellaneous revenues attributed to the North American Life re-insurance transaction that was completed in March 2011.

Total benefits and expenses were \$154,102,000, or 91.9% of total revenues, for the nine months ended September 30, 2012, as compared to \$112,310,000, or 100.3% of total revenues, for the comparable period in 2011.

Death benefits, surrenders and other policy benefits, and increase in future policy benefits increased by an aggregate of \$641,000 or 2.0%, to \$33,335,000 for the nine months ended September 30, 2012, from \$32,694,000 for the comparable period in 2011. This increase was primarily the result of a \$1,063,000 increase in future policy benefits, and a \$142,000 increase in surrender and other policy benefits, offset by a \$564,000 decrease in death benefits.

Amortization of deferred policy and pre-need acquisition costs and value of business acquired decreased by \$15,000, or 0.3%, to \$5,804,000 for the nine months ended September 30, 2012, from \$5,819,000 for the comparable period in 2011. This decrease is primarily due to better persistency in the traditional and universal life lines of business.

Selling, general and administrative expenses increased by \$39,729,000, or 55.8%, to \$110,870,000 for the nine months ended September 30, 2012, from \$71,141,000 for the comparable period in 2011. This increase was the result of an increase in commission expenses of \$28,349,000, from \$30,418,000 for the nine months ended September 30, 2011 to \$58,767,000 for the comparable period in 2012 due to increased mortgage loan originations made by SecurityNational Mortgage. Salaries increased by \$3,072,000 from \$17,593,000 for the nine months ended September 30, 2011 to \$20,665,000 for the comparable period in 2012, 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 \$1,690,000 from \$1,573,000 for the nine months ended September 30, 2011 to \$3,263,000 for the comparable period in 2012, primarily due to an increase in the monthly accrual related to increased mortgage originations. Costs related to funding mortgage loans increased by \$2,076,000 from \$3,065,000 for the nine months ended September 30, 2011 to \$5,141,000 for the comparable period in 2012 due to additional loans funded. Other expenses increased by \$4,542,000 from \$18,491,000 for the nine months ended September 30, 2011 to \$23,033,000 for the comparable period in 2012.

Interest expense increased by \$1,567,000, or 131.5%, to \$2,758,000 for the nine months ended September 30, 2012, from \$1,191,000 for the comparable period in 2011. 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 decreased by \$131,000, or 8.9%, to \$1,334,000 for the nine months ended September 30, 2012, from \$1,465,000 for the comparable period in 2011. This reduction was primarily due to a decrease in mortuary and cemetery sales.

Comprehensive income for the nine months ended September 30, 2012 and 2011 amounted to gains of \$9,084,000 and \$167,000, respectively. This \$8,917,000 increase in comprehensive income in 2012 was primarily the result of a \$8,789,000 increase in net income, a \$1,616,000 decrease in derivatives related to mortgage loans, and a \$1,744,000 increase in unrealized gains in securities available for sale.

Income taxes for the insurance segment have a lower effective tax rate of 20% due to the deduction for small life companies and 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 nine months ended September 30, 2012, the Company's operations provided cash of \$34,509,000. This was due primarily to a \$15,485,000 increase in future policy benefits and a \$1,541,000 decrease for the nine months of 2012 in the balance of mortgage loans sold to investors. During the nine months ended September 30, 2011, the Company's operations provided cash of \$18,747,000. This was due primarily to a \$15,846,000 increase in future policy benefits and a \$4,274,000 decrease for the nine months of 2011 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 \$129,507,000 as of September 30, 2012 compared to \$127,579,000 as of December 31, 2011. This represents 40.1% and 38.2% of the total investments as of September 30, 2012 and December 31, 2011, 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 September 30, 2012, 2.63% (or \$3,413,000) and at December 31, 2011, 4.11% (or \$5,182,000) 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 September 30, 2012 and December 31, 2011, the life insurance subsidiary exceeded the regulatory criteria.

The Company's total capitalization of stockholders' equity, bank debt and notes payable was \$93,436,000 as of September 30, 2012, as compared to \$86,250,000 as of December 31, 2011. Stockholders' equity as a percent of total capitalization was 75.7% and 71.0% as of September 30, 2012 and December 31, 2011, respectively.

Lapse rates measure the amount of insurance terminated during a particular period. The Company's lapse rate for life insurance in 2011 was 6.5% as compared to a rate of 8.0% for 2010. The 2012 lapse rate to date has been approximately the same as 2011.

At September 30, 2012, \$32,049,000 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, 2011.

## Item 4. Controls and Procedures.

### Disclosure Controls and Procedures

As of September 30, 2012, 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 September 30, 2012 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.

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 \$500,000, 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 March 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 of approximately \$5,041,000. 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. 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. SecurityNational Mortgage’s motion against Lehman Bank and Aurora Loan Services and the related cross motion are presently set for hearing on December 13, 2012. SecurityNational Mortgage’s motion in the Lehman Holdings case is presently set for hearing on December 18, 2012.

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.**

**Death of George R. Quist; Appointment of Scott M. Quist as Chairman of the Board and Chief Executive Officer**

On September 6, 2012, George R. Quist, the Company's then Chairman of the Board and Chief Executive Officer passed away. Mr. Quist served as Chairman of the Board and Chief Executive Officer from 1979 until his death. Mr. Quist also served as the Company's President from 1979 to 2002.

On September 14, 2012, the Company's Board of Directors appointed Scott M. Quist to serve as Chairman of the Board and Chief Executive Officer of the Company, replacing George Quist. Mr. Scott Quist will also continue to serve as the Company's President, a position he has held since 2002. He has also served as a director of the Company since 1986. Mr. Scott Quist additionally served as the Company's First Vice President from 1986 to 2002. From 1980 to 1982, Mr. Quist was a tax specialist with Peat, Marwick, Mitchell & Co. in Dallas, Texas.

From 1986 to 1991, Mr. Scott Quist was Treasurer and a director of The National Association of Life Companies, a trade association of 642 life insurance companies, until its merger with the American Council of Life Companies. Mr. Quist has also been a member of the Board of Governors of the Forum 500 Section (representing small insurance companies) of the American Council of Life Insurance. In addition, he has served as a regional director of Key Bank of Utah since 1993. Mr. Quist is currently a director and a past president of The National Alliance of Life Companies, a trade association of over 200 life companies.

Mr. Scott Quist holds a B.S. degree in Accounting from Brigham Young University and a law degree also from Brigham Young University. Mr. Quist's significant expertise and deep understanding of the technical, organizational and strategic business aspects of the insurance industry, his management expertise, his ten year tenure as President of the Company and twenty-six year tenure as a director, and his years of business and leadership experience led the Board of Directors to conclude that he should be appointed as Chairman of the Board and Chief Executive Officer of the Company.

**New Warehouse Line with UBS; Increase in Warehouse Line with Wells Fargo**

On July 16, 2012, SecurityNational Mortgage and UBS Real Estate Securities Inc. ("UBS"), a warehouse bank, 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. Under the terms of this loan purchase agreement, UBS agreed to provide funding for certain approved mortgage loans originated by SecurityNational Mortgage of up to 95% of the purchase price of the loans. On October 26, 2012, SecurityNational Mortgage and UBS agreed to an amendment to the July 16, 2012 loan purchase agreement to increase amount of the warehouse line available to fund mortgage loans originated by SecurityNational Mortgage from \$30,000,000 to \$40,000,000.

On August 6, 2012, SecurityNational Mortgage and Wells Fargo Bank, N.A. ("Wells Fargo"), a warehouse bank, agreed to an amendment to the loan purchase agreement that was entered into on March 19, 2012 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. The amendment also increased the percentage of the purchase price of the mortgage loans that Wells Fargo agreed to fund from up to 90% to up to 95%.

**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 (12)
- 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 (9)
- 10.9 Settlement Agreement and Release with Wells Fargo Funding (10)
- 10.10 Coinsurance Agreement between Security National Life Insurance Company and North American Life Insurance Company (11)
- 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 SCH XBRL Schema Document\*
- 101 CAL XBRL Calculation Linkbase Document\*
- 101 DEF XBRL Definition Linkbase Document\*
- 101 LAB XBRL Labels Linkbase Document\*
- 101 PRE XBRL Presentation Linkbase 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 Report on Form 10-K, as filed on March 31, 2009

(10) Incorporated by reference from Report on Form 8-K, as filed on April 12, 2011

(11) Incorporated by reference from Report on Form 8-K/A, as filed on May 6, 2011

\* 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.

## 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: November 14, 2012

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

Dated: November 14, 2012

/s/ Stephen M. Sill  
Stephen M. Sill  
Vice President, Treasurer and Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)



CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ENACTED BY  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Scott M. Quist, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Security National Financial Corporation.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15-d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period covered in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 14, 2012

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

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CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ENACED BY  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Stephen M. Sill, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Security National Financial Corporation.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15-d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period covered in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 14, 2012

/s/ Stephen M. Sill  
Stephen M. Sill  
Vice President, Treasurer and Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

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EXHIBIT 32.1  
CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Security National Financial Corporation (the "Company") on Form 10-Q for the period ending September 30, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Scott M. Quist, Chairman of the Board, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 14, 2012

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

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EXHIBIT 32.2  
CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Security National Financial Corporation (the "Company") on Form 10-Q for the period ending September 30, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Stephen M. Sill, Vice President, Treasurer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 14, 2012

/s/ Stephen M. Sill  
Stephen M. Sill  
Vice President, Treasurer and Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

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