

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

Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2008, 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 0-9341

**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 offices)

84123  
(Zip Code)

Registrant's telephone number, including area code:

(801) 264-1060

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

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

<i>Title of Each Class</i>	<i>Name of Each Exchange on Which Registered</i>
Class A Common Stock, \$2.00 Par Value	Nasdaq National Market
Class C Common Stock, \$0.20 Par Value	None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No x

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

Yes x No o

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

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. (check one): Large accelerated filer o Accelerated filer o Nonaccelerated filer x Small reporting company o (Do not check if a smaller reporting company).

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

Yes o No x

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and ask price of such common equity, as of the last business date of the registrant's most recently completed second fiscal quarter. \$26,513,000

As of March 31, 2009, there were outstanding 8,284,389 shares of Class A Common Stock, \$2.00 par value per share, and 8,911,746 shares of Class C Common Stock, \$.20 par value per share.

#### **Documents Incorporated by Reference**

Portions of the definitive Proxy Statement for the registrant's 2009 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K.

## Item 1. Business

Security National Financial Corporation (the “Company”) operates in three main business segments: life insurance, cemetery and mortuary, and mortgage loans. The life insurance segment is engaged in the business of selling and servicing selected lines of life insurance, annuity products and accident and health insurance. These products are marketed in 38 states through a commissioned sales force of independent licensed insurance agents who may also sell insurance products of other companies. The cemetery and mortuary segment of the Company consists of five cemeteries in the state of Utah and one in the state of California, and seven mortuaries in the state of Utah and three in the state of Arizona. The Company also engages in pre-need selling of funeral, cemetery and cremation services through its Utah, Arizona and California operations. Many of the insurance agents also sell pre-need funeral, cemetery and cremation services. The mortgage loan segment is an approved government and conventional lender that originates and underwrites residential and commercial loans for new construction, existing homes and real estate projects. The mortgage loan segment operates through 29 wholesale and retail offices in twelve states, and is an approved mortgage lender in several states.

The design and structure of the Company is that each business segment is related to the other business segments and contributes to the profitability of the other segments. Because of the Company’s cemetery and mortuary operations in Utah, California and Arizona, the Company enjoys a level of public awareness that assists in the sales and marketing of insurance and pre-need cemetery and funeral products. The Company’s insurance subsidiaries invest their assets (representing in part the pre-paid funerals) in investments authorized by the respective insurance departments of their states of domicile. One such investment authorized by the insurance departments is mortgage loans. The Company funded relatively few subprime mortgage loans during 2007 and no longer funds such loans. Thus, while each business segment is a profit center on a stand-alone basis, this horizontal integration of each segment is planned to lead to improved profitability of the Company. The Company also pursues growth through acquisitions. The Company’s acquisition business strategy is based on reducing the overhead cost of the acquired company by utilizing existing personnel, management, and technology while still providing quality service to customers and policyholders.

The Company was organized as a holding company in 1979, when Security National Life Insurance Company (“Security National Life”) became a wholly owned subsidiary of the Company and the former stockholders of Security National Life became stockholders of the Company. Security National Life was formed in 1965 and has grown through the direct sale of life insurance and annuities and through the acquisition of other insurance companies, including the acquisitions of Capital Investors Life Insurance Company in 1994 and Civil Service Employees Life Insurance Company in 1995, a stock purchase transaction with Southern Security Life Insurance Company, a Florida domiciled insurance company (“Southern Security Life”), in 1998 (involving the purchase of 57.4% of the outstanding common shares of Southern Security Life), the acquisition of Acadian Life Insurance Company in 2002, the acquisition of Paramount Security Life Insurance Company, now Security National Life Insurance Company of Louisiana, in March 2004, a merger transaction involving the purchase of the remaining outstanding shares of Southern Security Life in January 2005, which resulted in Southern Security Life becoming a wholly-owned subsidiary of Security National Life, the acquisition of Memorial Insurance Company of America in December 2005, the acquisition of C & J Financial, LLC in July 2007, the acquisition of Capital Reserve Life Insurance Company in December 2007 and the acquisition of Southern Security Life Insurance Company, a Mississippi domiciled insurance company, in December 2008.

In December 2005, all of the remaining insurance business and operations of Southern Security Life was transferred to Security National Life by a reinsurance agreement. In December 2007, the merger of Southern Security Life into Security National Life was completed, and Southern Security Life was dissolved pursuant to the terms of the Agreement and Plan of Complete Liquidation of Southern Security Life into Security National Life.

The cemetery and mortuary operations have also grown through the acquisition of other cemetery and mortuary companies, including the acquisitions of Paradise Chapel Funeral Home, Inc. in 1989, Holladay Memorial Park, Inc., Cottonwood Mortuary, Inc. and Deseret Memorial, Inc. in 1991, Sunset Funeral Home in 1994, Greer-Wilson Funeral Home, Inc. in 1995 and Crystal Rose Funeral Home in 1997. In 1993, the Company formed SecurityNational Mortgage Company (“SecurityNational Mortgage”) to originate and refinance mortgage loans. Since the beginning of business in 1993, SecurityNational Mortgage has now grown to 29 branches in twelve states. See Notes to Consolidated Financial Statements for additional disclosure and discussion regarding segments of the business.

## Life Insurance

### *Products*

The Company, through Security National Life and its insurance subsidiaries, Security National Life of Louisiana, Memorial Insurance Company of America, Capital Reserve Life Insurance Company and Southern Security Life Insurance Company, issues and distributes selected lines of life insurance and annuities. The Company's life 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 and traditional whole life products sold in association with the costs of higher education.

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 represent a marketing niche that has lower competition because most insurance companies do not offer similar coverages. The purpose of the funeral plan policy is to pay the costs and expenses incurred at the time of a person's death. On a per thousand dollar cost of insurance basis, these policies can be more expensive to the policyholder 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.

Through the Company's Higher Education Division, the Company markets strategies for fund accumulations for college and repayment of student loans and expenses a student may have after college. The product used for this market is a 10-Pay Whole Life Policy with an annuity rider. Both the paid-up aspect of the whole life policy and the savings aspect of the annuity rider are marketed as a tool for parents to help accumulate money to help fund college expenses or repay loans incurred during college. The product is generally offered to parents who have children under the age of 25.

### *Markets and Distribution*

The Company is licensed to sell insurance in 38 states. The Company, in marketing its life insurance products, seeks to locate, develop and service specific "niche" markets. A "niche" market is an identifiable market that the Company believes is not emphasized by most insurers. Funeral plan policies are sold primarily to persons who range in age from 45 to 85. Even though people of all ages and income levels purchase funeral plans, the Company believes that the highest percentage of funeral plan purchasers are individuals who are older than 45 and have low to moderate income.

Higher Education insurance plans are for families who desire to prepare for their children's higher education financial needs. Such preparation can include searches for scholarships, grant applications, government student loan applications, and the purchase of life insurance and annuities as a vehicle to help repay education related debt. In 1965, the Higher Education Act created the guaranteed student loan programs previously participated in by the Company. Federal Family Education Loan (FFEL) Programs, which now consist of Federal Stafford Loans (formerly Guaranteed Student Loans), Federal Plus Loans, and Federal Consolidation Loans. The FFEL Program makes these long-term loans available to students attending institutions of higher education, vocation, technical, business and trade schools and some foreign schools.

State or private nonprofit guaranty agencies insure that the FFEL Programs and the Federal Government reimburse these agencies for all or part of the insurance loans they pay to lenders. The federal guaranty on an FFEL replaces the security (collateral) usually required for a long-term consumer loan. These government programs have numerous rules for qualification and have limits on how much you can borrow. The Company's whole life insurance product has an annuity rider that can provide a way for families to accumulate additional funds for their children's education. The Company has a student service center, which is available to policyholders to help parents and students apply for various scholarships, grants and loans.

A majority of the Company's funeral plan premiums come from the states of Arizona, Arkansas, Idaho, Kansas, Mississippi, Oklahoma, Texas and Utah. A majority of the Company's non-funeral plan life insurance premiums come from the states of Florida, Georgia, Louisiana, Maryland, New Mexico, South Carolina, Tennessee, Utah, Virginia, and the District of Columbia.

The Company sells its life insurance products through direct agents, brokers and independent licensed agents who may also sell insurance products of other companies. The commissions on life insurance products range from approximately 10% to 110% of first year premiums. In those cases where the Company utilizes its direct agents in selling such policies, those agents customarily receive advances against future commissions.

In some instances, funeral plan insurance is marketed in conjunction with the Company's cemetery and mortuary sales force. When it is marketed by that group, the beneficiary is usually the Company's cemeteries and mortuaries. Thus, death benefits that become payable under the policy are paid to the Company's cemetery and mortuary subsidiaries to the extent of services performed and products purchased.

In marketing funeral plan insurance, the Company also seeks and obtains third-party endorsements from other cemeteries and mortuaries within its marketing areas. Typically, these cemeteries and mortuaries will provide letters of endorsement and may share in mailing and other lead-generating costs. The incentive for such businesses to share the costs is that these businesses are usually made the beneficiary of the policy. The following table summarizes the life insurance business for the five years ended December 31, 2008:

	2008	2007	2006	2005	2004
Life Insurance Policy/Cert. Count as of December 31	415,656 (5)	405,224 (4)	401,441	413,753 (2)(3)	357,767 (1)
Insurance in force as of December 31 (omitted 000)	\$ 2,454,409 (5)	\$ 2,434,733 (4)	\$ 2,620,694	\$ 3,216,946 (2)(3)	\$ 2,914,135 (1)
Premiums Collected (omitted 000)	\$ 36,063 (4)	\$ 32,173	\$ 31,619 (3)	\$ 27,275 (2)	\$ 30,560 (1)

- (1) Includes the purchase of Paramount Security Life Insurance Company, now known as Security National Life Insurance Company of Louisiana, on March 16, 2004.
- (2) Includes the termination of reinsurance assumed with Guaranty Income Life Insurance Company, effective January 1, 2005.
- (3) Includes the purchase of Memorial Insurance Company of America on December 29, 2005.
- (4) Includes the purchase of Capital Reserve Life Insurance Company on December 17, 2007.
- (5) Includes the purchase of Southern Security Life Insurance Company on December 18, 2008.

### Underwriting

The Factors considered in evaluating an application for ordinary life insurance coverage can include the applicant's age, occupation, general health and medical history. Upon receipt of a satisfactory (non-funeral plan insurance) application, which contains pertinent medical questions, the Company writes insurance based upon its medical limits and requirements subject to the following general non-medical limits:

Age Nearest <u>Birthday</u>	Non-Medical <u>Limits</u>
0-50	\$75,000
51-up	Medical information required (APS or exam)

When underwriting life insurance, the Company will sometimes issue policies with higher premium rates for substandard risks.

The Company also sells funeral plan insurance. This insurance is a small face amount, with a maximum policy size of \$15,000. It is written on a simplified medical application with underwriting requirements being a completed application, a phone inspection on selected applicant and a Medical Information Bureau inquiry. There are several underwriting classes in which an applicant can be placed.

### Annuities

#### Products

The Company's annuity business includes single premium deferred annuities, flexible premium deferred annuities and immediate annuities. A single premium deferred annuity is a contract where the individual remits a sum of money to the Company, which is retained on deposit until such time as the individual may wish to annuitize or surrender the contract for cash. A flexible premium deferred annuity gives the contract holder the right to make premium payments of varying amounts or to make no further premium payments after his initial payment. These single and flexible premium deferred annuities can have initial surrender charges. The surrender charges act as a deterrent to individuals who may wish to surrender their annuity contracts.

Annuities have guaranteed interest rates of 3% to 6.5% per annum. Above that, the interest rate credited is periodically determined by the Board of Directors at their discretion. An immediate annuity is a contract in which the individual remits to the Company a sum of money in return for the Company's obligation to pay a series of payments on a periodic basis over a designated period of time, such as an individual's life, or for such other period as may be designated.

Holders of annuities generally enjoy a significant benefit under current federal income tax law in that interest accretions that are credited to the annuities do not incur current income tax expense on the part of the contract holder. Instead, the interest income is tax deferred until such time as it is paid out to the contract holder. In order for the Company to realize a profit on an annuity product, the Company must maintain an interest rate spread between its investment income and the interest rate credited to the annuities. From that spread must be deducted commissions, issuance expenses and general and administrative expenses. The Company's annuities currently have credited interest rates ranging from 3% to 6.5%.

#### *Markets and Distribution*

The general market for the Company's annuities is middle to older age individuals who wish to save or invest their money in a tax-deferred environment, having relatively high yields. The major source of annuity considerations comes from direct agents. Annuities are also sold in conjunction with other insurance sales. This is true in both the funeral planning and higher education planning areas. If an individual does not qualify for a funeral plan due to health considerations, the agent will often sell that individual an annuity to fund those final expenses. In the higher education planning area, most life insurance sales have as part of the transaction an annuity portion that is used to accumulate funds. The commission rates on annuities are up to 10%.

The following table summarizes the annuity business for the five years ended December 31, 2008:

	2008	2007	2006	2005	2004
Annuities Policy/Cert. Count as of December 31	11,411 (3)	11,175 (2)	8,475	8,904 (1)	7,365
Deposits Collected (omitted 000)	\$ 8,959 (2)(3)	\$ 4,080	\$ 3,977 (1)	\$ 2,416	\$ 1,972

(1) Includes the purchase of Memorial Insurance Company of America on December 29, 2005.

(2) Includes the purchase of Capital Reserve Life Insurance Company on December 17, 2007.

(3) Includes the purchase of Southern Security Life Insurance Company on December 18, 2008.

#### **Accident and Health**

##### *Products*

Prior to the acquisition of Capital Investors in 1994, the Company did not actively market accident and health products. With the acquisition of Capital Investors, the Company acquired a block of accident and health policies that pay limited benefits to policyholders. The Company is currently offering a low-cost comprehensive diver's and limited recreational accident policies. These policies provide worldwide coverage for medical expense reimbursement in the event of diving or certain recreational sports accidents.

##### *Markets and Distribution*

The Company currently markets its accident policies through web marketing.

The following table summarizes the accident and health insurance business for the five years ended December 31, 2008:

	2008	2007	2006	2005	2004
Accident and Health Policy/Cert. Count as of December 31	14,060	14,845	15,340	14,934	15,778
Premiums Collected (omitted 000)	\$ 232	\$ 257	\$ 274	\$ 285	\$ 308

## Reinsurance

When a given policy exceeds the Company's retention limits, the Company reinsures with other companies that portion of the individual life insurance and accident and health policies it has underwritten. The primary purpose of reinsurance is to enable an insurance company to write a policy in an amount larger than the risk it is willing to assume for itself. The Company remains obligated for amounts ceded in the event the reinsurers do not meet their obligations.

The Company's policy is to retain no more than \$75,000 of ordinary insurance per insured life. Excess risk is reinsured. The total amount of life insurance in force at December 31, 2008, reinsured by other companies, aggregated \$115,702,000, representing approximately 4.7% of the Company's life insurance in force on that date.

The Company currently cedes and assumes certain risks with various authorized unaffiliated reinsurers pursuant to reinsurance treaties, which are renewable annually. The premiums paid by the Company are based on a number of factors, primarily including the age of the insured and the risk ceded to the reinsurer.

On December 31, 2008, the Company entered into a Coinsurance Funds Withheld Reinsurance Agreement with Continental American Insurance Company ("Continental American"), a South Carolina domiciled insurance company, effective November 30, 2008. The Company ceded to Continental American 100% of a block of deferred annuities in the amount of \$4,828,487 as of December 31, 2008 and retained the assets and recorded a funds held under coinsurance liability for the same amount. Continental American has agreed to pay the Company an initial ceding commission of \$60,000 and a quarterly management fee of \$16,500 per quarter to administer the policies. The Company will also receive a 90% experience refund for any profits from the business. The Company has the right to recapture the business on each January 1 subsequent to December 31, 2008, or any other date if mutually agreed and with at least 90 days' prior written notice to Continental American.

## Investments

The investments that support the Company's life insurance and annuity obligations are determined by the Investment Committee of the Board of Directors of the various subsidiaries and ratified by the full Board of Directors of the respective subsidiaries. A significant portion of the investments must meet statutory requirements governing the nature and quality of permitted investments by insurance companies. The Company's interest-sensitive type products, primarily annuities and interest-sensitive whole life, compete with other financial products such as bank certificates of deposit, brokerage sponsored money market funds as well as competing life insurance company products. Although it is not the Company's policy to offer the highest yield in this economic climate, in order to offer what the Company considers to be a competitive yield, it maintains a diversified portfolio consisting of common stocks, preferred stocks, municipal bonds, investment and non-investment grade bonds, mortgage loans, real estate, short-term investments and other securities and investments.

See "Management's Discussion and Analysis of Results of Operations and Financial Condition" and "Notes to Consolidated Financial Statements" for additional disclosure and discussion regarding investments.

## Cemetery and Mortuary

### Products

The Company has six wholly-owned cemeteries and eleven wholly owned mortuaries. The cemeteries are non-denominational. Through its cemetery and mortuary operations, the Company markets a variety of products and services both on a pre-need basis (prior to death) and an at-need basis (at the time of death). The products include grave spaces, interment vaults, mausoleum crypts and niches, markers, caskets, flowers and other related products. The services include professional services of funeral directors, opening and closing of graves, use of chapels and viewing rooms, and use of automobiles and clothing. The Company has a funeral chapel at each of its cemeteries, other than Holladay Memorial Park and Singing Hills Memorial Park, and has seven separate stand-alone mortuary facilities.

### *Markets and Distribution*

The Company's pre-need cemetery and mortuary sales are marketed to persons of all ages but are generally purchased by persons 45 years of age and older. The Company also markets its mortuary and cemetery products on an at-need basis. The Company is limited in its geographic distribution of these products to areas lying within an approximate 20-mile radius of its mortuaries and cemeteries. The Company's at-need sales are similarly limited in geographic area.

The Company actively seeks to sell its cemetery and funeral products to customers on a pre-need basis. The Company employs cemetery sales representatives on a commission basis to sell these products. Many of these pre-need cemetery and mortuary sales representatives are also licensed insurance salesmen and sell funeral plan insurance. In many instances, the Company's cemetery and mortuary facilities are the named beneficiary of the funeral plan policies.

The sales representatives of the Company's cemetery and mortuary operations are commissioned and receive no salary. The sales commissions range from 4% to 25% for cemetery products and services and 10% to 100% of first year premiums for funeral plan insurance. Potential customers are located via telephone sales prospecting, responses to letters mailed by the sales representatives, newspaper inserts, referrals, contacts made at funeral services, and door-to-door canvassing. The Company trains its sales representatives and generates leads for them. If a customer comes to one of the Company's cemeteries on an at-need basis, the sales representatives are compensated on a commission basis.

### **Mortgage Loans**

#### *Products*

Beginning in 1993, the Company, through its wholly owned subsidiary, SecurityNational Mortgage Company ("SecurityNational Mortgage") has been active in both the residential as well as commercial real estate markets. The Company has current approvals through HUD, Fannie Mae, Freddie Mac and other substantial secondary market investors, which enable it to originate a wide variety of residential mortgage loan products that are subsequently sold to investors. The Company uses internal funding sources as well as maintaining external warehouse lines of credit with unaffiliated financial institutions. The Company also originates residential construction loans.

Security National Capital, a subsidiary of SecurityNational Mortgage, originates commercial real estate loans both for internal investment as well as for sale to unaffiliated investors.

#### *Markets and Distribution*

The Company's residential mortgage lending services are marketed primarily to mortgage originators. SecurityNational Mortgage maintains a retail origination presence in the Salt Lake City market in addition to 29 wholesale and retail branch offices located in Arizona, California, Florida, Hawaii, Indiana, Kansas, North Carolina, Oklahoma, Oregon, Texas, Utah and Washington, with sales representatives in these and other states. See "Management's Discussion and Analysis of Results of Operations and Financial Condition" and "Notes to Consolidated Financial Statements" for additional disclosure and discussion regarding mortgage loans.

### **Recent Acquisitions and Other Business Activities**

#### *Sale of Colonial Funeral Home*

In June 2007, the Company completed the sale of the Colonial Funeral Home property to the Utopia Station Development Corp. ("Utopia Development") for \$730,242, net of selling costs of \$44,758. The Colonial Funeral Home ceased operations in July 2006 and has been inactive since that date. The carrying amount on the Company's financial statements on June 20, 2007 was \$148,777. As a result of the sale, including payment of selling expenses, the Company recognized a gain of \$581,465. The Company received an initial payment of \$15,242, with the remaining amount due of \$715,000 to be paid in a lump sum within a year from the date of sale. The gain was included as a part of realized gains on investments and other assets in the Company's condensed consolidated statement for the year ended December 31, 2007. In September of 2008, the Company foreclosed on the Utopia Development loan. In October 2008, the Colonial property was sold to RTTTA, LLC for \$650,000 in cash, less selling costs of \$26,079. The reduction of the 2007 gain by \$91,079 was recorded as a loss in 2008.



### *Acquisition of C & J Financial*

On July 16, 2007, the Company completed a purchase transaction with C & J Financial, LLC, an Alabama limited liability company ("C & J Financial"). C & J Financial operates a factoring business with offices in Rainbow City, Alabama, with an emphasis on providing financing for funeral homes and mortuaries. Under the terms of the Unit Purchase Agreement dated July 16, 2007, (the "Purchase Agreement") among the Company, C & J Financial, Henry Culp, Jr. ("Culp") and Culp Industries, Inc. ("Culp Industries"), the Company purchased all of the outstanding member units of C & J Financial for a purchase consideration of (i) \$1,250,000 in cash, (ii) a promissory note from the Company to Culp in the amount of \$381,500 plus interest at the rate of 5% per annum, payable over a period of 24 months in monthly payments of \$16,737, including interest, until paid in full, and (iii) a quit claim deed from C & J Financial to Culp, conveying ownership of the building and surrounding property located in the Jester Commercial Park in Rainbow City, Alabama, where C & J Financial currently maintains its business offices. At closing, Culp Industries entered into a lease agreement with C & J Financial to lease to C & J Financial approximately 5,000 square feet in the building located at the Jester Commercial Park. The lease is for a term of three years for which C & J Financial, as tenant, is required to make monthly payments of \$1,200, for a total lease payment of \$43,200.

The Purchase Agreement additionally required Culp to deliver to the Company at closing a promissory note in the principal amount of \$1,755,236 plus interest at the rate of 8.25% per annum from C & J Financial, as borrower, to Culp, as lender, with such note to be cancelled and marked "paid in full". Moreover, the agreement provided for the possibility of adjustments. If the total equity on the balance sheet of C & J Financial as of May 31, 2007, defined as total assets minus total liabilities, is greater than the amount of the equity on the balance sheet of C & J Financial as of the closing date, or July 16, 2007, Culp agrees to pay to the Company the difference between the total equity on the balance sheet as of May 31, 2007 and the total equity on the balance sheet as of July 16, 2007 by reducing the amount of the note by such difference in the amounts of the total equity on such balance sheets. The total equity on the balance sheet of C & J Financial as of July 16, 2007 was \$47,000 less than the total equity on the balance sheet as of May 31, 2007, which resulted in a \$47,000 reduction of the note.

At June 30, 2007, the total assets of C & J Financial were \$3,197,000 and total liabilities were \$3,526,000, which includes the Note to Culp in the amount of \$1,755,000 that was cancelled at closing. For the seven month period from November 1, 2006 to May 31, 2007, total revenues of C & J Financial were \$775,000 and total expenses were \$764,000, resulting in net income of \$11,000. For the fiscal year ended October 31, 2006, total revenues of C & J Financial were \$1,397,000 and total expenses were \$1,351,000, resulting in net income of \$46,000. For the fiscal year ended October 31, 2005, total revenues of C & J Financial were \$1,137,000 and total expenses were \$1,114,000, resulting in net income of \$23,000. The Company anticipates utilizing the employees and operations of C & J Financial to expand its fast funding operations, which provide financing for funeral homes and mortuaries.

### *Acquisition of Capital Reserve Life Insurance Company*

On December 20, 2007, the Company, through its wholly owned subsidiary, Security National Life, completed a stock purchase transaction with Capital Reserve Life Insurance Company, a Missouri domiciled insurance company ("Capital Reserve"), and its shareholders to purchase all of the outstanding shares of common stock of Capital Reserve from its shareholders. Under the terms of the stock purchase agreement, Security National Life Insurance Company paid the shareholders of Capital Reserve at closing purchase consideration equal to the capital and surplus of Capital Reserve as of September 30, 2007 in the amount of \$1,271,327, plus the interest maintenance reserve in the amount of \$30,667 and the asset valuation reserve in the amount of \$212,393 as of September 30, 2007, plus \$1,037,967, or a total of \$2,521,687, less certain adjustments.

The adjustments to the purchase consideration consisted of \$220,926 in losses related to a litigation matter involving Capital Reserve; \$152,269, representing the difference between Capital Reserve's adjusted capital and surplus at closing and Capital Reserve's adjusted capital and surplus on September 30, 2007; and \$185,902 being held in escrow, which is equal to the book value of a corporate bond held by Capital Reserve at closing. The company issuing the bond filed for bankruptcy prior to the closing of the transaction and the amount in escrow will reimburse Security National Life for any losses from the bond.

As the of December 31, 2006, Capital Reserve had 10,851 policies in force and approximately 30 agents. For the year ended December 31, 2006, Capital Reserve had revenues of \$5,663,000 and a net loss of \$244,000. As of December 31, 2006, the statutory assets and the capital and surplus of Capital Reserve were \$24,084,000 and \$1,960,000, respectively.

At the closing of the transaction, Security National Life and Capital Reserve entered into a reinsurance agreement to reinsure the majority of the in force business of Capital Reserve, as reinsurer, to the extent permitted by the Missouri Department of Insurance. Under the terms of the reinsurance agreement, Security National Life paid a ceding commission to Capital Reserve in the amount of \$1,738,000. In addition, following the payment of the ceding commission, Capital Reserve declared a dividend to Security National Life in the amount of \$1,738,000. The Missouri Insurance Department approved both the reinsurance agreement and the dividend payment. The dividend payment was approved subject to Capital Reserve maintaining capital and surplus of at least \$1,500,000.

As a result of the reinsurance agreement, certain insurance business and operations of Capital Reserve were transferred to Security National Life, including all policies in force as of the effective date thereof. Any future business by Capital Reserve is covered by this reinsurance agreement. Consequently, except for capital and surplus of \$1,500,000, approximately \$23,500,000 in assets and liabilities were transferred from Capital Reserve to Security National Life pursuant to the reinsurance agreement. Following the closing of the transaction, Capital Reserve has continued to sell and service life insurance, annuity products, accident and health insurance, and funeral plan insurance.

#### *Liquidation of Southern Security Life Insurance Company, formerly a Florida domiciled insurance company*

On December 24, 2007, Southern Security Life Insurance Company, a Florida domiciled insurance company, was liquidated when Articles of Dissolution were filed with the Florida Division of Corporations. Prior to the liquidation, Southern Security Life was a wholly owned subsidiary of Security National Life. Southern Security Life was incorporated under Florida law in 1966 and was licensed and commenced business in 1969. The industry segment of Southern Security Life was life, accident and health, and annuity business. During 2006 approximately 40% of the premium income of Southern Security Life was from in force business in Florida. In 1998, Security National Life purchased 57.4% of the outstanding shares of Southern Security Life. During the period from January 21, 1999 to April 10, 2003, Security National Life purchased an additional 19.3% of the outstanding shares of Southern Security Life. In January 2005, Security National Life Insurance Company purchased the remaining outstanding shares of Southern Security Life by means of a merger transaction, which resulted in Southern Security Life becoming a wholly owned subsidiary of Security National Life.

Southern Security Life was liquidated in accordance with the terms of the Agreement and Plan of Complete Liquidation, which the Board of Directors of Security National Life approved on December 12, 2005. Under the terms of the agreement, Southern Security Life was liquidated into Security National Life in essentially the same manner as the liquidation described in Private Letter Ruling 9847027 in order to achieve the same tax treatment and consequences under Section 332 of the Internal Revenue Code of 1986, as amended, and other applicable provisions described in such letter ruling. Pursuant to the Agreement and Plan of Complete Liquidation, all of the insurance business and operations of Southern Security Life, including \$48,528,000 in assets and liabilities, were transferred to Security National Life on December 28, 2005, by means of a reinsurance agreement. Southern Security Life's remaining assets, including its capital and surplus, were transferred to Security National Life, effective as of December 29, 2006.

#### *Acquisition of Southern Security Life Insurance Company, a Mississippi Insurance Company*

On December 18, 2008, Security National Financial Corporation, through its wholly owned subsidiary, Security National Life, completed a stock purchase transaction with Southern Security Life Insurance Company, a Mississippi domiciled insurance company ("Southern Security"), and its shareholders to purchase all of the outstanding shares of common stock of Southern Security from its shareholders. Under the terms of the transaction as set forth in the Stock Purchase Agreement among Security National Life, Southern Security and the shareholders of Southern Security, Security National Life paid to the shareholders of Southern Security purchase consideration equal to \$1,352,134, representing the capital and surplus, interest maintenance reserve, and asset valuation reserve of Southern Security as of September 1, 2008, the date that Security National Life assumed administrative control over Southern Security, plus \$1,500,000, representing the ceding commission that had been paid on August 29, 2008, plus \$75,883, representing an allowance for the actual losses experienced by Southern Security in the second quarter ended June 30, 2008, less certain adjustments. Thus, the total purchase price before adjustments was \$2,928,022.

As of December 31, 2007, Southern Security had 24,323 policies in force and approximately 393 agents. For the year ended December 31, 2007, Southern Security had revenues of \$4,231,000 and a net loss of \$496,000. As of December 31, 2007, the statutory assets and the capital and surplus of Southern Security were \$24,402,000 and \$758,000, respectively. As of June 30, 2008, the statutory assets and the capital and surplus of Southern Security were \$24,780,000 and \$713,000, respectively.

As adjustments to the purchase consideration, the shareholders of Southern Security deposited at closing \$175,000 of the purchase consideration into an interest bearing escrow account as the deposit amount (the "Deposit Amount"). This Deposit Amount is to be held for a period of six months from the closing date ("the Holdback Period") and used to pay the amount of any adjustments required under the terms of the Stock Purchase Agreement. At the end of the Holdback Period, the escrow agent agrees to transfer the remaining amounts of the Deposit Amount, following the payment of any adjustments, into a real estate deposit account to be held and distributed in accordance with the items of the escrow agreement. The shareholders additionally deposited at closing \$268,500 of the purchase consideration into an interest bearing escrow account as the real estate deposit amount (the "Real Estate Deposit Amount"). This Real Estate Deposit Amount represents about 50% of the total outstanding balance on a loan that Southern Security made to Wade Nowell Funeral Homes, Inc. in the form of a promissory note, which note is secured by a funeral home property in Collins, Mississippi. The Real Estate Deposit Amount will be increased by the amount of funds transferred from the Deposit Amount at the end of the Holdback Period.

The shareholders have granted to Security National Life a security interest in the Real Estate Deposit Amount to secure payment of the promissory note also secured by the funeral home in Collins, Mississippi. Beginning on September 1, 2009, the escrow agent agrees to release to the shareholders on a pro rata basis an amount equal to the principal reduction of the promissory note that has occurred during the preceding August 1 through July 31 period, until such time as the Real Estate Deposit Amount (including funds transferred from the Deposit Amount) and any accrued interest, have been paid to the shareholders. However, no payments will be made to the shareholders from the Real Estate Deposit Amount if the note is in default. In the event there is a default in the payment of the note, Security National Life has the right to receive payment from the Real Estate Deposit Amount for the amount of such default or to foreclose on the note pursuant to the terms thereunder and to receive payment from the Real Estate Deposit Amount in an amount equal to the full amount of any losses and expenses incurred by Security National Life as a result of such default and enforcement of its rights pursuant thereto. The shareholders have the right to refinance the existing debt on the note.

As further adjustments, Southern Security transferred its interest in a certain trust, known as the Nowell Legacy Trust, to the shareholders at closing and the purchase consideration to be paid to the shareholders was reduced by \$316,026, the admitted value of the trust as reflected in the financial statements of Southern Security on September 1, 2008, the date that Security National Life assumed administrative control over Southern Security under the terms of the Stock Purchase Agreement. Finally, the purchase consideration was reduced by \$84,081 for payments that Security National Life made in behalf of the shareholders for legal and accounting fees and other expenses, and by \$163,715 at the instruction of the shareholders to pay off a promissory note with Ray-Nowell Funeral Home, Inc., which was secured by funeral home properties in Senatobia, Mississippi.

The Stock Purchase Agreement further provides that Security National Life and Southern Security each agree to enter into a reinsurance agreement contemporaneous with the execution of such Stock Purchase Agreement. Under the terms of this reinsurance agreement, Security National Life is required to reinsure all of the in force and future insurance liabilities of Southern Security. Security National Life will also assume complete administrative control of all of the then current and future insurance related business operations of Southern Security at such time as Security National Life notifies Southern Security in writing that it is capable of assuming administrative control over such insurance related business operations, provided Security National Life assumes administrative control no later than September 1, 2008. On September 1, 2008, Security National Life assumed said administrative control over the insurance related operations of Southern Security.

On August 29, 2008, in furtherance of the requirements of the Stock Purchase Agreement, Security National Life and Southern Security entered into a reinsurance agreement (the "Reinsurance Agreement") to reinsure the majority of the in force business of Southern Security, as reinsurer, to the extent permitted by the Mississippi Department of Insurance. Pursuant to the terms of the Reinsurance Agreement, Security National Life paid a ceding commission to Southern Security in the amount of \$1,500,000.

As a result of the Reinsurance Agreement, certain insurance business and operations of Southern Security were transferred to Security National Life, including all policies in force as of the administrative control date. Any future business by Southern Security would be covered by this Reinsurance Agreement. As of September 1, 2008, when Security National Life assumed administrative control over the insurance related business operations of Southern Security, Southern Security transferred approximately \$23,600,000 in assets and liabilities to Wachovia Bank, N.A. of St. Louis, Missouri, as custodian for Security National Life pursuant to the Reinsurance Agreement and the Custodial Agreement among Southern Security, Security National Life, and Wachovia Bank N.A. Following the completion of the stock purchase transaction, Southern Security has continued to sell and service life insurance, annuity products, and funeral plan insurance.

## **Regulation**

The Company's insurance subsidiaries, Security National Life, Security National Life of Louisiana, Memorial Insurance Company of America ("Memorial Insurance Company"), Capital Reserve Life and Southern Security are subject to comprehensive regulation in the jurisdictions in which they do business under statutes and regulations administered by state insurance commissioners. Such regulation relates to, among other things, prior approval of the acquisition of a controlling interest in an insurance company; standards of solvency which must be met and maintained; licensing of insurers and their agents; nature of and limitations on investments; deposits of securities for the benefit of policyholders; approval of policy forms and premium rates; periodic examinations of the affairs of insurance companies; annual and other reports required to be filed on the financial condition of insurers or for other purposes; and requirements regarding aggregate reserves for life policies and annuity contracts, policy claims, unearned premiums, and other matters. The Company's insurance subsidiaries are subject to this type of regulation in any state in which they are licensed to do business. Such regulation could involve additional costs, restrict operations or delay implementation of the Company's business plans.

The Company is currently subject to regulation in Utah, Louisiana, Arkansas, Mississippi and Missouri under insurance holding company legislation, and other states where applicable. Generally, intercompany transfers of assets and dividend payments from insurance subsidiaries are subject to prior notice of approval from the state insurance department, if they are deemed "extraordinary" under these statutes. The insurance subsidiaries are required, under state insurance laws, to file detailed annual reports with the supervisory agencies in each of the states in which they do business. Their business and accounts are also subject to examination by these agencies.

The Company's cemetery and mortuary subsidiaries are subject to the Federal Trade Commission's comprehensive funeral industry rules and to state regulations in the various states where such operations are domiciled. The morticians must be licensed by the respective state in which they provide their services. Similarly, the mortuaries and cemeteries are governed and licensed by state statutes and city ordinances in Utah, Arizona and California. Reports are required to be kept on file on a yearly basis which include financial information concerning the number of spaces sold and, where applicable, funds provided to the Endowment Care Trust Fund. Licenses are issued annually on the basis of such reports. The cemeteries maintain city or county licenses where they conduct business.

The Company's mortgage loan subsidiary, SecurityNational Mortgage, is subject to the rules and regulations of the U.S. Department of Housing and Urban Development and to various state licensing acts and regulations. These regulations, among other things, specify minimum capital requirements, the procedures for the origination, the underwriting, the licensing of wholesale brokers, quality review audits and the amounts that can be charged to borrowers for all FHA and VA loans. Each year, the Company must have an audit by an independent registered public accounting firm to verify compliance under these regulations. In addition to the government regulations, the Company must meet loan requirements of various investors who purchase the loans.

## **Income Taxes**

The Company's insurance subsidiaries, Security National Life, Security National Life of Louisiana, Memorial Insurance Company, Capital Reserve Life and Southern Security are taxed under the Life Insurance Company Tax Act of 1984. Under the act, life insurance companies are taxed at standard corporate rates on life insurance company taxable income. Life insurance company taxable income is gross income less general business deductions, reserves for future policyholder benefits (with modifications), and a small life insurance company deduction (up to 60% of life insurance company taxable income). The Company may be subject to the corporate Alternative Minimum Tax (AMT). The exposure to AMT is primarily a result of the small life insurance company deduction. Also, under the Tax Reform Act of 1986, distributions in excess of stockholders' surplus account or a significant decrease in life reserves will result in taxable income.

Security National Life, Security National Life of Louisiana, Memorial Insurance Company, Capital Reserve Life and Southern Security may continue to receive the benefit of the small life insurance company deduction. In order to qualify for the small company deduction, the combined assets of the Company must be less than \$500,000,000 and the taxable income of the life insurance companies must be less than \$3,000,000. To the extent that the net income limitation is exceeded, then the small life insurance company deduction is phased out over the next \$12,000,000 of life insurance company taxable income.

Since 1990 Security National Life, Security National Life of Louisiana, Memorial Insurance Company, Capital Reserve Life and Southern Security have computed their life insurance taxable income after establishing a provision representing a portion of the costs of acquisition of such life insurance business. The effect of the provision is that a certain percentage of the Company's premium income is characterized as deferred expenses and recognized over a five to ten year period.

The Company's non-life insurance company subsidiaries are taxed in general under the regular corporate tax provisions. For taxable years beginning January 1, 1987, the Company may be subject to the Corporate Alternative Minimum Tax and the proportionate disallowance rules for installment sales under the Tax Reform Act of 1986.

### **Competition**

The life insurance industry is highly competitive. There are approximately 2,000 legal reserve life insurance companies in business in the United States. These insurance companies differentiate themselves through marketing techniques, product features, price and customer service. The Company's insurance subsidiaries compete with a large number of insurance companies, many of which have greater financial resources, a longer business history, and more diversified line of insurance coverage than the Company. In addition, such companies generally have a larger sales force. Further, many of the companies with which the Company competes are mutual companies which may have a competitive advantage because all profits accrue to policyholders. Because the Company is small by industry standards and lacks broad diversification of risk, it may be more vulnerable to losses than larger, better-established companies. The Company believes that its policies and rates for the markets it serves are generally competitive.

The cemetery and mortuary industry is also highly competitive. In Salt Lake City, Phoenix and San Diego areas where the Company competes, there are a number of cemeteries and mortuaries which have longer business histories, more established positions in the community, and stronger financial positions than the Company. In addition, some of the cemeteries with which the Company must compete for sales are owned by municipalities and, as a result, can offer lower prices than can the Company. The Company bears the cost of a pre-need sales program that is not incurred by those competitors which do not have a pre-need sales force. The Company believes that its products and prices are generally competitive with those in the industry.

The mortgage loan industry is highly competitive with a number of mortgage companies and banks in the same geographic area in which the Company is operating. The mortgage market in general is sensitive to changes in interest rates and the refinancing market is particularly vulnerable to changes in interest rates.

### **Employees**

As of December 31, 2008, the Company had 619 full-time and 136 part-time employees.

## Item 2. Properties

The following table sets forth the location of the Company's office facilities and certain other information relating to these properties.

<u>Location</u>	<u>Function</u>	<u>Owned Leased</u>	<u>Approximate Square Footage</u>
5300 South 360 West Salt Lake City, Utah	Corporate Headquarters	Owned (1)	27,200
634 West Main Street Blytheville, Arkansas	Insurance Operations	Owned	3,000
755 Rinehart Road Lake Mary, Florida	Mortgage Sales	Owned (2)	3,500
3935 I-55 South, Frontage Road Jackson, Mississippi	Insurance Operations	Owned (3)	12,000
175 Jester Parkway Rainbow City, Alabama	Fast Funding Operations	Leased (4)	5,000
410 North 44 <sup>th</sup> Street, Suite 190 Phoenix, Arizona	Mortgage Sales	Leased (5)	1,800
4634 Town Center Blvd., Suite 314 Eldorado Hills, California	Mortgage Sales	Leased (6)	600
12150 Tributary Point Dr., Suite 160 Gold River, California	Mortgage Sales	Leased (7)	2,000
16835 West Bernardo Drive, Suite 150 San Diego, California	Mortgage Sales	Leased (8)	1,300
27433 Tourney Road, Suites 130, 220 Santa Clarita, California	Mortgage Sales	Leased (9)	2,500
550 West Cienega, Suite H San Dimas, California	Mortgage Sales	Leased (10)	2,600
2441 West SR 426, Suite 1051 Oviedo, Florida	Mortgage Sales	Leased (11)	900

Item 2. Properties (Continued)

<u>Location</u>	<u>Function</u>	<u>Owned Leased</u>	<u>Approximate Square Footage</u>
8950 Dr. MLK St. N., Suite 103 St. Petersburg, Florida	Mortgage Sales	Leased (12)	3,500
970 No. Kalaheo, Suite A-102 Kailua, Hawaii	Mortgage Sales	Leased (13)	1,800
45 South Park Blvd., Suite 45 Greenwood, Indiana	Mortgage Sales	Leased (14)	4,800
6900 College Blvd., Suite 950 Overland Park, Kansas	Mortgage Sales	Leased (15)	1,900
2500 Regency Parkway Cary, North Carolina	Mortgage Sales	Leased (16)	500
4045 NW 64 <sup>th</sup> Street, Suite 500 Oklahoma City, Oklahoma	Mortgage Sales	Leased (17)	3,500
999 Southwest Disk Drive, Suite 104 Bend, Oregon	Mortgage Sales	Leased (18)	2,600
4800 SW Griffith Drive, Suite 250 Beaverton, Oregon	Mortgage Sales	Leased (19)	2,700
6805 Capital of Texas Highway, Suite 315 Austin, Texas	Mortgage Sales	Leased (20)	2,300
12750 Merit Drive, Suite 1212 Dallas, Texas	Mortgage Sales	Leased (21)	2,600
5353 W. Sam Houston Parkway N., Suite 170 Houston, Texas	Mortgage Sales	Leased (22)	5,400
613 Northwest Loop 410, Suite 685 San Antonio, Texas	Mortgage Sales	Leased (23)	2,300
6955 and 6975 South Union Park, Suites 100 and 150 Midvale, Utah	Mortgage Sales	Leased (24)	7,000
5247 Greenpine Drive Murray, Utah	Insurance Operations	Owned (25)	9,100
5251 Green Street, Suite 350 Salt Lake City, Utah	Mortgage Sales	Owned (26)	5,800
6740 South 1300 East, Suite 100 Salt Lake City, Utah	Mortgage Sales	Leased (27)	3,200

Item 2. Properties (Continued)

<u>Location</u>	<u>Function</u>	<u>Owned Leased</u>	<u>Approximate Square Footage</u>
970 East Murray-Holladay Rd., Suite 603 Salt Lake City, Utah	Mortgage Sales	Leased (28)	6,400
474 West 800 North, Suite 102 Orem, Utah	Mortgage Sales	Leased (29)	2,000
1173 South 250 West, Suite 107B St. George, Utah	Mortgage Sales	Leased (30)	200
1244 North Main Street, Suite 203 Tooele, Utah	Mortgage Sales	Leased (31)	1,200
3500-188th Street, S.W. Suite 275 Lynnwood, Washington	Mortgage Sales	Leased (32)	1,000
501 7 <sup>th</sup> Street North, Suite 10 Columbus, Mississippi	Insurance Operations	Leased (33)	1,200

- (1) The Company leases an additional 3,000 square feet of the facility to unrelated third parties for approximately \$47,500 per year, under leases expiring at various dates after 2008.
- (2) The Company leases an additional 9,100 square feet of the facility to unrelated third parties for approximately \$196,200 per year, under leases expiring at various dates after 2008.
- (3) The building is located on 104 undeveloped acres.
- (4) The Company leases this facility for \$14,400 per year. The lease expires in July 2010.
- (5) The Company leases this facility for \$42,500 per year. The lease expires in October 2009.
- (6) The Company leases this facility for \$28,000 per year. The lease expires in July 2009.
- (7) The Company leases this facility for \$49,900 per year. The lease expires in June 2009.
- (8) The Company leases this facility for \$64,700 per year. The lease expires in December 2011.
- (9) The Company leases this facility for \$106,300 per year. The lease expires in February 2012.
- (10) The Company leases this facility for \$30,200 per year. The lease expires in February 2011.
- (11) The Company leases this facility for \$16,700 per year. The lease expires in June 2009.
- (12) The Company leases this facility for \$67,000 per year. The lease expires in March 2011.
- (13) The Company leases this facility for \$43,000 per year. The lease expires in February 2011.
- (14) The Company leases this facility for \$68,700 per year, but subleases approximately half for \$30,000 per year. The lease expires in April 2012.
- (15) The Company leases this facility for \$39,100 per year. The lease expires in January 2010.
- (16) The Company leases this facility for \$30,000 per year. The lease expires in March 2009.
- (17) The Company leases this facility for \$49,700 per year. The lease expires in March 2010.
- (18) The Company leases this facility for \$40,900 per year. The lease expires in January 2012.
- (19) The Company leases this facility for \$45,600 per year. The lease expires in May 2009.
- (20) The Company leases this facility for \$48,900 per year. The lease expires in September 2011.
- (21) The Company leases this facility for \$43,100 per year. The lease expires in January 2009.
- (22) The Company leases this facility for \$64,300 per year. The lease expires in April 2013.
- (23) The Company leases this facility for \$47,500 per year. The lease expires in October 2012.
- (24) The Company leases these facilities for \$167,900 per year. The leases expire November 2011 and June 2010.
- (25) The Company leases an additional 126,000 square feet of the facility to unrelated third parties for approximately \$969,000 per year, under leases expiring at various dates after December 2008.
- (26) The Company leases an additional 25,000 square feet of the facility to unrelated third parties for approximately \$470,700 per year, under leases expiring at various dates after December 2008.



Item 2. Properties (Continued)

- (27) The Company leases this facility for \$70,900 per year. The lease expires in August 2012  
 (28) The Company leases this facility for \$79,500 per year, with a month-to-month lease.  
 (29) The Company leases this facility for \$43,400 per year. The lease expires in February 2010  
 (30) The Company leases this facility for \$6,600 per year. With a month-to-month lease.  
 (31) The Company leases this facility for \$26,400 per year. The lease expires in October 2010.  
 (32) The Company leases this facility for \$18,100 per year. The lease expires in June 2010.  
 (33) The Company leases this facility for \$7,100 per year. The lease expires in June 2009.

The Company believes the office facilities it occupies are in good operating condition and adequate for current operations, and has no plans to build or acquire additional office facilities. The Company believes its office facilities are adequate for handling its business in the foreseeable future. As leases expire the Company will either renew or find comparable leases or acquire additional office space.

The following table summarizes the location and acreage of the six Company owned cemeteries, each of which includes one or more mausoleums:

Name of Cemetery	Location	Date Acquired	Developed Acreage (1)	Net Saleable Acreage		
				Total Acreage (1)	Acres Sold as Cemetery Spaces (2)	Total Available Acreage (1)
<b>Memorial Estates, Inc.</b>						
Lakeview Cemetery	1640 East Lakeview Drive Bountiful, Utah	1973	7	40	6	34
Mountain View Cemetery	3115 East 7800 South Salt Lake City, Utah	1973	15	54	14	40
Redwood Cemetery (4)	6500 South Redwood Road West Jordan, Utah	1973	27	78	28	50
<b>Cottonwood Mortuary, Inc.</b>						
Deseret Memorial Inc. Lake Hills Cemetery (3)	10055 South State Street Sandy, Utah	1991	9	41	4	37
Holladay Memorial Park (3)(4)	4900 South Memory Lane Holladay, Utah	1991	5	14	4	10
<b>California Memorial Estates</b>						
Singing Hills Memorial Park (5)	2800 Dehesa Road El Cajon, California	1995	8	35	4	31

- (1) The acreage represents estimates of acres that are based upon survey reports, title reports, appraisal reports or the Company's inspection of the cemeteries.  
 (2) Includes spaces sold for cash and installment contract sales.  
 (3) As of December 31, 2008, there were mortgages of approximately \$1,227,000 collateralized by the property and facilities at Deseret Mortuary, Cottonwood Mortuary, Holladay Memorial Park, and Lakehills Cemetery.  
 (4) These cemeteries include two granite mausoleums.  
 (5) As of December 31, 2008, there was a mortgage of approximately \$58,000, collateralized by the property

Item 2. Properties (Continued)

The following table summarizes the location, square footage and the number of viewing rooms and chapels of the eleven Company owned mortuaries:

<u>Name of Mortuary</u>	<u>Location</u>	<u>Date Acquired</u>	<u>Viewing Room(s)</u>	<u>Chapel(s)</u>	<u>Square Footage</u>
Memorial Mortuary	5850 South 900 East Murray, Utah	1973	3	1	20,000
Memorial Estates, Inc.:					
Redwood Mortuary(3)	6500 South Redwood Rd. West Jordan, Utah	1973	2	1	10,000
Mountain View Mortuary(3)	3115 East 7800 South Salt Lake City, Utah	1973	2	1	16,000
Lakeview Mortuary(3)	1640 East Lakeview Dr. Bountiful, Utah	1973	0	1	5,500
Paradise Chapel Funeral Home	3934 East Indian School Road Phoenix, Arizona	1989	2	1	9,800
Deseret Memorial, Inc.:					
Deseret Mortuary(1)	36 East 700 South Salt Lake City, Utah	1991	2	2	36,300
Lakehills Mortuary(3)	10055 South State St. Sandy, Utah	1991	2	1	18,000
Cottonwood Mortuary(1)(3)	4670 South Highland Dr. Holladay, Utah	1991	2	1	14,500
Greer-Wilson Funeral Home	5921 West Thomas Road Phoenix, Arizona	1995	2	2	25,000
Adobe Funeral Home(4)	218 North Central Avondale, Arizona	1995	1	1	1,850
Crystal Rose Funeral Home(2)	9155 W. VanBuren Tolleson, Arizona	1997	0	1	9,000

- (1) As of December 31, 2008, there were mortgages of approximately \$1,227,000, collateralized by the property and facilities at Deseret Mortuary, Cottonwood Mortuary, Holladay Memorial Park and Lakehills Cemetery.
- (2) As of December 31, 2008, there was a mortgage of approximately \$86,000, collateralized by the property and facilities of Crystal Rose Funeral Home.
- (3) These funeral homes also provide burial niches at their respective locations.
- (4) As of December 31, 2008, there was a mortgage of approximately \$107,000, collateralized by the property and facilities of Adobe Chapel Funeral Home.

### Item 3. Legal Proceedings

On March 5, 2007, the Company received a proposed consent order from the Florida Office of Insurance Regulation concerning the New Success Life Program, the higher education product previously marketed and sold by Southern Security Life and now marketed and sold by Security National Life. The proposed order states that as a result of an investigation the Florida Office of Insurance Regulation has determined that Southern Security Life violated Florida law (i) by knowingly making statements, sales presentations, omissions or comparisons that misrepresented the benefits, advantages, or terms of the New Success Life Program, and (ii) by knowingly making advertisements, announcements, or statements containing representations that were untrue or misleading.

The proposed order would require Security National Life and Southern Security Life to immediately cease and desist from making any false or misleading representations to Florida consumers suggesting that the New Success Life Program would accumulate enough value to pay for college expenses in full. The proposed order would also require Security National Life and Southern Security Life to agree to no longer market or sell the New Success Life Program in the State of Florida. In addition, Security National Life and Southern Security Life would be required to send a written notice to Florida consumers who purchased the New Success Life Program on or after January 1, 1998 stating that the higher education program is a whole life insurance product, with a term and annuity rider, and not a college trust fund, savings plan, or other program, and it may not necessarily pay college expenses in full from the accumulated value.

Moreover, the written notice is to provide an opportunity for the Florida consumers who purchased the New Success Life Program on or after January 1, 1998 to cancel their policy and be given a full refund, including all premiums paid, together with interest at the agreed upon rate in the original contract. If each of the Florida consumers who purchased the New Success Life Program after January 1, 1998 was to cancel his or her policy and receive a refund, the cost to the Company to refund all premiums paid, including interest, would be approximately \$8,200,000.

The proposed consent order would also require Security National Life and Southern Security Life to issue refunds including interest to the eleven policyholders whose affidavits were taken in connection with the administrative complaint that the Florida Office of the Insurance Regulation had previously filed against Franz Wallace, the former National Sales Director of Southern Security Life. Security National Life and Southern Security Life would additionally be required to issue refunds, including interest, to any Florida policyholder in the New Success Life Program who had filed a complaint with the Florida Department of Financial Services or whose coverage had lapsed. Furthermore, Security National Life and Southern Security Life would be required to notify the state insurance department in each state in which the New Success Life Program is marketed of the order and any complaint that Southern Security Life received relating to the New Success Life Program from policyholders in that state. Finally, Security National Life and Southern Security Life would be required to pay the Florida Office of Insurance Regulation a penalty of \$100,000 and administrative costs of \$5,000.

The Company disputes the terms of the proposed consent order. The Company is not aware of specific concerns that the Florida Office of Insurance Regulation has with the New Success Life Program because it has received no specific administrative complaint from the Florida Office nor is it aware of any recent market conduct examination that the Florida Office has conducted relative to the program. The Company intends to vigorously oppose the proposed consent order. The Company has engaged in discussions with the Florida Office of Insurance Regulation in an effort to settle the dispute concerning the proposed order. If the Company is unable to reach a satisfactory resolution with the Florida Office with respect to the terms of the proposed consent order and the Florida Office of Insurance Regulation issues a similar order, the Company intends to take action necessary to protect its rights and interests, including requesting a hearing before an administrative law judge to oppose the order.

Except for the proposed consent order from the Florida Office of Insurance Regulation, the Company is not a party to any material 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 4. Submission of Matters to a Vote of Security Holders

No matters were submitted to a vote of the Company's shareholders during the quarter ended December 31, 2008.

## PART II

### Item 5. Market for the Registrant's Common Stock and Related Security Holder Matters

The Company's Class A Common Stock trades on the Nasdaq National Market under the symbol "SNFCA." Prior to August 13, 1987, there was no active public market for the Class A and Class C Common Stock. As of March 27, 2009, the closing sales price of the Class A Common Stock was \$1.90 per share. The following were the high and low market closing sales prices for the Class A Common Stock by quarter as reported by Nasdaq since January 1, 2007:

<u>Period (Calendar Year)</u>	<u>Price Range (1)</u>	
	<u>High</u>	<u>Low</u>
2007		
First Quarter	\$5.40	\$4.22
Second Quarter	5.90	4.49
Third Quarter	5.44	3.71
Fourth Quarter	4.27	2.95
2008		
First Quarter	\$4.41	\$3.00
Second Quarter	4.22	2.89
Third Quarter	3.92	2.14
Fourth Quarter	2.42	1.42
2009		
First Quarter (through March 27, 2009)	\$2.23	\$1.25

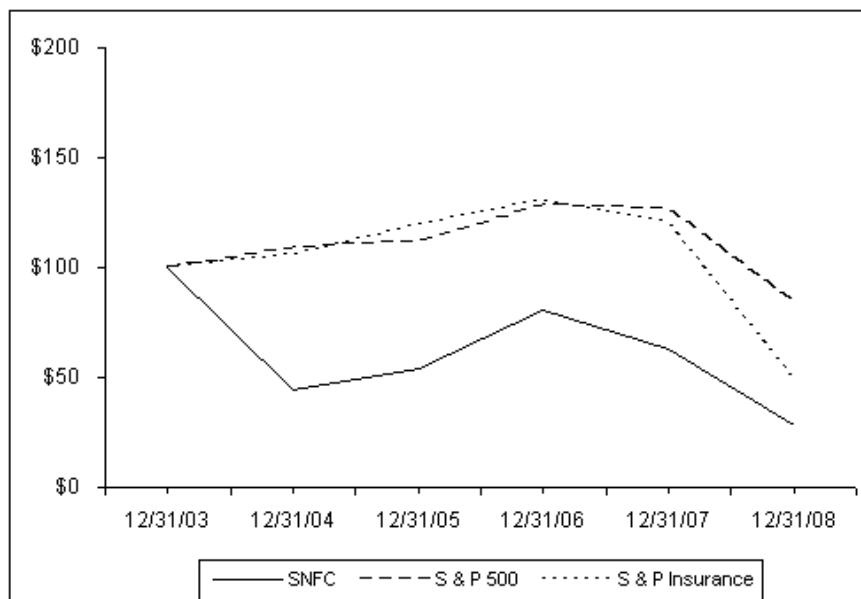
(1) Sales prices have been adjusted retroactively for the effect of annual stock dividends.

The Class C Common Stock is not actively traded, although there are occasional transactions in such stock by brokerage firms. (See Note 13 to the Consolidated Financial Statements.)

The Company has never paid a cash dividend on its Class A or Class C Common Stock. The Company currently anticipates that all of its earnings will be retained for use in the operation and expansion of its business and does not intend to pay any cash dividends on its Class A or Class C Common Stock in the foreseeable future. Any future determination as to cash dividends will depend upon the earnings and financial position of the Company and such other factors as the Board of Directors may deem appropriate. A 5% stock dividend on Class A and Class C Common Stock has been paid each year from 1990 through 2008.

The graph below compares the cumulative total stockholder return of the Company's Class A common stock with the cumulative total return on the Standard & Poor's 500 Stock Index and the Standard & Poor's Insurance Index for the period from December 31, 2003 through December 31, 2008. The graph assumes that the value of the investment in the Company's Class A common stock and in each of the indexes was 100 at December 31, 2003 and that all dividends were reinvested.

The comparisons in the graph below are based on historical data and are not intended to forecast the possible future performance of the Company's Class A common stock.



	12/31/03	12/31/04	12/31/05	12/31/06	12/31/07	12/31/08
SNFC	100	44	54	81	63	28
S & P 500	100	109	112	128	127	84
S & P Insurance	100	106	119	131	120	49

The graph set forth above is required by the Securities and Exchange Commission and shall not be deemed to be incorporated by reference by any general statement incorporating by reference this Form 10-K into any filing under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed soliciting material or filed under such acts.

As of December 31, 2008, there were 4,199 record holders of Class A Common Stock and 124 record holders of Class C Common Stock.

**Item 6. Selected Financial Data - The Company and Subsidiaries (Consolidated)**

The following selected financial data is for each of the five years ended December 31, 2008, are derived from the audited consolidated financial statements. The data as of December 31, 2008 and 2007, and for the three years ended December 31, 2008, should be read in conjunction with the consolidated financial statements, related notes and other financial information.

**Consolidated Statement of Earnings Data:**

	Year Ended December 31,				
	2008(1)	2007(2)	2006(3)	2005	2004(4)
<b>Revenue</b>					
Premiums	\$ 35,981,000	\$ 32,263,000	\$ 30,776,000	\$ 27,170,000	\$ 25,979,000
Net investment income	28,104,000	31,956,000	23,246,000	19,387,000	15,939,000
Net mortuary and cemetery sales	12,726,000	13,189,000	12,123,000	10,839,000	11,661,000
Realized (losses) gains on investments	(1,734,000)	1,008,000	891,000	74,000	74,000
Mortgage fee income	143,412,000	130,472,000	85,113,000	71,859,000	62,690,000
Other	1,015,000	860,000	381,000	621,000	855,000
<b>Total revenue</b>	<b>219,504,000</b>	<b>209,748,000</b>	<b>152,530,000</b>	<b>129,950,000</b>	<b>117,198,000</b>
<b>Expenses</b>					
Policyholder benefits	32,904,000	29,742,000	27,319,000	24,477,000	23,362,000
Amortization of deferred policy acquisition costs	6,010,000	5,571,000	4,125,000	3,031,000	4,602,000
Selling, general and administrative expenses	169,973,000	155,504,000	105,728,000	90,690,000	82,097,000
Interest expense	7,449,000	13,271,000	6,141,000	4,921,000	2,174,000
Cost of goods and services of the mortuaries and cemeteries	2,437,000	2,537,000	2,322,000	2,103,000	2,304,000
<b>Total benefits and expenses</b>	<b>218,773,000</b>	<b>206,625,000</b>	<b>145,635,000</b>	<b>125,222,000</b>	<b>114,539,000</b>
<b>Income before income tax expense</b>	<b>731,000</b>	<b>3,123,000</b>	<b>6,895,000</b>	<b>4,728,000</b>	<b>2,659,000</b>
Income tax expense	(156,000)	(858,000)	(1,771,000)	(1,240,000)	(652,000)
Minority interest in (income) loss of subsidiary	--	--	--	--	115,000
<b>Net earnings</b>	<b>\$ 575,000</b>	<b>\$ 2,265,000</b>	<b>\$ 5,124,000</b>	<b>\$ 3,488,000</b>	<b>\$ 2,122,000</b>
Net earnings per common share (5)	\$ 0.07	\$ 0.28	\$ 0.66	\$ 0.45	\$ 0.28
Weighted average outstanding common shares (5)	8,160,000	8,011,000	7,808,000	7,734,000	7,704,000
Net earnings per common share-assuming dilution (5)	\$ 0.07	\$ 0.28	\$ 0.64	\$ 0.45	\$ 0.27
Weighted average outstanding common shares-assuming dilution (5)	8,160,000	8,200,000	7,975,000	7,768,000	7,943,000

Item 6. Selected Financial Data - The Company and Subsidiaries (Consolidated) (Continued)

## Balance Sheet Data:

	December 31,				
	2008(1)	2007(2)	2006	2005(3)	2004(4)
<b>Assets</b>					
Investments and restricted assets	\$ 308,310,000	\$ 257,410,000	\$ 222,683,000	\$ 211,249,000	\$ 182,645,000
Cash	19,914,000	5,203,000	10,377,000	16,633,000	15,334,000
Receivables	33,021,000	80,445,000	74,695,000	61,787,000	54,013,000
Other assets	80,560,000	75,105,000	69,640,000	69,976,000	65,471,000
<b>Total assets</b>	<b>\$ 441,805,000</b>	<b>\$ 418,163,000</b>	<b>\$ 377,395,000</b>	<b>\$ 359,645,000</b>	<b>\$ 317,463,000</b>
<b>Liabilities</b>					
Policyholder benefits	\$ 330,533,000	\$ 301,064,000	\$ 272,923,000	\$ 263,981,000	\$ 226,785,000
Notes & contracts payable	6,640,000	13,372,000	7,671,000	10,273,000	12,263,000
Cemetery & mortuary liabilities	13,467,000	12,643,000	11,534,000	10,829,000	10,762,000
Cemetery perpetual care obligation	2,648,000	2,474,000	2,278,000	2,173,000	2,084,000
Other liabilities	34,605,000	32,826,000	30,018,000	26,691,000	20,091,000
<b>Total liabilities</b>	<b>387,893,000</b>	<b>362,379,000</b>	<b>324,424,000</b>	<b>313,947,000</b>	<b>271,985,000</b>
Minority interest	--	--	--	--	3,813,000
Stockholders' equity	53,912,000	55,784,000	52,971,000	45,698,000	41,665,000
<b>Total liabilities and stockholders' equity</b>	<b>\$ 441,805,000</b>	<b>\$ 418,163,000</b>	<b>\$ 377,395,000</b>	<b>\$ 359,645,000</b>	<b>\$ 317,463,000</b>

(1) Includes the purchase of Southern Security Life Insurance Company effective, December 18, 2008.

(2) Includes the purchase of C & J Financial on July 16, 2007 and the purchase of Capital Reserve Life Insurance Company on December 17, 2007.

(3) Includes the purchase of Memorial Insurance Company of America on December 29, 2005.

(4) Includes the purchase of Paramount Security Life Insurance Company, now Security National Life Insurance Company of Louisiana, on March 16, 2004.

(5) Earnings per share amounts have been adjusted retroactively for the effect of annual stock dividends.

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

The Company's operations 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.

During the year ended December 31, 2008, SecurityNational Mortgage experienced an increase in revenues and expenses due to the increase in mortgage loan revenue. 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 independent brokers and correspondents. SecurityNational Mortgage funds the loans from internal cash flows and loan purchase agreements 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 correspondents a commission for loans that are brokered through SecurityNational Mortgage. For the twelve months ended December 31, 2008, 2007, and 2006, SecurityNational Mortgage originated and sold 19,321 loans (\$3,680,015,000 total volume), 20,656 loans (\$3,852,801,000 total volume) and 14,427 loans (\$2,461,000,000 total volume), respectively.

SecurityNational Mortgage has loan purchase agreements with unaffiliated warehouse banks. The total amount available under these loan purchase agreements at December 31, 2008 was \$450,000,000. As of December 31, 2008, mortgage loans totaling approximately \$222,781,000 have been sold and were outstanding. The terms of the loan purchase agreements are typically for one year, with interest rates ranging from 1.5% to 2.25% over the 30 days LIBOR rate (from 1.99% to 2.74% as of December 31, 2008). SecurityNational Mortgage renewed one of its loan purchase agreements that expired on September 30, 2008 for another one year term. The other loan purchase agreement is a non-committed purchase agreement with no expiration date; however, the Company received notice from the warehouse bank that the agreement would be terminated in February 2009. The Company is actively pursuing purchase agreements with other warehouse banks.

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 SFAS 140 at the time the sales of mortgage loans meet the sales criteria for the transfer of financial assets which are: (1) the transferred assets have been isolated from the Company and its creditors, (2) the transferee has the right to pledge or exchange the mortgage, and (3) the Company does not maintain effective control over the transferred mortgage. The Company has determined that all three criteria are met at the time the loan is funded. All rights and title to the mortgage loans are assigned to unrelated financial institution investors, including any investor commitments for these loans prior to warehouse banks purchasing these loans under the purchase commitments.

The Company sells all loans to third party investors without recourse. However, the Company may be required to repurchase loans or pay a fee instead of repurchase under certain events such as the following:

- Failure to deliver original documents specified by the investor.
- The existence of 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.
- Discontinued product and expired commitment

Upon completion of a transfer that satisfies the conditions to be accounted for as a sale, the Company initially measures at fair value liabilities incurred in a sale relating to any guarantee or recourse provisions. The Company accrues a monthly allowance for indemnification losses to investors of 0.175% (17.5 basis points) of total production. This estimate is based on the Company's historical experience. The amount accrued for the twelve months ended December 31, 2008 was \$8,932,000 and the charge to expense has been included in other general and administrative expenses. The estimated liability for indemnification losses is included in other liabilities and accrued expenses as of December 31, 2008 the balance was \$2,775,000.

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 the Company. Generally, a ten day extension will cost .125% (12.5 basis points) of the loan amount. The Company's historical data shows that 99% of all loans originated by the Company are generally settled by the investors as agreed within 16 days after delivery. There are situations when the Company determines that it is unable to enforce the settlement of loans rejected by the third-party investors and that it is in the Company's best interest to repurchase those loans from the warehouse banks. It is the Company's policy to cure any documentation problems with respect to such loans at a minimal cost for up to a six-month time period and to pursue efforts to enforce purchase commitments from third-party investors concerning mortgage loans and to cure any documentation problems with respect to such loans at a minimal cost for up to a six-month time period. The Company believes that six months allows adequate time to remedy any documentation issues, to enforce purchase commitments, and to exhaust other alternatives. Remedy methods include, but are not limited to:

- Research reasons for rejection
- Provide additional documents
- Request investor exceptions
- Appeal rejection decision to purchase committee
- 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 market value and previously recorded sales revenue is reversed. Any loan that subsequently becomes delinquent is evaluated by the Company at that time and any allowances for impairment are 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 the Company. Market value is often difficult to determine, but is based on the following:

- For loans that have an active market we use the market price on the repurchased date.
- For loans where there is no market but there is a similar product, we use the market value for the similar product on the repurchased date.
- For loans where no active market exists on the repurchased date, we determine that the unpaid principal balance best approximates the market value on the repurchased 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 loan adds significance to the Company's determination of fair value since, if the loan becomes delinquent, the Company 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 the Company looks at the total value of all of the loans since any sale of loans would be as a pool.

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

The mortgage industry is still experiencing substantial change due to higher than expected delinquencies from subprime loans. The market for new subprime loans has been substantially reduced and several mortgage companies whose primary product was subprime mortgage originations have ceased operations. The Company funded \$5,505,000 (0.14% of the Company's production) in subprime loans during the twelve months ending December 31, 2007 and eliminated subprime loans from its product offerings in August 2007. The Company believes that its potential losses from subprime loans are minimal.

The industry problem with subprime mortgages has created a volatile secondary market for other products, especially alternative documentation (Alt A) loans. Alt A loans are typically offered to qualified borrowers who have relatively high credit scores but are not required to provide full documentation to support personal income and assets owned. Alt A loans can have a loan to value ratio as high as 100%. As a result of these changes, the Company discontinued offering these loans in September 2007.

As a result of the volatile secondary market for mortgage loans, the Company sold mortgage loans to certain third party investors that experienced financial difficulties and were not able to settle the loans. The total amount of these loans was \$52,556,000, of which \$36,499,000 were in loans where the secondary market no longer exists. Due to these changes in circumstances, the Company regained control of the mortgages and, in accordance with SFAS No. 140, accounted for the loans retained in the same manner as a purchase of the assets from the former transferee(s) in exchange for liabilities assumed. At the time of repurchase, the loans were determined to be held for investment, and the fair value of the loans was determined to approximate the unpaid principal balances adjusted for chargeoffs, the related allowance for loan losses, and net deferred fees or costs on originated loans. The financial statements reflect the transfer of the mortgage loans from "Mortgage Loans Sold to Investors" to "Mortgage Loans on Real Estate". The loan sale revenue recorded on the sale of the mortgage loans was reversed on the date the loans were repurchased.

As a standard in the industry, the Company received payments on the mortgage loans during the time period between the sale date and settlement or repurchase date. The Company will service these loans through Security National Life, its life insurance subsidiary.

As of December 31, 2008, the Company's long term mortgage loan portfolio had \$28,195,000 in unpaid principal with delinquencies more than 90 days. Of this amount \$23,329,000 was in foreclosure proceedings. The Company has not received any interest income on the \$28,195,000 in mortgage loans with delinquencies more than 90 days. During the twelve months ended December 31, 2008, the Company increased its allowance for mortgage losses by \$4,339,000, which was charged to loan loss expense and included in other general and administrative expenses for the period. The allowance for mortgage loan losses as of December 31, 2008 was \$4,780,000.

Also at December 31, 2008, the Company has foreclosed on \$20,104,000 in long term mortgage loans. The foreclosed property was shown in real estate. The Company will be able to carry the foreclosed property in Security National Life and SecurityNational Mortgage, its life and mortgage subsidiaries, and will rent the properties until it is feasible to sell.

In 1998, SecurityNational Mortgage entered into a Loan Purchase Agreement with Lehman Brothers Bank and its wholly owned subsidiary, Aurora Loan Services, LLC. Under the terms of the Loan Purchase Agreement, Lehman Brothers, through its subsidiary, Aurora Loan Services, agreed to purchase mortgage loans from time to time from SecurityNational Mortgage. During 2007, Aurora Loan Services purchased a total of 1,490 mortgage loans in the aggregate amount of \$352,774,000 from SecurityNational Mortgage. On January 17, 2008, Aurora Loan Services announced it was suspending all wholesale and correspondent mortgage originations. As a result of this policy change, Aurora Loan Services discontinued purchasing mortgage loans from all mortgage brokers and lenders, including SecurityNational Mortgage.

During 2007, Aurora Loan Services maintained that as part of its quality control efforts it reviewed mortgage loans purchased from SecurityNational Mortgage and determined that certain of the loans contained alleged misrepresentations and early payment defaults. Aurora Loan Services further maintained that these alleged breaches in the purchased mortgage loans provide it with the right to require SecurityNational Mortgage to immediately repurchase the mortgage loans containing the alleged breaches in accordance with the terms of the Loan Purchase Agreement. In order for Lehman Brothers and Aurora Loan Services to refrain from demanding immediate repurchase of the mortgage loans by SecurityNational Mortgage, SecurityNational Mortgage was willing to enter into an agreement to indemnify Lehman Brothers and Aurora Loan Services for any losses incurred in connection with the mortgage loans with alleged breaches that were purchased from SecurityNational Mortgage.

On December 17, 2007, SecurityNational Mortgage entered into an Indemnification Agreement with Lehman Brothers and Aurora Loan Services. Under the terms of the Indemnification Agreement, SecurityNational Mortgage agrees to indemnify Lehman Brothers and Aurora Loan Services for 75% of all losses that Lehman Brothers and Aurora Loan Services may have as a result of any current or future defaults by mortgagors on 54 mortgage loans that were purchased from SecurityNational Mortgage and listed as an attachment to the Indemnification Agreement. SecurityNational Mortgage is released from any obligation to pay the remaining 25% of such losses. The Indemnification Agreement also requires SecurityNational Mortgage to indemnify Lehman Brothers and Aurora Loan Services for 100% of losses incurred on mortgage loans with alleged breaches that are not listed on the attachment to the agreement.

Concurrently with the execution of the Indemnification Agreement, SecurityNational Mortgage paid \$395,000 to Aurora Loan Services as a deposit into a reserve account to secure the obligations of SecurityNational Mortgage under the Indemnification Agreement. This deposit is in addition to a \$250,000 deposit that SecurityNational Mortgage made to Aurora Loan Services on December 10, 2007, for a total of \$645,000. Losses from mortgage loans with alleged breaches are payable by SecurityNational Mortgage from the reserve account. However, Lehman Brothers and Aurora Loan Services are not to apply any funds from the reserve account to a particular mortgage loan until an actual loss has occurred.

The Indemnification Agreement further provides that SecurityNational Mortgage will be entitled to have held back 25 basis points on any mortgage loans that Aurora Loan Services purchases from SecurityNational Mortgage and to add the amount of the basis point holdbacks to the reserve account. SecurityNational Mortgage agreed to deliver to Aurora Loan Services at least \$300,000,000 in mortgage loans on an annual basis or at least \$600,000,000 in 24 months. These provisions may not be effective, however, because Aurora Loan Services has discontinued purchasing mortgage loans from SecurityNational Mortgage. SecurityNational Mortgage also agrees to pay to Aurora Loan Services the difference between the reserve account balance and \$645,000, but in no event will SecurityNational Mortgage be required to pay any amount into the reserve account that would result in a total contribution, including both the basis point holdbacks and cash payments, in excess of \$125,000 for any calendar month.

During 2007 and 2008, SecurityNational Mortgage made \$1,730,000 in total payments to Aurora Loan Services. Payments by SecurityNational Mortgage for December 2008 and January, February and March of 2009 totaling \$500,000 have not been made. When SecurityNational Mortgage entered into the Indemnification Agreement, it anticipated using basis point holdbacks from loan production credits toward satisfying the \$125,000 monthly obligations. Because Aurora Loan Services discontinued purchasing mortgage loans from SecurityNational Mortgage shortly after the Indemnification Agreement was executed, SecurityNational Mortgage has not had the benefit of using the basis point holdbacks toward payment of the \$125,000 monthly obligations. During 2008, funds were paid out of the reserve account to indemnify \$1,700,000 in losses from 22 mortgage loans that were among the 54 mortgage loans with alleged breaches which were listed on the attachment to the Indemnification Agreement. The estimated potential losses from the remaining 32 mortgage loans listed on the attachment, which would require indemnification by SecurityNational Mortgage for such losses, is \$3,357,000. Furthermore, Aurora Loan Services has made a request to be indemnified for losses related to ten mortgage loans not listed on the attachment to the Indemnification Agreement. Aurora Loan Services claims the total amount of such potential losses is \$2,746,000.

In 1998, the Company, through its wholly owned subsidiary, Security National Life, purchased 57.4% of the outstanding shares of Southern Security Life Insurance Company, a Florida domiciled insurance company (“Southern Security Life”), for a total cost of \$12,248,194. During the period from January 21, 1999 to April 10, 2003, Security National Life purchased an additional 19.3% of the outstanding shares of Southern Security Life. In January 2005, Security National Life purchased the remaining outstanding shares of Southern Security Life by means of a merger transaction, which resulted in Southern Security Life becoming a wholly owned subsidiary of Security National Life and the unaffiliated stockholders of Southern Security Life becoming entitled to receive a total of \$1,884,733 for their shares.

On December 24, 2007, Southern Security Life was liquidated when Articles of Dissolution were filed with the Florida Division of Corporations. Southern Security Life was liquidated in accordance with the terms of the Agreement and Plan of Complete Liquidation, which the Board of Directors of Security National Life and Southern Security Life approved on December 12, 2005. On December 31, 2005, pursuant to the Agreement and Plan of Complete Liquidation, all of the insurance business and operations of Southern Security Life, including \$48,528,000 in assets and liabilities, were transferred to Security National Life on December 28, 2005, by means of a reinsurance agreement, except for \$3,500,000 in capital and surplus required to be maintained under Florida law. Also on December 31, 2005, Southern Security Life paid a \$7,181,000 dividend to Security National Life. Southern Security Life’s remaining assets, including its capital and surplus, were transferred to Security National Life, effective as of December 29, 2006.

On December 23, 2002, the Company completed an asset purchase transaction with Acadian Life Insurance Company, a Louisiana domiciled life insurance company (“Acadian”), in which it acquired from Acadian \$75,000,000 in assets and \$75,000,000 in insurance reserves through its wholly owned subsidiary, Security National Life. The acquired assets consist primarily of approximately 275,000 funeral insurance policies in force in the state of Mississippi. The assets, which were originally acquired by Acadian from Gulf National Life Insurance Company on June 6, 2001, consisted of all the insurance policies of Gulf National Life Insurance Company in force and in effect on June 1, 2001.

On March 16, 2004, Security National Life purchased all of the outstanding common shares of Paramount Security Life Insurance Company, now known as Security National Life of Louisiana, a Louisiana domiciled insurance company located in Shreveport, Louisiana. As of December 31, 2003, Security National Life of Louisiana had 9,383 policies in force and 29 agents. There were no material changes in the number of policies in force or the number of agents between December 31, 2003 and March 16, 2004. The purchase consideration was \$4,398,000 and the transaction was effective on January 26, 2004. Security National Life of Louisiana is licensed in the State of Louisiana where it is permitted to appoint agents who do not have a full life insurance license.

On December 29, 2005, Security National Life and Southern Security Life purchased all of the outstanding common shares of Memorial Insurance Company of America, an Arkansas domiciled insurance company, located in Blytheville, Arkansas. As of December 31, 2005, Memorial Insurance Company had 116,116 policies in force and approximately 50 agents. The purchase consideration was \$13,500,000.

On July 16, 2007, the Company completed a transaction to purchase C & J Financial, LLC, an Alabama limited liability company, for a total cost of \$1,250,000 in cash and a promissory note from the Company to the seller in the amount of \$381,500 plus interest at 5% per annum. The amount of the note was reduced by the difference between the total equity on the balance sheet of C & J Financial on May 31, 2007 and the total equity on the balance sheet on July 16, 2007, which was \$47,000.

On December 20, 2007, the Company purchased all of the outstanding shares of Capital Reserve Life Insurance Company, a Missouri domiciled life insurance company. The purchase consideration was \$2,521,687 less certain adjustments consisting of a \$220,926 loss related to a litigation matter involving Capital Reserve, \$152,269 representing the difference between Capital Reserve’s adjusted capital and surplus at closing compared to its adjusted capital and reserve on September 30, 2007, and \$185,902 being held in escrow representing the losses from a corporate bond held by Capital Reserve at closing. The company issuing the bond filed for bankruptcy prior to the closing of the transaction and the amount held in escrow is to reimburse Security National Life for such losses. As of December 31, 2006, Capital Reserve had 10,851 policies in force and approximately 30 agents. In addition, the statutory assets and the capital and surplus of Capital Reserve as of December 31, 2006 were \$24,054,000 and \$1,960,000, respectively.

On December 18, 2008, the Company, through its wholly owned subsidiary, Security National Life, completed a stock purchase transaction with Southern Security Life Insurance Company, a Mississippi domiciled insurance company ("Southern Security"), and its shareholders to purchase all of the outstanding shares of common stock of Southern Security from its shareholders. Under the terms of the transaction as set forth in the Stock Purchase Agreement among Security National Life, Southern Security and the shareholders of Southern Security, Security National Life paid to the shareholders of Southern Security purchase consideration equal to \$1,352,134, representing the capital and surplus, interest maintenance reserve, and asset valuation reserve of Southern Security as of September 1, 2008, the date that Security National Life assumed administrative control over Southern Security, plus \$1,500,000, representing the ceding commission that had been paid on August 29, 2008, plus \$75,883, representing an allowance for the actual losses experienced by Southern Security in the second quarter ended June 30, 2008, less certain adjustments. Thus, the total purchase price before adjustments was \$2,928,022.

As of December 31, 2007, Southern Security had 24,323 policies in force and approximately 393 agents. For the year ended December 31, 2007, Southern Security had revenues of \$4,231,000 and a net loss of \$496,000. As of December 31, 2007, the statutory assets and the capital and surplus of Southern Security were \$24,402,000 and \$758,000, respectively. As of June 30, 2008, the statutory assets and the capital and surplus of Southern Security were \$24,780,000 and \$713,000, respectively.

On December 31, 2008, the Company entered into a Coinsurance Funds Withheld Reinsurance Agreement with Continental American Insurance Company ("Continental American"), a South Carolina domiciled insurance company effective November 30, 2008. The Company ceded to Continental American 100% of a block of deferred annuities in the amount of \$4,828,487 as of December 31, 2008 and retained the assets and recorded a funds held under coinsurance liability for the same amount. Continental American has agreed to pay the Company an initial ceding commission of \$60,000 and a quarterly management fee of \$16,500 per quarter to administer the policies. The Company will also receive a 90% experience refund for any profits on the business. The Company has the right to recapture the business on January 1 subsequent to December 31, 2008 or any other date if mutually agreed and with 90 days written notice to Continental American.

### **Significant Accounting Policies**

The following is a brief summary of our significant accounting policies and a review of our most critical accounting estimates. Please also refer to Note 1 of our consolidated financial statements.

#### Insurance Operations

In accordance with accounting principles generally accepted in the United States of America (GAAP), premiums and considerations received for interest sensitive products such as universal life insurance and ordinary annuities are reflected as increases in liabilities for policyholder account balances and not as revenues. Revenues reported for these products consist of policy charges for the cost of insurance, administration charges, amortization of policy initiation fees and surrender charges assessed against policyholder account balances. Surrender benefits paid relating to these products are reflected as decreases in liabilities for policyholder account balances and not as expenses.

The Company receives investment income earned from the funds deposited into account balances, a portion of which is passed through to the policyholders in the form of interest credited. Interest credited to policyholder account balances and benefit claims in excess of policyholder account balances are reported as expenses in the consolidated financial statements.

Premium revenues reported for traditional life insurance products are recognized as revenues when due. Future policy benefits are recognized as expenses over the life of the policy by means of the provision for future policy benefits.

The costs related to acquiring new business, including certain costs of issuing policies and other variable selling expenses (principally commissions), defined as deferred policy acquisition costs, are capitalized and amortized into expense. For nonparticipating traditional life products, these costs are amortized over the premium paying period of the related policies, in proportion to the ratio of annual premium revenues to total anticipated premium revenues. Such anticipated premium revenues are estimated using the same assumption used for computing liabilities for future policy benefits and are generally "locked in" at the date the policies are issued. For interest sensitive products, these costs are amortized generally in proportion to expected gross profits from surrender charges and investment, mortality and expense margins. This amortization is adjusted when the Company revises the estimate of current or future gross profits or margins. For example, deferred policy acquisition costs are amortized earlier than originally estimated when policy terminations are higher than originally estimated or when investments backing the related policyholder liabilities are sold at a gain prior to their anticipated maturity.

Death and other policyholder benefits reflect exposure to mortality risk and fluctuate from year to year on the level of claims incurred under insurance retention limits. The profitability of the Company is primarily affected by fluctuations in mortality, other policyholder benefits, expense levels, interest spreads (i.e., the difference between interest earned on investments and interest credited to policyholders) and persistency. The Company has the ability to mitigate adverse experience through sound underwriting, asset/liability duration matching, sound actuarial practices, adjustments to credited interest rates, policyholder dividends and cost of insurance charges.

#### Cemetery and Mortuary Operations

Pre-need sales of funeral services and caskets, including revenue and costs associated with the sales of pre-need funeral services and caskets, are deferred until the services are performed or the caskets are delivered.

Pre-need sales of cemetery interment rights (cemetery burial property) - revenue and costs associated with the sales of pre-need cemetery interment rights are recognized in accordance with the retail land sales provisions of Statement of Financial Accounting Standards No. 66, "Accounting for the Sales of Real Estate" (SFAS No. 66). Under SFAS 66, recognition of revenue and associated costs from constructed cemetery property must be deferred until a minimum percentage of the sales price has been collected. Revenues related to the pre-need sale of unconstructed cemetery property will be deferred until such property is constructed and meets the criteria of SFAS 66 described above.

Pre-need sales of cemetery merchandise (primarily markers and vaults) - revenue and costs associated with the sales of pre-need cemetery merchandise are deferred until the merchandise is delivered.

Pre-need sales of cemetery services (primarily merchandise delivery and installation fees and burial opening and closing fees) - revenue and costs associated with the sales of pre-need cemetery services are deferred until the services are performed.

Prearranged funeral and pre-need cemetery customer obtaining costs - costs incurred related to obtaining new pre-need cemetery and prearranged funeral business are accounted for under the guidance of the provisions of Statement of Financial Accounting Standards No. 60, "Accounting and Reporting by Insurance Enterprises" (FAS No. 60). Obtaining costs, which include only costs that vary with and are primarily related to the acquisition of new pre-need cemetery and prearranged funeral business, are deferred until the merchandise is delivered or services are performed.

Revenues and costs for at-need sales are recorded when a valid contract exists, the services are performed, collection is reasonably assured and there are no significant obligations remaining.

#### Mortgage Operations

Mortgage fee income is generated through the origination and refinancing of mortgage loans and is realized in accordance with SFAS No. 140.

The majority of loans originated are sold to third party investors. The amounts sold to investors are shown on the balance sheet as mortgage loans sold to investors, and include the fees due from the investors.

#### **Use of Significant Accounting Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts and disclosures. It is reasonably possible that actual experience could differ from the estimates and assumptions utilized which could have a material impact on the financial statements. The following is a summary of our significant accounting estimates, and critical issues that impact them:

### Fixed Maturities and Equity Securities Available for Sale

Securities available-for-sale are carried at estimated fair value, with unrealized holding gains and losses reported in accumulated other comprehensive income, which is included in stockholders' equity after adjustment for deferred income taxes and deferred acquisition costs related to universal life products.

The Company is required to exercise judgment to determine when a decline in the value of a security is other than temporary. When the value of a security declines and the decline is determined to be other than temporary, the carrying value of the investment is reduced to its fair value and a realized loss is recorded to the extent of the decline.

### Deferred Acquisition Costs

Amortization of deferred policy acquisition costs for interest sensitive products is dependent upon estimates of current and future gross profits or margins on this business. Key assumptions used include the following: yield on investments supporting the liabilities, amount of interest or dividends credited to the policies, amount of policy fees and charges, amount of expenses necessary to maintain the policies, amount of death and surrender benefits, and the length of time the policies will stay in force.

For nonparticipating traditional life products, these costs are amortized over the premium paying period of the related policies in proportion to the ratio of annual premium revenues to total anticipated premium revenues. Such anticipated premium revenues are estimated using the same assumption used for computing liabilities for future policy benefits and are generally "locked in" at the date the policies are issued.

### Value of Business Acquired

Value of business acquired is the present value of estimated future profits of the acquired business and is amortized similar to deferred acquisition costs. The critical issues explained for deferred acquisition costs would also apply for value of business acquired.

### Allowance for Doubtful Accounts

The Company accrues an estimate of potential losses for the collection of receivables. The significant receivables are the result of receivables due on mortgage loans sold to investors, cemetery and mortuary operations, mortgage loan operations and other receivables. The allowance is based upon the Company's experience. The critical issues that would impact recovery of the cemetery and mortuary receivables is the overall economy. The critical issues that would impact recovery of mortgage loan operations would be interest rate risk and loan underwriting.

### Future Policy Benefits

Reserves for future policy benefits for traditional life insurance products requires the use of many assumptions, including the duration of the policies, mortality experience, expenses, investment yield, lapse rates, surrender rates, and dividend crediting rates.

These assumptions are made based upon historical experience, industry standards and a best estimate of future results and, for traditional life products, include a provision for adverse deviation. For traditional life insurance, once established for a particular series of products, these assumptions are generally held constant.

### Unearned Revenue

The universal life products the Company sells have significant policy initiation fees (front-end load) that are deferred and amortized into revenues over the estimated expected gross profits from surrender charges and investment, mortality and expense margins. The same issues that impact deferred acquisition costs would apply to unearned revenue.

### Deferred Pre-need Cemetery and Funeral Contracts Revenues and Estimated Future Cost of Pre-need Sales

The revenue and cost associated with the sales of pre-need cemetery merchandise and funeral services are deferred until the merchandise is delivered or the service is performed.

The Company, through its mortuary and cemetery operations, provides a guaranteed funeral arrangement wherein a prospective customer can receive future goods and services at guaranteed prices. To accomplish this, the Company, through its life insurance operations, sells to the customer an increasing benefit life insurance policy that is assigned to the mortuaries. If, at the time of need, the policyholder/potential mortuary customer utilizes one of the Company's facilities, the guaranteed funeral arrangement contract that has been assigned will provide the funeral goods and services at the contracted price. The increasing life insurance policy will cover the difference between the original contract prices and current prices. Risks may arise if the difference cannot be fully met by the life insurance policy.

### Mortgage Allowance for Loan Loss and Loan Loss Reserve

The Company provides allowances for losses on its mortgage loans through an allowance for loan losses (a contra-asset account) and through the mortgage loan loss reserve (a liability account). The allowance for loan losses and doubtful accounts is an allowance for losses on the Company's mortgage loans held for investment. When a mortgage loan is past due more than 90 days, the Company, where appropriate, sets up an allowance to approximate the excess of the carrying value of the mortgage loan over the estimated fair value of the underlying real estate collateral. Once a 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 will be classified as real estate. The Company will be able to carry the foreclosed property in Security National Life and SecurityNational Mortgage, its life and mortgage subsidiaries, and will rent the properties until it is feasible to sell them. The Company is currently able to rent properties at a 5.5% average return.

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 Company may be required to reimburse third party investors for costs associated with early payoff of loans within the first six months of such loans and to repurchase loans where there is a default in any of the first four monthly payments to the investors or, in lieu of repurchase, to pay a negotiated fee to the investors. The Company's estimates are based upon historical loss experience and the best estimate of the probable loan loss liabilities. The Company believes the Allowance for Loan Losses and Doubtful Accounts and the Loan Loss Reserve represent probable loan losses incurred as of the balance sheet date.

### Deferred Compensation

The Company has deferred compensation agreements with several of its current and past executive officers. The deferred compensation is payable upon retirement or death of these individuals either in annual installments (ten years) or lump sum settlement, if approved by the Board of Directors. The Company has accrued the present value of these benefits based upon their future retirement dates and other factors, on its consolidated financial statements.

### Depreciation

Depreciation is calculated principally on the straight-line-method over the estimated useful lives of the assets, which range from 3 to 40 years. Leasehold improvements are amortized over the lesser of the useful life or remaining lease terms.

### Self-Insurance

The Company is self insured for certain casualty insurance, workers compensation and liability programs. Self-Insurance reserves are maintained relative to these programs. The level of exposure from catastrophic events is limited by the purchase of stop-loss and aggregate liability reinsurance coverages. When estimating the self-insurance liabilities and related reserves, management considers a number of factors, which include historical claims experience, demographic factors, severity factors and valuations provided independent third-party actuaries. Management reviews its assumptions with its independent third-party administrators and actuaries to evaluate whether the self-insurance reserves are adequate. If actual claims or adverse development of loss reserves occurs and exceed these estimates, additional reserves may be required. The estimation process contains uncertainty since management must use judgment to estimate the ultimate cost that will be incurred to settle reported claims and unreported claims and unreported claims for incidents incurred but not reported as of the balance sheet date.

## Results of Operations

### 2008 Compared to 2007

Total revenues increased by \$9,756,000, or 4.7%, to \$219,504,000 for fiscal year 2008 from \$209,748,000 for the fiscal year 2007. Contributing to this increase in total revenues was a \$12,939,000 increase in mortgage fee income, a \$3,719,000 increase in insurance premiums and other considerations, and a \$155,000 increase in other revenues. This increase in total revenues was partially offset by a \$3,853,000 decrease in net investment income, a \$463,000 decrease in net mortuary and cemetery sales, and a \$2,741,000 decrease in realized gains (losses) on investments and other assets.

Insurance premiums and other considerations increased by \$3,719,000, or 11.5%, to \$35,981,000 for 2008, from \$32,262,000 for the comparable period in 2007. This increase was primarily the result of additional premiums realized from new insurance sales, the acquisition of Capital Reserve Life Insurance Company on December 20, 2007, and the reinsurance agreement with Southern Security Life Insurance Company, effective September 1, 2008.

Net investment income decreased by \$3,853,000, or 12.1%, to 28,104,000 for 2008, from \$31,957,000 for the comparable period in 2007. This reduction was primarily attributable to decreased interest income from mortgage loans on real estate but partially offset by an increase in investment income from the purchases of C&J Financial and Capital Reserve Life, and the reinsurance agreement with Southern Security Life Insurance Company on September 1, 2008.

Net mortuary and cemetery sales decreased by \$463,000, or 3.5%, to \$12,726,000 for 2008, from \$13,189,000 for the comparable period in 2007. This reduction was due to a decrease in at-need sales in the cemetery and mortuary operations and a decrease in pre-need land sales of burial spaces in the cemetery operations.

Realized gains (losses) on investments and other assets decreased by \$2,741,000 to a \$1,734,000 realized loss for 2008, from a \$1,007,000 realized gain for the comparable period in 2007. This increase in realized losses on investments was due to \$2,253,000 in realized losses from fixed maturity securities deemed to be other than temporarily impaired and \$651,000 in realized gain from equity securities sales. During 2007 there was a \$516,000 net gain from the sale of Colonial Funeral Home, which was partially offset by a \$91,000 loss on the foreclosure and subsequent sale of the funeral home in 2008.

Mortgage fee income increased by \$12,939,000, or 9.9%, to \$143,411,000 for 2008, from \$130,472,000 for the comparable period in 2007. This increase was primarily attributable to an increase in loan fees charged to originate loans, and secondary gains during 2008 on loan production at existing offices.

Other revenues increased by \$155,000, or 18.0%, to \$1,015,000 for 2008 from \$860,000 for the comparable period in 2007. This increase was due to increases in several small income items throughout the Company's operations.

Total benefits and expenses were \$218,773,000, or 99.7% of total revenues, for 2008, as compared to \$206,625,000, or 98.5% of total revenues, for the comparable period in 2007.

Death benefits, surrenders and other policy benefits, and increase in future policy benefits increased by an aggregate of \$3,162,000, or 10.6%, to \$32,904,000 for 2008, from \$29,742,000 for the comparable period in 2007. This increase was primarily the result of increased insurance business, increased reserves for policyholder benefits and death claims, the acquisition of Capital Reserve Life on December 20, 2007, and the reinsurance agreement with Southern Security Life Insurance Company, effective September 1, 2008.

Amortization of deferred policy and pre-need acquisition costs and value of business acquired increased by \$439,000, or 7.9%, to \$6,010,000 for 2008, from \$5,571,000 for the comparable period in 2007. This increase was primarily due to an increase in new business and higher policy terminations from the previous year.

General and administrative expenses increased by \$14,469,000, or 9.3%, to \$169,973,000 for 2008, from \$155,504,000 for the comparable period in 2007. Salaries increased by \$2,261,000 from \$23,945,000 in 2007 to \$26,206,000 in 2008, primarily due to merit increases in salaries of existing employees, and an increase in the number of employees necessitated by the Company's expanding business operations. Other expenses increased by \$10,202,000 from \$34,602,000 in 2007 to \$44,804,000 in 2008. The increase in other expenses primarily resulted from increased costs at SecurityNational Mortgage Company, increases in the loan reserve and loan allowances balance. Commission expenses increased by \$2,006,000, from \$96,957,000 in 2007 to \$98,963,000 in 2008, due to increased mortgage loan origination costs made by SecurityNational Mortgage.



Interest expense decreased by \$5,823,000, or 43.9%, to \$7,448,000 for 2008, from \$13,271,000 for the comparable period in 2007. This reduction was primarily due to decreased warehouse lines of credit required, and lower interest rates.

Cost of goods and services sold of the mortuaries and cemeteries decreased by \$100,000, or 3.9%, to \$2,437,000 for 2008, from \$2,537,000 for the comparable period in 2007. This increase was primarily due to decreased at-need cemetery sales and mortuary sales.

## **2007 Compared to 2006**

Total revenues increased by \$57,218,000, or 37.5 %, from \$152,530,000 for fiscal year 2006 to \$209,748,000 for fiscal year 2007. Contributing to this increase in total revenues was a \$45,359,000 increase in mortgage fee income, a \$1,487,000 increase in insurance premiums and other considerations, a \$8,711,000 increase in net investment income, a \$1,066,000 increase in mortuary and cemetery sales, a \$116,000 increase in realized gains on investments and other assets, and a \$479,000 increase in other revenues.

Insurance premiums and other considerations increased by \$1,487,000, or 4.8%, from \$30,776,000 in 2006 to \$32,263,000 in 2007. This increase was primarily due to the additional insurance premiums realized from new insurance sales.

Net investment income increased by \$8,711,000, or 37.5%, from \$23,246,000 in 2006 to \$31,956,000 in 2007. This increase was primarily attributable to additional interest income from increased long-term bond and mortgage purchases.

Net mortuary and cemetery sales increased by \$1,066,000, or 8.8%, from \$12,123,000 in 2006 to \$13,189,000 in 2007. This was due to increased at-need sales in the cemetery and mortuary operations and increased pre-need sales of burial spaces in cemetery operations.

Realized gains on investments and other assets increased by \$116,000, or 13.0%, from \$892,000 in 2006 to \$1,008,000 in 2007. This increase was primarily due to a net increase in several small income items throughout the Company's operations.

Mortgage fee income increased by \$45,359,000, or 53.3%, from \$85,113,000 in 2006 to \$130,472,000 in 2007. This increase was primarily attributable to an increase in the number of loan originations and an increase in loan origination fees during 2007.

Other revenues increased by \$479,000, or 125.7%, from \$381,000 in 2006 to \$860,000 in 2007. This increase was due to increases in several small income items throughout the Company's operations and to a \$172,000 payment from the City of Phoenix as compensation for the condemnation of the Camelback Funeral Home to construct a light rail facility.

Total benefits and expenses were \$206,625,000 for 2007, which constituted 98.5% of the Company's total revenues, as compared to \$145,635,000, or 95.5% of the Company's total revenues for 2006.

Death benefits, surrenders and other policy benefits, and increase in future policy benefits increased by an aggregate of \$2,423,000, or 8.9%, from \$27,319,000 in 2006 to \$29,742,000 in 2007. This net increase was primarily due to increased business and to the expected increase in reserves for policyholder benefits and death claims.

Amortization of deferred policy and pre-need acquisition costs and value of business acquired increased by \$1,446,000 from \$4,125,000, or 35.1%, in 2006 to \$5,571,000 in 2007. This increase was primarily due to increased deferred acquisition costs associated with interest-sensitive products increased business and pre-need cemetery contracts, and the recapture of the Mega reinsurance agreement in the first quarter of 2006.

General and administrative expenses increased by \$49,776,000, or 47.1%, from \$105,728,000 in 2006 to \$155,504,000 in 2007. Contributing to this increase was a \$33,277,000 increase in commission expenses, from \$63,680,000, or 52.3% in 2006 to \$96,957,000 in 2007 due to a greater number of mortgage loan originations made by SecurityNational Mortgage Company during 2007. Salaries increased by \$5,997,000, or 33.4%, from \$17,948,000 in 2006 to \$23,945,000 in 2007, primarily due to merit increases in the salaries of existing employees and an increase in the number of employees necessitated as the result of the Company's expanding business operations. Other expenses increased by \$10,502,000, or 43.6%, from \$24,100,000 in 2006 to \$34,602,000 in 2007. The increase in other expenses primarily resulted from increased costs at SecurityNational Mortgage Company during 2007 due to a greater number of loan originations.

Interest expense increased by \$7,130,000, or 116.1%, from \$6,141,000 in 2006 to \$13,271,000 in 2007. This increase was primarily from increased warehouse lines of credit required for a greater number of warehoused mortgage loans by SecurityNational Mortgage Company.

Cost of goods and services sold of the mortuaries and cemeteries increased by \$215,000, or 9.3%, from \$2,322,000 in 2006 to \$2,537,000 in 2007. This increase was primarily due to increased cemetery and mortuary sales.

## Risks

The following is a description of the most significant risks facing the Company and how it mitigates those risks:

Legal/Regulatory Risk - - the risk that changes in the legal or regulatory environment in which the Company operates will create additional expenses and/or risks not anticipated by the Company in developing and pricing its products. That is, regulatory initiatives designed to reduce insurer profits, new legal theories or insurance company insolvencies through guaranty fund assessments may create costs for the insurer beyond those recorded in the consolidated financial statements. In addition, changes in tax law with respect to mortgage interest deductions or other public policy or legislative changes may affect the Company's mortgage sales. Also, the Company may be subject to further regulations in the cemetery/mortuary business. The Company mitigates these risks by offering a wide range of products and by diversifying its operations, thus reducing its exposure to any single product or jurisdiction, and also by employing underwriting practices which identify and minimize the adverse impact of such risks.

The recent adverse developments in the mortgage industry and credit markets have adversely affected the Company's ability to sell certain of its mortgage loans to investors, which has impacted the Company's financial results by requiring it to assume the risk of holding and servicing many of these loans.

The mortgage industry is still experiencing substantial change due to higher than expected delinquencies from subprime loans. The market for new subprime loans has been substantially reduced and several mortgage companies whose primary product was subprime mortgage originations have ceased operations. The Company funded \$5.4 million (0.2% of the Company's production) in subprime loans during the twelve months ending December 31, 2007 and eliminated subprime loans from its product offerings in August 2007. The Company believes that its potential losses from subprime loans are minimal.

The industry problem with subprime mortgages has created a volatile secondary market for other products, especially alternative documentation (Alt A) loans. Alt A loans are typically offered to qualified borrowers who have relatively high credit scores but are not required to provide full documentation to support personal income and assets owned. Alt A loans can have a loan to value ratio as high as 100%. As a result of these changes, the Company discontinued offering these loans in September 2007.

As a result of the volatile secondary market, for mortgage loans, the Company sold mortgage loans to certain third party investors that experienced financial difficulties and were not able to settle the loans. The total amount of these loans was \$52,556,000, of which \$36,499,000 were in loans where the secondary market no longer exists. Due to these changes in circumstances, the Company regained control of the mortgages and, in accordance with SFAS No. 140, accounted for the loans retained in the same manner as a purchase of the assets from the former transferee(s) in exchange for liabilities assumed. At the time of repurchase, the loans were determined to be held for investment, and the fair value of the loans was determined to approximate the unpaid principal balances adjusted for chargeoffs, the related allowance for loan losses, and net deferred fees or costs on originated loans. The financial statements reflect the transfer of the mortgage loans from "Mortgage Loans Sold to Investors" to "Mortgage Loans on Real Estate". The loan sale revenue recorded on the sale of the mortgage loans was reversed on the date the loans were repurchased.

As a standard in the industry, the Company received payments on the mortgage loans during the time period between the sale date and settlement or repurchase date. The Company will service these loans through Security National Life, its life insurance subsidiary.

The Company provides allowances for losses on its mortgage loans through an allowance for loan losses (a contra-asset account) and through the mortgage loan loss reserve (a liability account). The allowance for loan losses and doubtful accounts is an allowance for losses on the Company's mortgage loans held for investment. When a mortgage loan is past due more than 90 days, the Company, where appropriate, sets up an allowance to approximate the excess of the carrying value of the mortgage loan over the estimated fair value of the underlying real estate collateral. Once a 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 will be classified as real estate. The Company will be able to carry the foreclosed property in Security National Life and SecurityNational Mortgage, its life and mortgage subsidiaries, and will rent the properties until it is feasible to sell. The Company is currently able to rent properties at a 5.5% average return.

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 Company may be required to reimburse third party investors for costs associated with early payoff of loans within the first six months of such loans and to repurchase loans where there is a default in any of the first four monthly payments to the investors or, in lieu of repurchase, to pay a negotiated fee to the investors. The Company's estimates are based upon historical loss experience and the best estimate of the probable loan loss liabilities. The Company believes the Allowance for Loan Losses and Doubtful Accounts and the loan loss reserve represent probable loan losses incurred as of the balance sheet date.

As of December 31, 2008, the Company's long term mortgage loan portfolio had \$28,195,000 in unpaid principal with delinquencies more than 90 days. Of this amount \$23,329,000 was in foreclosure proceedings. The Company has not received any interest income on the \$28,195,000 in mortgage loans with delinquencies more than 90 days. During the year ended December 31, 2008, the Company has increased its allowance for mortgage loan losses by \$4,339,000 which allowance was charged to loan loss expense and is included in other general and administrative expenses for the period. The allowance for mortgage loan losses as of December 31, 2008 was \$4,780,000.

Also, at December 31, 2008, the Company had foreclosed on \$20,104,000 in long term mortgage loans. The foreclosed property is shown in real estate. The Company will be able to carry the foreclosed property in Security National Life and SecurityNational Mortgage, its life and mortgage subsidiaries, and will rent the properties until it is feasible to sell.

In addition to the allowance for mortgage loan losses, the Company also accrues a monthly allowance for indemnification losses to investors of 17.5 basis points of total production. The amount accrued for the twelve months ended December 31, 2008 was \$8,932,000 and included in other general and administrative expenses. The reserve for indemnification losses is included in other liabilities and, as of December 31, 2008, the balance was \$2,775,000.

SecurityNational Mortgage has entered into loan purchase agreements with unaffiliated warehouse banks. The total amount available under these loan purchase agreements at December 31, 2008 was \$450,000,000. As of December 31, 2008, mortgage loans totaling approximately \$222,781,000 have been sold and were outstanding. The terms of the loan purchase agreements are typically for one year, with interest rates ranging from 1.5% to 2.25% over the 30 days LIBOR rate (from 1.99% to 2.74% as of December 2008). SecurityNational Mortgage renewed one of its loan purchase agreements that expired on September 30, 2008 for another one year term. The other loan purchase agreement is a non-committed purchase agreement with no expiration date; however, the Company received notice from the warehouse bank that the agreement would be terminated in February 2009. The Company is actively pursuing purchase agreements with other warehouse bank.

Interest Rate Risk - the risk that interest rates will change which may cause a decrease in the value of the Company's investments or impair the ability of the Company to market its mortgage and cemetery/mortuary products. This change in rates may cause certain interest-sensitive products to become uncompetitive or may cause disintermediation. The Company mitigates this risk by charging fees for non-conformance with certain policy provisions, by offering products that transfer this risk to the purchaser, and/or by attempting to match the maturity schedule of its assets with the expected payouts of its liabilities. To the extent that liabilities come due more quickly than assets mature, the Company might have to borrow funds or sell assets prior to maturity and potentially recognize a loss on the sale.

**Mortality/Morbidity Risk** - the risk that the Company's actuarial assumptions may differ from actual mortality/morbidity experience may cause the Company's products to be underpriced, may cause the Company to liquidate insurance or other claims earlier than anticipated and other potentially adverse consequences to the business. The Company minimizes this risk through sound underwriting practices, asset/liability duration matching, and sound actuarial practices.

**Estimates** - The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated 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, construction loans and other receivables, 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 adequate.

### 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 the 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 twelve months ended December 31, 2008, the Company's operations provided cash of \$56,403,000, while cash totaling \$10,009,000 was provided by operations during the twelve months ended December 31, 2007. This was due primarily to a decrease of \$35,367,000 in 2008 and an increase of \$6,883,000 in 2007 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 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 and mortgage loans thus reducing the risk of liquidating these long-term investments as a result of any sudden changes in market 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; however, to date, that has not been necessary. 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 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 \$126,583,000 as of December 31, 2008 compared to \$119,777,000 as of December 31, 2007. This represents 41.6% and 47.6% of the total investments as of December 31, 2008, and December 31, 2007, respectively. Generally, all bonds owned by the life insurance subsidiaries are rated by the National Association of Insurance Commissioners. Under this rating system, there are six categories used for rating bonds. At December 31, 2008, 2.8% (or \$3,485,000) and at December 31, 2007, 3.1% (or \$3,708,000) of the Company's total bond investments were invested in bonds in rating categories three through six, which are considered non-investment grade.

The Company has classified certain of its fixed income securities, including high-yield securities, in its portfolio as available for sale, with the remainder classified as held to maturity. However, in accordance with Company policy, any such securities purchased in the future will be classified 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.

See Footnote 3 in the consolidated financial statement for the schedule of the maturity of fixed maturity securities.

The amortized cost and contractual payments on mortgage loans on real estate available for sale by category are shown below. Expected principal payments may differ from contractual obligations because certain borrowers may elect to pay down or pay off mortgage obligations with or without early payment penalties.

	Total	Principal Amounts Due in 2009	Principal Amounts Due in 2010-2013	Principal Amounts Due Thereafter
Residential	\$ 70,082,011	\$ 572,104	\$ 2,074,604	\$ 67,435,303
Residential Construction	35,742,891	35,742,891	-	-
Commercial	23,548,243	7,616,384	15,931,859	-
Total	\$ 129,373,145	\$ 43,931,379	\$ 18,006,463	\$ 67,435,303

Financial Accounting Standards Board (FASB) Statement No. 157, *Fair Value Measurements* (“SFAS No. 157”) is effective for fiscal years beginning after November 15, 2007. The Company adopted the provisions of SFAS No. 157 as of January 1, 2008 for financial assets and financial liabilities that are measured at fair value. SFAS No. 157:

- Defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, and establishes a framework for measuring fair value;
- Establishes a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation as of the measurement date;
- Expands disclosures about financial instruments measured at fair value.

Financial assets and financial liabilities recorded on the consolidated balance sheet at fair value are categorized based on the reliability of inputs to the valuation techniques as follows:

*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.

We utilize a combination of third party valuation service providers, brokers, and internal valuation models to determine fair value.

The following tables summarize Level 1, 2 and 3 financial assets and financial liabilities by their classification in the consolidated balance sheet at December 31, 2008.

	<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>				
Investment in securities available for sale	\$ 5,854,237	\$ 5,854,237	\$ -	\$ -
Short-term investments	5,282,986	5,282,986	-	-
Restricted assets of cemeteries and mortuaries	1,241,038	1,241,038	-	-
Cemetery perpetual care trust investments	1,840,119	1,840,119	-	-
<b>Total assets accounted for at fair value on a recurring basis</b>	<u>\$ 14,218,380</u>	<u>\$ 14,218,380</u>	<u>\$ -</u>	<u>\$ -</u>
<b>Liabilities accounted for at fair value on a recurring basis</b>				
Investment-type insurance contracts	\$ (112,351,916)	\$ -	\$ -	\$ (112,351,916)
Dervatives: assets (liabilities)		-	-	-
Interest rate lock commitments	362,231	-	-	362,231
Bank loan interest rate swaps	(113,049)	-	-	(113,049)
<b>Total liabilities accounted for at fair value on a recurring basis</b>	<u>\$ (112,102,734)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (112,102,734)</u>

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

	<u>Investment Type Insurance Contracts</u>	<u>Interest Rate Lock Commitments</u>	<u>Bank Loan Interest Rate Swaps</u>
Balance - December 31, 2007	\$ (106,939,120)	\$ 627,116	\$ (26,951)
Total Losses:			
Included in earnings	(5,412,796)	-	-
Included in other comprehensive income	-	(264,885)	(86,098)
Purchases, issuances, and settlements	-	-	-
Transfers	-	-	-
Balance - December 31, 2008	<u>\$ (112,351,916)</u>	<u>\$ 362,231</u>	<u>\$ (113,049)</u>

The items shown under level one are valued as follows:

On a quarterly basis, the Company reviews its 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, price earnings ratios 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.

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

The items shown under level three 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%.

**Interest Rate Lock Commitments.** During 2005, the Company's mortgage banking activities implemented new practices relating to mortgage loan commitments, including interest rate lock commitments and forward commitments to sell loans to third-party investors. The Company also implemented 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 derivatives under Statement of Financial Accounting Standards No. 133 ("SFAS 133"), *Accounting for Derivative Instruments and Hedging Activities*, as amended by Statement of Financial Accounting Standards No. 149 ("SFAS 149"), *Amendment of Statement 133 on Derivative Instruments and Hedging Activities* 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 instrument 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 swap is a derivative financial instrument carried at its fair value.

If market conditions were to cause interest rates to change, the market value of the fixed income portfolio (of approximately \$243,686,000) could change by the following amounts based on the respective basis point swing (the change in the market values were calculated using a modeling technique):

	<u>-200 bps</u>	<u>-100 bps</u>	<u>+100 bps</u>	<u>+200 bps</u>
Change in Market Value (in thousands)	\$20,853	\$11,157	\$(12,541)	\$(25,441)

Lapse rates measure the amount of insurance terminated during a particular period. The Company's lapse rate for life insurance in 2008 was 9.0% as compared to a rate of 7.9% for 2007.

At December 31, 2008, \$21,359,000 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 its parent company without the approval of insurance regulatory authorities.

### **Forward-Looking Statements**

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements to encourage companies to provide prospective information about their businesses without fear of litigation so long as those statements are identified as forward-looking and are accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those projected in such statements. The Company desires to take advantage of the "safe harbor" provisions of the act.

This Annual Report of Form 10-K contains forward-looking statements, together with related data and projections, about the Company's projected financial results and its future plans and strategies. However, actual results and needs of the Company may vary materially from forward-looking statements and projections made from time to time by the Company on the basis of management's then-current expectations. The business in which the Company is engaged involves changing and competitive markets, which may involve a high degree of risk, and there can be no assurance that forward-looking statements and projections will prove accurate.

Factors that may cause the Company's actual results to differ materially from those contemplated or projected, forecast, estimated or budgeted in such forward looking statements include among others, the following possibilities: (i) heightened competition, including the intensification of price competition, the entry of new competitors, and the introduction of new products by new and existing competitors; (ii) adverse state and federal legislation or regulation, including decreases in rates, limitations on premium levels, increases in minimum capital and reserve requirements, benefit mandates and tax treatment of insurance products; (iii) fluctuations in interest rates causing a reduction of investment income or increase in interest expense and in the market value of interest rate sensitive investment; (iv) failure to obtain new customers, retain existing customers or reductions in policies in force by existing customers; (v) higher service, administrative, or general expense due to the need for additional advertising, marketing, administrative or management information systems expenditures; (vi) loss or retirement of key executives or employees; (vii) increases in medical costs; (viii) changes in the Company's liquidity due to changes in asset and liability matching; (ix) restrictions on insurance underwriting based on genetic testing and other criteria; (x) adverse changes in the ratings obtained by independent rating agencies; (xi) failure to maintain adequate reinsurance; (xii) possible claims relating to sales practices for insurance products and claim denials and (xiii) adverse trends in mortality and morbidity.

### **Off-Balance Sheet Agreements**

At December 31, 2008, the Company was contingently liable under a standby letter of credit aggregating \$344,853, to be used as collateral to cover any contingency related to additional risk assessments pertaining to the Company's self-insurance casualty program. The Company does not expect any material losses to result from the issuance of the standby letter of credit because claims are not expected to exceed premiums paid. Accordingly, the estimated fair value of these instruments is zero.

SecurityNational Mortgage has loan purchase agreements with unaffiliated warehouse banks. The total amount available under these loan purchase agreements at December 31, 2008 was \$450,000,000. As of December 31, 2008, mortgage loans totaling approximately \$222,781,000 have been sold and were outstanding. The terms of the loan purchase agreements are typically for one year, with interest rates ranging from 1.5% to 2.25% over the 30 days LIBOR rate (from 1.99% to 2.74% as of September 30, 2008). SecurityNational Mortgage renewed one of its loan purchase agreements that expired on September 30, 2008 for another one year term. The other loan purchase agreement is a non-committed purchase agreement with no expiration date; however, the Company received notice from the warehouse bank that the agreement would be terminated in February 2009. The Company is actively pursuing purchase agreements with other warehouse banks.



The Company leases office space and equipment under various non-cancelable agreements, with remaining terms up to five years. Minimum lease payments under these non-cancelable operating leases as of December 31, 2008, are approximately as follows:

<b>Years Ending December 31:</b>	
2009	\$ 1,177,000
2010	695,000
2011	411,000
2012	143,000
2013	26,000
Thereafter	--
<b>Total</b>	<b>\$ 2,452,000</b>

Total rent expense related to these non-cancelable operating leases for the years ended December 31, 2008, 2007 and 2006 was approximately \$2,071,000, \$1,957,000 and \$1,222,000, respectively.

The total of the Company unfunded residential construction loan commitments as of December 31, 2008 was \$6,205,000.

#### **Variable Interest Entities**

In conjunction with the Company's casualty insurance program, limited equity interests are held in a captive insurance entity. This program permits the Company to self-insure a portion of losses, to gain access to a wide array of safety-related services, to pool insurance risks and resources in order to obtain more competitive pricing for administration and reinsurance and to limit its risk of loss in any particular year. This entity meets the definition of a variable interest entity (VIE); however, based on the criteria set forth in FASB Interpretation No. 46, "Consolidation of Variable Interest Entities, an Interpretation of Accounting Research Bulletin No. 51," there is not a requirement to include this entity in the consolidated financial statements. The maximum exposure to loss related to the Company's involvement with this entity is limited to approximately \$344,853, a majority of which is collateralized under a standby letter of credit issued on the insurance entity's behalf. See Note 11, "Reinsurance, Commitments and Contingencies," for additional discussion of commitments associated with the insurance program and Note 1, "Significant Accounting Policies", for further information on a standby letter of credit. As of December 31, 2008, there are no other entities that met the definition of a variable interest entity.

#### **Recent Accounting Pronouncements**

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standard Number 157, *Fair Value Measurements*, which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. The provisions of SFAS No. 157 related to financial assets and financial liabilities were effective during 2008. With respect to certain nonfinancial assets and nonfinancial liabilities, SFAS No. 157 is effective for fiscal years beginning after November 15, 2008, and interim periods within those fiscal years. The Company does not expect that the adoption of SFAS No. 157 with respect to nonfinancial assets and nonfinancial liabilities will have a material impact on its consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations*, and SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements*. SFAS No. 141(R) requires an acquirer to measure the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree at their fair values on the acquisition date, with goodwill being the excess value over the net identifiable assets acquired. SFAS No. 160 clarifies that a non-controlling interest in a subsidiary should be reported as equity in the consolidated financial statements, consolidated net income should be adjusted to include the net income attributed to the non-controlling interest and consolidated comprehensive income shall be adjusted to include the comprehensive income attributed to the non-controlling interest. The calculation of earnings per share will continue to be based on income amounts attributable to the parent. SFAS No. 141(R) and SFAS No. 160 are effective for financial statements issued for fiscal years beginning after December 15, 2008. Early adoption is prohibited. The Company does not expect that the adoption of SFAS No. 141(R) or SFAS No. 160 will have a material impact on its consolidated financial statements.

In February 2008, the FASB issued FASB Staff Position (FSP) FAS No. 140-3, *Accounting for Transfers of Financial Assets and Repurchase Financing Transactions*. FSP FAS 140-3 requires an initial transfer of a financial asset and a repurchase financing that was entered into contemporaneously or in contemplation of the initial transfer to be evaluated as a linked transaction under SFAS No. 140 unless certain criteria are met, including that the transferred asset must be readily obtainable in the marketplace. FSP FAS 140-3 is effective for fiscal years beginning after November 15, 2008, and will be applied to new transactions entered into after the date of adoption. Early adoption is prohibited. The Company does not expect that the adoption of FSP FAS 140-3 will have a material impact on its consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities*. SFAS No. 161 is intended to improve financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity's financial position, financial performance, and cash flows. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. The Company does not expect that the adoption of SFAS No. 161 will have a material impact on its consolidated financial statements.

In April 2008, the FASB issued FSP FAS 142-3, *Determination of the Useful Life of Intangible Assets*. FSP FAS 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, *Goodwill and Other Intangible Assets*. The intent of this FSP is to improve the consistency between the useful life of a recognized intangible asset under FAS FAS 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS No. 141(R) and other generally accepted accounting principles. FSP FAS 142-3 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2008.

In May 2008, the FASB issued SFAS 162, *The Hierarchy of Generally Accepted Accounting Principles*. SFAS No. 162 identifies the sources of accounting principles and provides entities with a framework for selecting the principles used in preparation of financial statements that are presented in conformity with GAAP. The current GAAP hierarchy has been criticized because it is directed to the auditor rather than the entity, it is complex, and it ranks FASB Statements of Financial Accounting Concepts, which are subject to the same level of due process as FASB Statements of Financial Accounting Standards, below industry practices that are widely recognized as generally accepted but that are not subject to due process. The Board believes the GAAP hierarchy should be directed to entities because it is the entity (not its auditors) that is responsible for selecting accounting principles for financial statements that are presented in conformity with GAAP. The adoption of FASB 162 is not expected to have a material impact on the Company's financial statements.

In May 2008, the FASB issued SFAS No. 163, *Accounting for Financial Guarantee Insurance Contracts*. SFAS No. 163 requires that an insurance enterprise recognize a claim liability prior to an event of default (insured event) when there is evidence that credit deterioration has occurred in an insured financial obligation. This Statement also clarifies how SFAS No. 60, *Accounting and Reporting by Insurance Enterprises*, as amended, applies to financial guarantee insurance contracts, including the recognition and measurement to be used to account for premium revenue and claim liabilities. This Statement also requires expanded disclosures about financial guarantee insurance contracts. SFAS No. 163 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and all interim periods within those fiscal years, except for some disclosures about the insurance enterprise's risk-management activities. Early application is not permitted. The Company has not yet determined the effect on its consolidated financial statements, if any, that will occur upon adoption of SFAS No. 163.

In June 2008, the FASB ratified EITF Issue No. 08-3, *Accounting for Lessees for Maintenance Deposits Under Lease Arrangements*. EITF 08-3 provides guidance for accounting for nonrefundable maintenance deposits. It also provides revenue recognition accounting guidance for the lessor. EITF 08-3 is effective for fiscal years beginning after December 15, 2008. The Company has not yet determined the effect on its consolidated financial statements, if any, that will occur upon adoption of EITF 08-3.

In June 2008, the FASB issued FSP EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities*. FSP EITF 03-6-1 clarified that all outstanding unvested share-based payment awards that contain rights to nonforfeitable dividends participate in undistributed earnings with common shareholders. Awards of this nature are considered participating securities and the two-class method of computing basic and diluted earnings per share must be applied. FSP EITF 03-6-1 is effective for fiscal years beginning after December 15, 2008. The Company does not expect that the adoption of FSP EITF 03-6-1 will have a material impact on its consolidated financial statements.

In October 2008, the FASB issued FSP FAS 157-3 *Determining Fair Value of a Financial Asset in a Market That Is Not Active*. FSP FAS 157-3 clarified the application of SFAS No. 157 in an inactive market. It demonstrated how the fair value of a financial asset is determined when the market for that financial asset is inactive. FSP FAS 157-3 was effective upon issuance, including prior periods for which financial statements had not been issued. The Company has evaluated the impact and adoption of FSP FAS 157-3 will not have a material impact on its consolidated financial statements.

In November 2008, the FASB ratified EITF Issue No. 08-6, *Equity Method Investment Accounting Considerations*. EITF 08-6 clarifies the accounting for certain transactions and impairment considerations involving equity method investments. EITF 08-6 is effective for fiscal years beginning after December 15, 2008, with early adoption prohibited. The Company has not yet determined the effect on its consolidated financial statements, if any, that will occur upon adoption of EITF 08-6.

In December 2008, the FASB issued FASB Staff Position FAS 140-4 and FIN 46(R)-8, *Disclosures by Public Entities (Enterprises) about Transfers of Financial Assets and Interests in Variable Interest Entities*. FSP FAS 140-4 and FIN 46(R)-8 amends SFAS 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities* and FIN 46(R), *FASB Interpretation No. 46 (R), Consolidation of Variable Interest Entities, an interpretation of Accounting Research Bulletin No. 51*, to require public entities to provide additional disclosures about transfers of financial assets and their involvement with variable interest entities. FSP FAS 140-4 and FIN 46(R)-8 is effective for the first interim or annual reporting period ending after December 15, 2008. The Company has not yet determined the effect on its consolidated financial statements, if any, that will occur upon adoption of FSP FAS 140 and FIN 46(R)-8.

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

The Company has no activities in derivative financial or commodity instruments other than those recorded and disclosed in the financial statements. See note 20 of the consolidated financial statements included elsewhere in this Form 10-K. The Company's exposure to market risks (i.e., interest rate risk, foreign currency exchange rate risk and equity price risk) through other financial instruments, including cash equivalents, accounts receivable and lines of credit, is not material.

Item 8. Financial Statements and Supplementary Data

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	<u>Page No.</u>
Financial Statements:	
Report of Independent Registered Public Accounting Firm	45
Consolidated Balance Sheets, December 31, 2008 and 2007	46
Consolidated Statements of Earnings for the Years Ended December 31, 2008, 2007 and 2006	48
Consolidated Statements of Stockholders' Equity, for the Years Ended December 31, 2006, 2007 and 2008	49
Consolidated Statements of Cash Flows, for the Years Ended December 31, 2008, 2007 and 2006	50
Notes to Consolidated Financial Statements	52-108
Financial Statement Schedules:	
II Condensed Financial Information of Registrant	127
IV Reinsurance	133
V Valuation and Qualifying Accounts	134

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.

# HANSEN, BARNETT & MAXWELL, P.C.

A Professional Corporation  
CERTIFIED PUBLIC ACCOUNTANTS  
5 Triad Center, Suite 750  
Salt Lake City, UT 84180-1128  
Phone: (801) 532-2200  
Fax: (801) 532-7944  
www.hbmcpas.com

Registered with the Public Company  
Accounting Oversight Board



A Member of the Forum of Firms

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and the Stockholders  
Security National Financial Corporation

We have audited the accompanying consolidated balance sheets of Security National Financial Corporation and subsidiaries as of December 31, 2008 and 2007 and the related consolidated statements of earnings, stockholders' equity, and cash flows for each of the three years in the periods ended December 31, 2008. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Security National Financial Corporation and subsidiaries as of December 31, 2008 and 2007 and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. Supplemental Schedules II, IV and V, are presented for purpose of additional analysis and are not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

HANSEN, BARNETT & MAXWELL, P.C.

Salt Lake City, Utah  
March 31, 2009

**SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

<b>Assets</b>	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
Investments:		
Fixed maturity securities, held to maturity, at amortized cost	\$ 125,346,194	\$ 116,896,016
Fixed maturity securities, available for sale, at estimated fair value	1,236,562	2,880,920
Equity securities, available for sale, at estimated fair value	4,617,675	5,861,292
Mortgage loans on real estate and construction loans held for investment, net of allowances or losses of \$4,780,467 and \$1,435,131 for 2008 and 2007	124,592,678	92,884,055
Real estate, net of accumulated depreciation of \$5,009,571 and \$4,340,390 for 2008 and 2007	22,417,639	7,946,304
Policy, student and other loans net of allowance for doubtful accounts of \$555,146 and \$492,089 for 2008 and 2007	18,493,751	16,860,874
Short-term investments	5,282,986	5,337,367
Accrued investment income	2,245,201	3,032,285
<b>Total investments</b>	<b>304,232,686</b>	<b>251,699,113</b>
Cash and cash equivalents	19,914,110	5,203,060
Mortgage loans sold to investors	19,885,994	66,700,694
Receivables, net	13,135,080	13,743,682
Restricted assets of cemeteries and mortuaries	4,077,076	5,711,054
Cemetery perpetual care trust investments	1,840,119	1,604,600
Receivable from reinsurers	5,823,379	746,336
Cemetery land and improvements	10,626,296	9,760,041
Deferred policy and pre-need contract acquisition costs	32,424,512	30,786,229
Property and equipment, net	14,049,232	14,828,699
Value of business acquired	11,377,276	11,686,080
Goodwill	1,075,039	1,075,039
Other	3,343,726	4,618,018
<b>Total Assets</b>	<b>\$ 441,804,525</b>	<b>\$ 418,162,645</b>

See accompanying notes to consolidated financial statements.

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

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
<b>Liabilities and Stockholders' Equity</b>		
<b>Liabilities</b>		
Future life, annuity, and other benefits	\$ 325,668,454	\$ 296,068,767
Unearned premium reserve	4,863,919	4,995,664
Bank loans payable	6,138,202	12,552,666
Notes and contracts payable	501,778	818,810
Deferred pre-need cemetery and mortuary contract revenues	13,467,132	12,643,199
Cemetery perpetual care obligation	2,647,984	2,473,758
Accounts payable	1,941,777	1,833,188
Other liabilities and accrued expenses	17,688,756	14,812,845
Income taxes	14,974,244	16,179,596
Total liabilities	<u>387,892,246</u>	<u>362,378,493</u>
<b>Commitments and Contingencies</b>	--	--
<b>Stockholders' Equity</b>		
Common Stock:		
Class A: common stock - \$2.00 par value; 20,000,000 shares authorized; issued 8,284,109 shares in 2008 and 7,885,229 shares in 2007	16,568,218	15,770,458
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 8,912,315 shares in 2008 and 8,530,699 shares in 2007	1,782,463	1,706,140
Additional paid-in capital	17,985,848	17,737,172
Accumulated other comprehensive income and other items, net of taxes	417,101	1,596,791
Retained earnings	21,023,179	21,104,156
Treasury stock, at cost - 1,598,568 Class A shares and -0- Class C shares in 2008; 1,635,864 Class A shares and -0- Class C shares in 2007	<u>(3,864,530)</u>	<u>(2,130,565)</u>
Total stockholders' equity	<u>53,912,279</u>	<u>55,784,152</u>
<b>Total Liabilities and Stockholders' Equity</b>	<u>\$ 441,804,525</u>	<u>\$ 418,162,645</u>

See accompanying notes to consolidated financial statements.

**SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF EARNINGS**

	<b>Years Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
<b>Revenues:</b>			
Insurance premiums and other consideration	\$ 35,981,297	\$ 32,262,837	\$ 30,776,491
Net investment income	28,103,509	31,956,444	23,245,631
Net mortuary and cemetery sales	12,725,930	13,188,655	12,122,728
Realized gains (losses) on investments and other assets	(1,733,715)	1,007,574	891,304
Mortgage fee income	143,411,459	130,472,166	85,112,831
Other	1,015,370	860,406	381,548
<b>Total revenues</b>	<b>219,503,850</b>	<b>209,748,082</b>	<b>152,530,533</b>
<b>Benefits and expenses:</b>			
Death benefits	17,100,688	16,274,813	15,155,711
Surrenders and other policy benefits	2,094,482	2,078,415	1,700,741
Increase in future policy benefits	13,709,135	11,389,019	10,462,384
Amortization of deferred policy and pre-need acquisition costs and value of business acquired	6,010,273	5,570,799	4,124,747
Selling, general and administrative expenses:			
Commissions	98,962,941	96,957,340	63,680,122
Salaries	26,206,331	23,944,999	17,947,902
Other	44,803,582	34,601,551	24,099,924
Interest expense	7,448,454	13,270,871	6,141,298
Cost of goods and services sold – mortuaries and cemeteries	2,437,453	2,537,244	2,322,066
<b>Total benefits and expenses</b>	<b>218,773,339</b>	<b>206,625,051</b>	<b>145,634,895</b>
<b>Earnings before income taxes</b>	<b>730,511</b>	<b>3,123,031</b>	<b>6,895,638</b>
Income tax expense	(155,658)	(857,635)	(1,771,188)
<b>Net earnings</b>	<b>\$ 574,853</b>	<b>\$ 2,265,396</b>	<b>\$ 5,124,450</b>
<b>Net earnings per Class A equivalent common share (1)</b>	<b>\$ 0.07</b>	<b>\$ 0.28</b>	<b>\$ 0.66</b>
<b>Net earnings per Class A equivalent common share - assuming dilution(1)</b>	<b>\$ 0.07</b>	<b>\$ 0.28</b>	<b>\$ 0.64</b>
Weighted average Class A equivalent common shares outstanding (1)	8,160,422	8,010,635	7,808,470
Weighted average Class A equivalent common shares outstanding-assuming dilution (1)	8,160,422	8,199,961	7,974,986

(1) 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 stock 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 or \$0.01, \$0.03 and \$0.07 per share for 2008, 2007 and 2006, respectively, and \$0.01, \$0.03 and \$0.07 per share-assuming dilution for 2008, 2007 and 2006, respectively.

See accompanying notes to consolidated financial statements.



**SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2006, 2007 AND 2008**

	Class A Common Stock	Class C Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income (loss) and Other Items	Retained Earnings	Treasury Stock	Total
<b>Balance at January 1, 2006</b>	\$14,196,726	\$ 1,356,212	\$15,650,344	\$ 117,647	\$17,460,024	\$ (3,082,535)	\$45,698,418
Comprehensive income:							
Net earnings	—	—	—	—	5,124,450	—	5,124,450
Unrealized gains	—	—	—	1,585,508	—	—	1,585,508
<b>Total comprehensive income</b>							<b>6,709,958</b>
Exercise of stock options	149,040	—	(43,441)	—	—	—	105,599
Purchase of Treasury stock	—	—	—	—	—	(3,901)	(3,901)
Sale of Treasury stock	—	—	154,154	—	—	304,448	458,602
Issuance for compensation	1,000	—	1,020	—	—	—	2,020
Stock dividends	719,212	67,788	1,302,411	—	(2,089,411)	—	—
Conversion Class C to Class A	482	(482)	—	—	—	—	—
<b>Balance at December 31, 2006</b>	<b>15,066,460</b>	<b>1,423,518</b>	<b>17,064,488</b>	<b>1,703,155</b>	<b>20,495,063</b>	<b>(2,781,988)</b>	<b>52,970,696</b>
Comprehensive income:							
Net earnings	—	—	—	—	2,265,396	—	2,265,396
Unrealized gains (losses)	—	—	—	(106,364)	—	—	(106,364)
<b>Total comprehensive income</b>							<b>2,159,032</b>
Exercise of stock options	(76,974)	231,525	(55,261)	—	(96,289)	—	3,001
Sale of Treasury stock	—	—	—	—	—	651,423	651,423
Stock dividends	750,826	81,244	727,944	—	(1,560,014)	—	—
Conversion Class C to Class A	30,146	(30,147)	1	—	—	—	—
<b>Balance at December 31, 2007</b>	<b>15,770,458</b>	<b>1,706,140</b>	<b>17,737,172</b>	<b>1,596,791</b>	<b>21,104,156</b>	<b>(2,130,565)</b>	<b>55,784,152</b>
Comprehensive income:							
Net earnings	—	—	—	—	574,853	—	574,853
Unrealized gains (losses)	—	—	—	(3,162,279)	—	—	(3,162,279)
Reclass of Treasury Stock	—	—	—	1,982,589	—	(1,982,589)	—
<b>Total comprehensive income</b>							<b>(2,587,426)</b>
Grant of stock options	—	—	466,929	—	—	—	466,929
Sale of Treasury stock	—	—	—	—	—	248,624	248,624
Stock dividends	789,354	84,727	(218,251)	—	(655,830)	—	—
Conversion Class C to Class A	8,406	(8,404)	(2)	—	—	—	—
<b>Balance as of December 31, 2008</b>	<b>\$16,568,218</b>	<b>\$ 1,782,463</b>	<b>\$17,985,848</b>	<b>\$ 417,101</b>	<b>\$21,023,179</b>	<b>\$ (3,864,530)</b>	<b>\$53,912,279</b>

See accompanying notes to consolidated financial statements.

**SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Years Ended December 31		
	2008	2007	2006
<b>Cash flows from operating activities:</b>			
Net earnings	\$ 574,853	\$ 2,265,396	\$ 5,124,450
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:			
Realized (gains) losses on investments and other assets	1,733,715	(1,007,574)	(891,304)
Depreciation	2,471,201	2,398,330	2,023,017
Provision for losses on real estate accounts and loans receivable	4,586,501	741,974	558,370
Amortization of premiums and discounts	(65,224)	8,411	(34,144)
Provision for deferred income taxes	(163,307)	481,810	1,153,985
Policy and pre-need acquisition costs deferred	(6,946,317)	(6,974,054)	(7,313,030)
Policy and pre-need acquisition costs amortized	5,110,519	4,609,045	3,132,647
Value of business acquired amortized	899,754	951,639	992,100
Change in assets and liabilities net of effects from purchases and disposals of subsidiaries:			
Land and improvements sold to customers	(866,255)	(781,617)	(247,197)
Future life and other benefits	9,508,769	13,131,652	13,017,175
Receivables for mortgage loans sold to investors	35,366,791	(6,883,446)	(5,321,587)
Other operating assets and liabilities	4,192,554	1,067,072	(520,347)
Net cash provided by operating activities	<u>56,403,554</u>	<u>10,008,638</u>	<u>11,674,135</u>
<b>Cash flows from investing activities:</b>			
Securities held to maturity:			
Purchase - fixed maturity securities	(15,667,595)	(2,206,067)	(14,078,529)
Calls and maturities - fixed maturity securities	25,384,510	6,630,227	4,978,963
Securities available for sale:			
Purchase - equity securities	(1,740,077)	(179,630)	(173,262)
Sales - equity securities	3,600,641	868,371	11,973,825
Purchases of short-term investments	(30,339,562)	(16,946,889)	(41,342,009)
Sales of short-term investments	32,012,283	16,196,350	39,966,771
Purchases of restricted assets	1,528,071	(302,114)	(50,239)
Change in assets for perpetual care trusts	(291,870)	(276,437)	(154,491)
Amount received for perpetual care trusts	174,226	195,248	105,260
Mortgage, policy, and other loans made	(79,563,741)	(114,782,049)	(90,543,821)
Payments received for mortgage, policy, and other loans	56,376,246	105,790,916	76,979,450
Purchases of property and equipment	(1,323,849)	(3,009,279)	(1,763,708)
Disposal of property and equipment	81,352	880,818	(37,756)
Purchases of real estate	(16,829,189)	(4,634,314)	(2,262,890)
Cash (paid) received for purchase of subsidiaries, net of cash acquired	(2,928,022)	(1,702,762)	--
Sale of real estate	1,438,796	1,375,183	5,359,781
Net cash used in investing activities	<u>28,087,780</u>	<u>(12,102,428)</u>	<u>(11,042,655)</u>

See accompanying notes to the consolidated financial statements.

**SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**

	Years Ended December 31		
	2008	2007	2006
<b>Cash flows from financing activities:</b>			
Annuity contract receipts	\$ 10,578,845	\$ 6,039,988	\$ 5,941,594
Annuity contract withdrawals	(18,006,929)	(12,961,804)	(10,817,231)
Repayment of bank loans and notes and contracts payable	(11,276,120)	(47,751,447)	(2,572,524)
Proceeds from borrowing on notes and contracts	4,383,927	50,939,105	--
Stock options exercised	466,929	3,000	105,599
Purchase of treasury stock	--	--	(3,901)
Sale of treasury stock	248,624	651,423	458,602
Net cash used in financing activities	<u>(13,604,724)</u>	<u>(3,079,735)</u>	<u>(6,887,861)</u>
<b>Net change in cash and cash equivalents</b>	<u>14,711,050</u>	<u>(5,173,525)</u>	<u>(6,256,381)</u>
Cash and cash equivalents at beginning of year	5,203,060	10,376,585	16,632,966
<b>Cash and cash equivalents at end of year</b>	<u>\$ 19,914,110</u>	<u>\$ 5,203,060</u>	<u>\$ 10,376,585</u>

**Supplemental Schedule of Cash Flow Information:**

The following information shows the non-cash items in connection with the purchase of C & J Financial, LLC on July 16, 2007, Capital Reserve Life Insurance Company on December 17, 2007, and Southern Security Life Insurance Company, a Mississippi domiciled corporation effective September 1, 2008.

	2008	2007
Fair value of assets acquired	\$ (26,193,020)	\$ (30,597,342)
Fair value of liabilities assumed	23,264,998	26,546,698
Notes payable and other liabilities incurred	--	2,318,260
Cash paid	<u>\$ (2,928,022)</u>	<u>\$ (1,732,384)</u>

See accompanying notes to the consolidated financial statements.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

1) Significant Accounting Policies

**General Overview of Business**

Security National Financial Corporation and its wholly owned subsidiaries (the "Company") operate in three main business segments: life insurance, cemetery and mortuary, and mortgage loans. The life insurance segment is engaged in the business of selling and servicing selected lines of life insurance, annuity products and accident and health insurance marketed primarily in the intermountain west, California and eleven southern states. The cemetery and mortuary segment of the Company consists of five cemeteries in Utah, one cemetery in California, eight mortuaries in Utah and four mortuaries in Arizona. The mortgage loan segment is an approved government and conventional lender that originates and underwrites residential and commercial loans for new construction, existing homes and real estate projects primarily in Arizona, California, Florida, Hawaii, Indiana, Kansas, North Carolina, Oklahoma, Oregon, Texas, Utah, and Washington.

**Basis of Presentation**

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The presentation of certain amounts in prior years has been reclassified to conform to the 2008 presentation.

**Principles of Consolidation**

These consolidated financial statements include the financial statements of Security National Financial Corporation and its majority owned subsidiaries. All intercompany transactions and accounts have been eliminated in consolidation.

**Investments**

The Company's management determines the appropriate classifications of investments in fixed maturity securities and equity securities at the acquisition date and re-evaluates the classifications at each balance sheet date.

Fixed maturity securities held to maturity are carried at cost, adjusted for amortization of premium or accretion of discount. Although the Company has the ability and intent to hold these investments to maturity, infrequent and unusual conditions could occur under which it would sell certain of these securities. Those conditions include unforeseen changes in asset quality, significant changes in tax laws, and changes in regulatory capital requirements or permissible investments.

Fixed maturity and equity securities available for sale are carried at estimated fair value, which is based upon quoted trading prices. Changes in fair values net of income taxes are reported as unrealized appreciation or depreciation and recorded as an adjustment directly to stockholders' equity and, accordingly, have no effect on net income.

Mortgage loans on real estate, and construction loans are originated and held for investment and are carried at their principal balances adjusted for chargeoffs, 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 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 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 from impairment in value, if any.

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

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

1) Significant Accounting Policies (Continued)

Short-term investments are carried at cost and consist of certificates of deposit and commercial paper with maturities of up to one year.

Restricted assets of cemeteries and mortuaries are assets held in a trust account for future mortuary services and merchandise and consist of cash; participations in mortgage loans with Security National Life; mutual funds carried at cost; equity securities carried at fair market value; and a surplus note with Security National Life.

Cemetery and mortuary perpetual care trust business segment contains six wholly owned cemeteries. Of the six cemeteries owned by the Company, four cemeteries are endowment care properties. Under endowment care arrangements a portion of the price for each lot sold is withheld and invested in a portfolio of investments similar to those described in the prior paragraph. The earnings stream from the investments is designed to fund future maintenance and upkeep of the cemetery.

Realized gains and losses on investments arise when investments are sold (as determined on a specific identification basis) or are other-than-temporarily impaired. If in management's judgment a decline in the value of an investment below cost is other than temporary, the cost of the investment is written down to fair value with a corresponding charge to earnings. Factors considered in judging whether an impairment is other than temporary include: the financial condition, business prospects and credit worthiness of the issuer, the length of time that fair value has been less than cost, the relative amount of the decline, and the Company's ability and intent to hold the investment until the fair value recovers, which is not assured.

**Cash and Cash Equivalents**

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

**Cemetery Land and Improvements Held for Sale**

The development of a cemetery involves not only the initial acquisition of raw land but the installation of roads, water lines, landscaping and other costs to establish a marketable cemetery lot. The costs of developing the cemetery are shown as an asset on the balance sheet. The amount on the balance sheet is reduced by the total cost assigned to the development of a particular lot, when the criteria for recognizing a sale of that lot is met.

**Property and Equipment**

Property, plant and equipment are recorded at cost. Depreciation is calculated principally on the straight-line method over the estimated useful lives of the assets which range from three to forty years. Leasehold improvements are amortized over the lesser of the useful life or remaining lease terms.

**Recognition of Insurance Premiums and Other Considerations**

Premiums for traditional life insurance products (which include those products with fixed and guaranteed premiums and benefits and consist principally of whole life insurance policies, limited-payment life insurance policies, and certain annuities with life contingencies) are recognized as revenues when due from policyholders. Revenues for interest-sensitive insurance policies (which include universal life policies, interest-sensitive life policies, deferred annuities, and annuities without life contingencies) are recognized when earned and consist of policy charges for the policy administration charges, and surrender charges assessed against policyholder account balances during the period.

**Deferred Policy Acquisition Costs and Value of Business Acquired**

Commissions and other costs, net of commission and expense allowances for reinsurance ceded, that vary with and are primarily related to the production of new insurance business have been deferred. Deferred policy acquisition costs for traditional life insurance are amortized over the premium-paying period of the related policies using assumptions consistent with those used in computing policy benefit reserves. For interest-sensitive insurance products, deferred policy acquisition costs are amortized generally in proportion to the present value of expected gross profits from surrender charges, investment, mortality and expense margins. This amortization is adjusted when estimates of current or future gross profits to be realized from a group of products are reevaluated. Deferred acquisition costs are written off when policies lapse or are surrendered.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

1) Significant Accounting Policies (Continued)

The company follows Statement of Position 05-1, *Accounting by Insurance Enterprises for Deferred Acquisition Costs (“DAC”) in Connection with Modifications or Exchanges of Insurance Contracts*, (“SOP 05-1”). When accounting for DAC on internal replacements of insurance and investment contracts. An internal replacement is a modification in product benefits, features, rights or coverage that occurs by the exchange of a contract for a new contract, or by amendment, endorsement, or rider to contract, or by the election of a feature or coverage within a contract. Modifications that result in a replacement contract that is substantially changed from the replaced contract are accounted for as an extinguishment of the replaced contract. Unamortized DAC, unearned revenue liabilities and deferred sales inducements from the replaced contract are written-off. Modifications that result in a contract that is substantially unchanged from the replaced contract are accounted for as a continuation of the replaced contract.

Value of business acquired is the present value of estimated future profits of the acquired business and is amortized similar to deferred policy acquisition costs.

**Allowance for Loan Losses and Doubtful Accounts and Loan Loss Reserve**

The Company records an estimate of the expense for potential losses from not collecting mortgage loans, other loans and receivables. Mortgage loans sold to investors and significant receivables are the result of cemetery and mortuary operations, mortgage loan operations and life insurance operations. The allowance is based upon the Company’s experience. The critical issues that impact recovery of the cemetery and mortuary receivables is the overall economy. The critical issues that impact recovery of mortgage loan operations are interest rate risk and loan underwriting.

The Company provides allowances for losses on its mortgage loans through an allowance for loan losses (a contra-asset account) and through the mortgage loan loss reserve (a liability account). The allowance for loan losses and doubtful accounts is an allowance for losses on the Company’s mortgage loans held for investment. When a mortgage loan is past due more than 90 days, the Company, where appropriate, sets up an allowance to approximate the excess of the carrying value of the mortgage loan over the estimated fair value of the underlying real estate collateral. Once a 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 will be classified as real estate. The Company will be able to carry the foreclosed property in Security National Life and SecurityNational Mortgage, its life and mortgage subsidiaries, and will rent the properties until it is feasible to sell them. The Company is currently able to rent properties for a 5.5% return.

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 Company may be required to reimburse third party investors for costs associated with early payoff of loans within the first six months of such loans and to repurchase loans where there is a default in any of the first four monthly payments to the investors or, in lieu of repurchase, to pay a negotiated fee to the investors. The Company’s estimates are based upon historical loss experience and the best estimate of the probable loan loss liabilities.

The Company accrues a monthly allowance for probable losses to investors of 17.5 basis points of total production. The provision for loss accrued each year is included in other general and administrative expenses. The following is a summary of the reserve for probable losses included in other liabilities for the periods presented:

	Years Ended December 31,		
	2008	2007	2006
Balance, beginning of year	\$ 2,356,309	\$ 2,712,998	\$ 2,183,032
Provisions for losses	8,931,971	5,207,529	2,326,442
Charge-offs	(8,512,828)	(5,564,218)	(1,796,476)
Balance, end of year	<u>\$ 2,775,452</u>	<u>\$ 2,356,309</u>	<u>\$ 2,712,998</u>

The Company believes the Allowance for Loan Losses and Doubtful Accounts and the Loan Loss Reserve represent probable loan losses incurred as of the balance sheet date.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

1) Significant Accounting Policies (Continued)

**Future Life, Annuity and Other Policy Benefits**

Future policy benefit reserves for traditional life insurance are computed using a net level method, including assumptions as to investment yields, mortality, morbidity, withdrawals, and other assumptions based on the life insurance subsidiaries experience, modified as necessary to give effect to anticipated trends and to include provisions for possible unfavorable deviations. Such liabilities are, for some plans, graded to equal statutory values or cash values at or prior to maturity. The range of assumed interest rates for all traditional life insurance policy reserves was 4.5% to 10%. Benefit reserves for traditional limited-payment life insurance policies include the deferred portion of the premiums received during the premium-paying period. Deferred premiums are recognized as income over the life of the policies. Policy benefit claims are charged to expense in the period the claims are incurred. Increases in future policy benefits are charged to expense.

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%.

**Participating Insurance**

Participating business constituted 2%, 2%, and 2% of insurance in force for 2008, 2007 and 2006, respectively. The provision for policyholders' dividends included in policyholder obligations is based on dividend scales anticipated by management. Amounts to be paid are determined by the Board of Directors.

**Reinsurance**

The Company follows the procedure of reinsuring risks in excess of \$75,000 to provide for greater diversification of business to allow management to control exposure to potential losses arising from large risks, and provide additional capacity for growth. The Company remains liable for amounts ceded in the event the reinsurers are unable to meet their obligations.

The Company entered into coinsurance agreements with unaffiliated insurance companies under which the Company assumed 100% of the risk for certain life insurance policies and certain other policy-related liabilities of the insurance company.

Reinsurance premiums, commissions, expense reimbursements, and reserves related to reinsured business are accounted for on a basis consistent with those used in accounting for the original policies issued and the terms of the reinsurance contracts. Expense allowances received in connection with reinsurance ceded are accounted for as a reduction of the related policy acquisition costs and are deferred and amortized accordingly.

**Cemetery and Mortuary Operations**

Pre-need contract sales of funeral services and caskets - revenue and costs associated with the sales of pre-need funeral services and caskets are deferred until the services are performed or the caskets are delivered.

Sales of cemetery interment rights (cemetery burial property) - revenue and costs associated with the sale of cemetery interment rights are recognized in accordance with the retail land sales provisions of Statement of Financial Accounting Standards No. 66, *Accounting for the Sales of Real Estate* (FAS No. 66). Under FAS 66, recognition of revenue and associated costs from constructed cemetery property must be deferred until a minimum percentage of the sales price has been collected. Revenues related to the sale of unconstructed cemetery property is deferred until such property has been constructed and meets the criteria of FAS No. 66 described above.

Pre-need contract sales of cemetery merchandise (primarily markers and vaults) - revenue and costs associated with the sale of pre-need cemetery merchandise is deferred until the merchandise is delivered. Pre-need contract sales of cemetery services (primarily merchandise delivery, installation fees and burial opening and closing fees) - revenue and costs associated with the sales of pre-need cemetery services are deferred until the services are performed.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

1) Significant Accounting Policies (Continued)

Prearranged funeral and pre-need cemetery customer acquisition costs - costs incurred related to obtaining new pre-need contract cemetery and prearranged funeral services are accounted for under the guidance of the provisions of Statement of Financial Accounting Standards No. 60 *Accounting and Reporting by Insurance Enterprises* (FAS No. 60). Obtaining costs, which include only costs that vary with and are primarily related to the acquisition of new pre-need cemetery and prearranged funeral services, are deferred until the merchandise is delivered or services are performed.

Revenues and costs for at-need sales are recorded when a valid contract exists, the services are performed, collection reasonably assured and there are no significant obligations remaining.

The Company, through its mortuary and cemetery operations, provides guaranteed funeral arrangements wherein a prospective customer can receive future goods and services at guaranteed prices. To accomplish this, the Company, through its life insurance operations, sells to the customer an increasing benefit life insurance policy that is assigned to the mortuaries. If, at the time of need, the policyholder/potential mortuary customer utilizes one of the Company's facilities, the guaranteed funeral arrangement contract that has been assigned will provide the funeral goods and services at the contracted price. The increasing life insurance policy will cover the difference between the original contract prices and current prices. Risks may arise if the difference cannot be fully met by the life insurance policy. However, management believes that given current inflation rates and related price increases of goods and services, the risk of exposure is minimal.

**Mortgage Operations**

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 independent brokers and correspondents. SecurityNational Mortgage funds the loans from internal cash flows and loan purchase agreements 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 correspondents a commission for loans that are brokered through SecurityNational Mortgage. For the twelve months ended December 31, 2008, 2007, and 2006, SecurityNational Mortgage originated and sold 19,321 loans (\$3,680,015,000 total volume), 20,656 loans (\$3,852,801,000 total volume) and 14,427 loans (\$2,461,000,000 total volume), respectively.

SecurityNational Mortgage has loan purchase agreements with unaffiliated warehouse banks. The total amount available under these loan purchase agreements at December 31, 2008 was \$450,000,000. As of December 31, 2008, mortgage loans totaling approximately \$222,781,000 have been sold and were outstanding. The terms of the loan purchase agreements are typically for one year, with interest rates ranging from 1.5% to 2.25% over the 30 days LIBOR rate (from 1.99% to 2.74% as of December 31, 2008). SecurityNational Mortgage renewed one of its loan purchase agreements that expired on September 30, 2008 for another one year term. The other loan purchase agreement is a non-committed purchase agreement with no expiration date; however, the Company received notice from the warehouse bank that the agreement would be terminated in February 2009. The Company is actively pursuing purchase agreements with other warehouse banks.

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 SFAS 140 at the time the sales of mortgage loans meet the sales criteria for the transfer of financial assets which are: (1) the transferred assets have been isolated from the Company and its creditors, (2) the transferee has the right to pledge or exchange the mortgage, and (3) the Company does not maintain effective control over the transferred mortgage. The Company has determined that all three criteria are met at the time the loan is funded. All rights and title to the mortgage loans are assigned to unrelated financial institution investors, including any investor commitments for these loans prior to warehouse banks purchasing these loans under the purchase commitments.



SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

1) Significant Accounting Policies (Continued)

The Company sells all loans to third party investors without recourse. However, the Company may be required to repurchase loans or pay a fee instead of repurchase under certain events such as the following:

- Failure to deliver original documents specified by the investor.
- The existence of 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.
- Discontinued product and expired commitment

Upon completion of a transfer that satisfies the conditions to be accounted for as a sale, the Company initially measures at fair value liabilities incurred in a sale relating to any guarantee or recourse provisions. The Company accrues a monthly allowance for indemnification losses to investors of 0.175% (17.5 basis points) of total production. This estimate is based on the Company's historical experience. The amount accrued for the twelve months ended December 31, 2008 was \$8,932,000 and the charge to expense has been included in other general and administrative expenses. The estimated liability for indemnification losses is included in other liabilities and accrued expenses as of December 31, 2008 the balance was \$2,775,452.

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 the Company. Generally, a ten day extension will cost .125% (12.5 basis points) of the loan amount. The Company's historical data shows that 99% of all loans originated by the Company are generally settled by the investors as agreed within 16 days after delivery. There are situations when the Company determines that it is unable to enforce the settlement of loans rejected by the third-party investors and that it is in the Company's best interest to repurchase those loans from the warehouse banks. It is the Company's policy to cure any documentation problems with respect to such loans at a minimal cost for up to a six-month time period and to pursue efforts to enforce purchase commitments from third-party investors concerning mortgage loans and to cure any documentation problems with respect to such loans at a minimal cost for up to a six-month time period. The Company believes that six months allows adequate time to remedy any documentation issues, to enforce purchase commitments, and to exhaust other alternatives. Remedy methods include, but are not limited to:

- Research reasons for rejection
- Provide additional documents
- Request investor exceptions
- Appeal rejection decision to purchase committee
- 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 market value and previously recorded sales revenue is reversed. Any loan that subsequently becomes delinquent is evaluated by the Company at that time and any allowances for impairment are 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 the Company. Market value is often difficult to determine, but is based on the following:

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

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

1) Significant Accounting Policies (Continued)

The appraised value of the real estate underlying the original loan adds significance to the Company's determination of fair value since, if the loan becomes delinquent, the Company 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 the Company looks at the total value of all of the loans since any sale of loans would be as a pool.

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

The mortgage industry is still experiencing substantial change due to higher than expected delinquencies from subprime loans. The market for new subprime loans has been substantially reduced and several mortgage companies whose primary product was subprime mortgage originations have ceased operations. The Company funded approximately \$5,505,000 (0.14% of the Company's production) in subprime loans during the twelve months ending December 31, 2007 and eliminated subprime loans from its product offerings in August 2007. The Company believes that its potential losses from subprime loans are minimal.

The industry problem with subprime mortgages has created a volatile secondary market for other products, especially alternative documentation (Alt A) loans. Alt A loans are typically offered to qualified borrowers who have relatively high credit scores but are not required to provide full documentation to support personal income and assets owned. Alt A loans can have a loan to value ratio as high as 100%. As a result of these changes, the Company discontinued offering these loans in September 2007.

As a result of the volatile secondary market for mortgage loans, the Company sold mortgage loans to certain third party investors that experienced financial difficulties and were not able to settle the loans. The total amount of these loans was approximately \$52,556,000, of which approximately \$36,499,000 were in loans where the secondary market no longer exists. Due to these changes in circumstances, the Company regained control of the mortgages and, in accordance with SFAS No. 140, accounted for the loans retained in the same manner as a purchase of the assets from the former transferee(s) in exchange for liabilities assumed. At the time of repurchase, the loans were determined to be held for investment, and the fair value of the loans was determined to approximate the unpaid principal balances adjusted for chargeoffs, the related allowance for loan losses, and net deferred fees or costs on originated loans. The financial statements reflect the transfer of the mortgage loans from "Mortgage Loans Sold to Investors" to "Mortgage Loans on Real Estate". The loan sale revenue recorded on the sale of the mortgage loans was reversed on the date the loans were repurchased.

As a standard in the industry, the Company received payments on the mortgage loans during the time period between the sale date and settlement or repurchase date. The Company will service these loans through Security National Life, its life insurance subsidiary.

As of December 31, 2008, the Company's long term mortgage loan portfolio had \$28,194,461 in unpaid principal with delinquencies more than 90 days. Of this amount \$23,329,000 was in foreclosure proceedings. The Company has not received any interest income on the \$28,194,467 in mortgage loans with delinquencies more than 90 days. During the twelve months ended December 31, 2008, the Company increased its allowance for mortgage losses by \$4,345,336, which was charged to loan loss expense and included in other general and administrative expenses for the period. The allowance for mortgage loan losses as of December 31, 2008 was \$4,780,461.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

1) Significant Accounting Policies (Continued)

Also at December 31, 2008, the Company has foreclosed on \$20,104,339 in long term mortgage loans. The foreclosed property was shown in real estate. The Company will be able to carry the foreclosed property in Security National Life and SecurityNational Mortgage, its life and mortgage subsidiaries, and will rent the properties until it is feasible to sell.

**Self Insurance**

The Company is self insured for certain casualty insurance, workers compensation and liability programs. Self-Insurance reserves are maintained relative to these programs. The level of exposure from catastrophic events is limited by the purchase of stop-loss and aggregate liability reinsurance coverages. When estimating the self-insurance liabilities and related reserves, management considers a number of factors, which include historical claims experience, demographic factors, severity factors and valuations provided by independent third-party actuaries. Management reviews its assumptions with its independent third-party administrators and actuaries to evaluate whether the self-insurance reserves are adequate. If actual claims or adverse development of loss reserves occurs and exceed these estimates, additional reserves may be required. The estimation process contains uncertainty since management must use judgment to estimate the ultimate cost that will be incurred to settle reported claims and unreported claims for incidents incurred but not reported as of the balance sheet date.

SecurityNational Mortgage has loan purchase agreements with unaffiliated warehouse banks. The total amount available under these loan purchase agreements at December 31, 2008 was \$450,000,000. As of December 31, 2008, mortgage loans totaling approximately \$222,781,000 have been sold and were outstanding. The terms of the loan purchase agreements are typically for one year, with interest rates ranging from 1.5% to 2.25% over the 30 days LIBOR rate (from 1.99% to 2.74% as of December 31, 2008). SecurityNational Mortgage renewed one of its loan purchase agreements that expired on September 30, 2008 for another one year term. The other loan purchase agreement is a non-committed purchase agreement with no expiration date; however, the Company received notice from the warehouse bank that the agreement would be terminated in February 2009. The Company is actively pursuing purchase agreements with other warehouse banks.

**Goodwill**

Previous acquisitions have been accounted for as purchases under which assets acquired and liabilities assumed were recorded at their fair values with the excess purchase price recognized as goodwill. The Company evaluates annually or when changes in circumstances warrant the recoverability of goodwill and if there is a decrease in value, the related impairment is recognized as a charge against income. No impairment of goodwill has been recognized in the accompanying financial statements.

**Long-lived Assets**

Long-lived assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the related carrying amount may not be recoverable. When required, impairment losses on assets to be held and used are recognized based on the fair value of the asset, and long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell. No impairment of long-lived assets has been recognized in the accompanying financial statements.

**Income Taxes**

Income taxes include taxes currently payable plus deferred taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to the temporary differences in the financial reporting basis and tax basis of assets and liabilities and operating loss carry-forwards. Deferred tax assets are measured using enacted tax rates expected to apply to taxable income in the years in which these temporary differences are expected to be recovered or settled.

In June 2006, the Financial Accounting Standards Board ("FASB") issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes ("FAS 109"). This interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition of tax benefits, classification on the balance sheet, interest and penalties, accounting in interim periods, disclosure, and transition. The adoption of FIN 48 did not have an impact on the total liabilities or shareholders' equity of the Company.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

1) Significant Accounting Policies (Continued)

**Earnings Per Common Share**

The Company computes earnings per share in accordance with Statement of Financial Accounting Standards (“SFAS”) No. 128, *Earnings Per Share*. This Standard requires presentation of basic and diluted earnings per share. Basic earnings per equivalent Class A common share are computed by dividing net earnings by the weighted-average number of Class A common shares outstanding during each year presented, after the effect of the assumed conversion of Class C common stock to Class A common stock. Diluted earnings per share is computed by dividing net earnings by the weighted-average number of common shares outstanding during the year used to compute basic earnings per share plus dilutive potential incremental shares. Basic and diluted earnings per share amounts have been adjusted retroactively for the effect of annual stock dividends.

**Stock Based Compensation**

The cost of employee services received in exchange for an award of equity instruments is recognized in the financial statements and is measured based on the grant date fair value of the award. The fair value of stock options is calculated using the Black Scholes method. Stock option compensation expense is recognized over the period during which an employee is required to provide service in exchange for the award.

**Concentration of Credit Risk**

The Company maintains its cash in bank deposit accounts, which at times exceed federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

**Recent Accounting Pronouncements**

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standard Number 157, *Fair Value Measurements*, (SFAS 157) which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. The provisions of SFAS No. 157 related to financial assets and financial liabilities were effective during 2008. With respect to certain nonfinancial assets and nonfinancial liabilities, SFAS No. 157 is effective for fiscal years beginning after November 15, 2008, and interim periods within those fiscal years. The Company does not expect that the adoption of SFAS No. 157 with respect to nonfinancial assets and nonfinancial liabilities will have a material impact on its consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations*, and SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements*. SFAS No. 141(R) requires an acquirer to measure the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree at their fair values on the acquisition date, with goodwill being the excess value over the net identifiable assets acquired. SFAS No. 160 clarifies that a non-controlling interest in a subsidiary should be reported as equity in the consolidated financial statements, consolidated net income should be adjusted to include the net income attributed to the non-controlling interest and consolidated comprehensive income shall be adjusted to include the comprehensive income attributed to the non-controlling interest. The calculation of earnings per share will continue to be based on income amounts attributable to the parent. SFAS No. 141(R) and SFAS No. 160 are effective for financial statements issued for fiscal years beginning after December 15, 2008. Early adoption is prohibited. The Company does not expect that the adoption of SFAS No. 141(R) or SFAS No. 160 will have a material impact on its consolidated financial statements.

In February 2008, the FASB issued FASB Staff Position (FSP) FAS No. 140-3, *Accounting for Transfers of Financial Assets and Repurchase Financing Transactions* (FSP FAS 140-3). FSP FAS 140-3 requires an initial transfer of a financial asset and a repurchase financing that was entered into contemporaneously or in contemplation of the initial transfer to be evaluated as a linked transaction under SFAS No. 140 unless certain criteria are met, including that the transferred asset must be readily obtainable in the marketplace. FSP FAS 140-3 is effective for fiscal years beginning after November 15, 2008, and will be applied to new transactions entered into after the date of adoption. Early adoption is prohibited. The Company does not expect that the adoption of FSP FAS 140-3 will have a material impact on its consolidated financial statements.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

1) Significant Accounting Policies (Continued)

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities*. SFAS No. 161 is intended to improve financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity's financial position, financial performance, and cash flows. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. The Company does not expect that the adoption of SFAS No. 161 will have a material impact on its consolidated financial statements.

In April 2008, the FASB issued FSP FAS 142-3, *Determination of the Useful Life of Intangible Assets* (FSB FAS 142-3). FSP FAS 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, *Goodwill and Other Intangible Assets*. The intent of this FSP is to improve the consistency between the useful life of a recognized intangible asset under FAS FAS 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS No. 141(R) and other generally accepted accounting principles. FSP FAS 142-3 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2008. The adoption of FSP FAS 142-3 is not expected to have a material impact on the Company's financial statements.

In May 2008, the FASB issued SFAS 162, *The Hierarchy of Generally Accepted Accounting Principles*. SFAS No. 162 identifies the sources of accounting principles and provides entities with a framework for selecting the principles used in preparation of financial statements that are presented in conformity with GAAP. The current GAAP hierarchy has been criticized because it is directed to the auditor rather than the entity, it is complex, and it ranks FASB Statements of Financial Accounting Concepts, which are subject to the same level of due process as FASB Statements of Financial Accounting Standards, below industry practices that are widely recognized as generally accepted but that are not subject to due process. The Board believes the GAAP hierarchy should be directed to entities because it is the entity (not its auditors) that is responsible for selecting accounting principles for financial statements that are presented in conformity with GAAP. The adoption of FASB 162 is not expected to have a material impact on the Company's financial statements.

In May 2008, the FASB issued SFAS No. 163, *Accounting for Financial Guarantee Insurance Contracts*. SFAS No. 163 requires that an insurance enterprise recognize a claim liability prior to an event of default (insured event) when there is evidence that credit deterioration has occurred in an insured financial obligation. This Statement also clarifies how SFAS No. 60, *Accounting and Reporting by Insurance Enterprises*, as amended, applies to financial guarantee insurance contracts, including the recognition and measurement to be used to account for premium revenue and claim liabilities. This Statement also requires expanded disclosures about financial guarantee insurance contracts. SFAS No. 163 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and all interim periods within those fiscal years, except for some disclosures about the insurance enterprise's risk-management activities. Early application is not permitted. The Company has not yet determined the effect on its consolidated financial statements, if any, that will occur upon adoption of SFAS No. 163.

In June 2008, the FASB ratified EITF Issue No. 08-3, *Accounting for Lessees for Maintenance Deposits Under Lease Arrangements* (EITF 08-3). EITF 08-3 provides guidance for accounting for nonrefundable maintenance deposits. It also provides revenue recognition accounting guidance for the lessor. EITF 08-3 is effective for fiscal years beginning after December 15, 2008. The Company has not yet determined the effect on its consolidated financial statements, if any, that will occur upon adoption of EITF 08-3.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

1) Significant Accounting Policies (Continued)

In June 2008, the FASB issued FSP EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities* (FSP EITF 03-6-1). FSP EITF 03-6-1 clarified that all outstanding unvested share-based payment awards that contain rights to nonforfeitable dividends participate in undistributed earnings with common shareholders. Awards of this nature are considered participating securities and the two-class method of computing basic and diluted earnings per share must be applied. FSP EITF 03-6-1 is effective for fiscal years beginning after December 15, 2008. The Company does not expect that the adoption of FSP EITF 03-6-1 will have a material impact on its consolidated financial statements.

In October 2008, the FASB issued FSP FAS 157-3 *Determining Fair Value of a Financial Asset in a Market That Is Not Active* (FSP FAS 157-3). FSP FAS 157-3 clarified the application of SFAS No. 157 in an inactive market. It demonstrated how the fair value of a financial asset is determined when the market for that financial asset is inactive. FSP FAS 157-3 was effective upon issuance, including prior periods for which financial statements had not been issued. The Company has evaluated the impact and adoption of FSP FAS 157-3 will not have a material impact on its consolidated financial statements.

In November 2008, the FASB ratified EITF Issue No. 08-6, *Equity Method Investment Accounting Considerations* (EITF 08-6). EITF 08-6 clarifies the accounting for certain transactions and impairment considerations involving equity method investments. EITF 08-6 is effective for fiscal years beginning after December 15, 2008, with early adoption prohibited. The Company has not yet determined the effect on its consolidated financial statements, if any, that will occur upon adoption of EITF 08-6.

In December 2008, the FASB issued FASB Staff Position FAS 140-4 and FIN 46(R)-8, *Disclosures by Public Entities (Enterprises) about Transfers of Financial Assets and Interests in Variable Interest Entities* ("FSP FAS 140-4 and FIN 46(R)-8"). FSP FAS 140-4 and FIN 46(R)-8 amends SFAS 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities* and FIN 46(R), *FASB Interpretation No. 46 (R), Consolidation of Variable Interest Entities, an interpretation of Accounting Research Bulletin No. 51*, to require public entities to provide additional disclosures about transfers of financial assets and their involvement with variable interest entities. FSP FAS 140-4 and FIN 46(R)-8 is effective for the first interim or annual reporting period ending after December 15, 2008. The Company has not yet determined the effect on its consolidated financial statements, if any, that will occur upon adoption of FSP FAS 140 and FIN 46(R)-8.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

2) Acquisitions

**C & J Financial, LLC**

On July 16, 2007, the Company acquired all of the membership interests of C & J Financial, LLC. The results of C & J Financial's operations have been included in the consolidated financial statements from July 16, 2007. C & J Financial provides financing to funeral homes and mortuaries throughout the United States similar to the Company's Fast-Funding operations and the acquisition was to expand the Company's Fast-Funding operations. The aggregate purchase price was \$1,631,500 and consisted of the payment of \$1,250,000 of cash at closing and the issuance of a \$381,500 promissory note. The Company further agreed to cause C & J Financial to pay a \$1,971,764 note payable to a bank that was guaranteed by the sellers. In addition, C & J Financial entered into an obligation payable to one of the sellers for an operating lease of office space for three years. The estimated fair values of the assets acquired and the liabilities assumed at the date of acquisition were as follows:

Loans Receivable	\$ 3,178,901
Other current assets	55,295
Office furniture and equipment	18,078
Goodwill	391,847
<b>Total Assets</b>	<b>3,644,121</b>
Note payable to bank, current	(1,971,764)
Other current liabilities	(40,857)
<b>Net Assets Acquired</b>	<b>\$ 1,631,500</b>

The excess of the purchase price over the fair value of the identifiable assets of \$391,847 was assigned to goodwill.

**Capital Reserve Life Insurance Company**

On December 20, 2007, the Company, through its wholly owned subsidiary, Security National Life, acquired all of the outstanding common stock of Capital Reserve Life Insurance Company, a Missouri domiciled insurance company. The results of Capital Reserve Life's operations have been included in the consolidated financial statements from December 17, 2007. Capital Reserve Life sells and services life insurance, annuity products, accident and health insurance, and funeral plan insurance, which are consistent with and will expand the Company's business. The aggregate purchase price was \$2,419,164, of which \$452,404 was paid in cash at closing to the selling shareholders and \$2,100,000 was placed into an escrow account with the Company's attorney to be disbursed upon resolution of contingencies.

Capital Reserve Life was a defendant in a law suit for unpaid bonuses allegedly due to a former employee in the amount of \$1,486,045 (the "Russell Litigation"). The Russell Litigation was resolved during 2008 and resulted in the payment of \$220,926 to the former employee and his attorney from the escrow account. The Company was refunded \$146,225 from the escrow account that was recognized as a reduction of value of business acquired. The selling shareholders were paid \$1,587,578, including interest, during 2008 from the escrow account. At December 31, 2008, \$185,902 remained in the escrow account and will be until an investment in a bond is realized.

The \$2,100,000 and \$185,902 of funds held in escrow by the Company's attorney have been included in the accompanying consolidated balance sheets at December 31, 2007 and 2008, respectively, in receivables with the liability of \$1,966,760 and \$185,902 payable to the shareholders, respectively, included in other liabilities and accrued expenses. The assets acquired and the liabilities assumed were recognized at their fair values with the excess of the purchase price allocated to value of business acquired. Value of business acquired is being amortized over the estimated term of period premiums will be received under the insurance policies of 15 years.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

2) Acquisitions (Continued)

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

Investment in securities	\$ 23,146,994
Policy and other loans	573,821
Accrued investment income	274,370
Receivables	143,183
Furniture and equipment	112,324
Value of business acquired	765,787
<b>Total assets acquired</b>	<b>25,016,479</b>
Future life, annuity and other benefits	(21,888,930)
Checks written in excess of cash in bank	(524,528)
Other liabilities and accrued expenses	(183,857)
<b>Total Liabilities Assumed</b>	<b>(22,597,315)</b>
Fair Value of Net Assets Acquired	<u><u>\$ 2,419,164</u></u>

**Southern Security Life Insurance Company**

On September 1, 2008, the Company, through Security National Life, entered into a reinsurance agreement with Southern Security Life Insurance Company, a Mississippi domiciled insurance company ("Southern Security"), whereby the Company became secondarily liable for \$22,788,693 of liability under contracts for future life, annuity and other benefits in exchange for the transfer from Southern Security of \$22,788,693 of assets, which was short of the required assets by \$1,468,348. This shortage was offset against a \$1,500,000 ceding commission payable to Southern Security on the transaction. Southern Security remained primarily liability under the contracts and recognized a \$22,235,131 receivable from Security National Life. However, if the acquisition described in the following paragraphs had not occurred, Security National Life would have had to assume the insurance contracts and become primarily liable thereunder because Southern Security had ceased operations and the transfer of the insurance contracts was irreversible.

Then on December 18, 2008, the Company acquired all of the outstanding common stock of Southern Security. The results of Southern Security's operations have been included in the consolidated financial statements from December 23, 2008. Southern Security sells and services life insurance, annuity products, accident and health insurance, and funeral plan insurance, all of which are consistent with and will expand the Company's insurance business. The total purchase price was \$2,664,323 and consisted of \$1,920,700 paid in cash at closing to the selling shareholders, \$443,500 placed into escrow accounts with the Company's law firm, the settlement of an \$84,081 receivable from Southern Security and the incurrence of \$216,042 of acquisition costs. In addition, Southern Security distributed \$479,742 of assets to the selling shareholders, including \$163,715 of notes receivable from the selling shareholders.

Included in the escrow accounts is \$175,000 that is to be used to pay any adjustments that may be required under the terms of the purchase agreement and any remaining portion of the \$175,000 is to be distributed to the selling shareholders. The remaining \$268,500 that was placed into the escrow accounts is to be released to the selling shareholders as the Company collects the principal portion of a loan in the form of a promissory note that Southern Security had made to an entity that is related to the selling shareholders. However, no payments will be made to the selling shareholders if the promissory note is in default.

The \$443,500 of funds held in escrow by the Company's law firm have been included in the accompanying consolidated balance sheet at December 31, 2008 in receivables with the liability payable to the selling shareholders of an equal amount included in other liabilities and accrued expenses. The assets acquired and the liabilities assumed were recognized at their fair values with the excess of the purchase price allocated to value of business acquired. The value of business acquired is being amortized over the estimated period premiums will be received under the insurance policies of 14.3 years. The estimated fair values of the assets acquired and the liabilities assumed at the date of acquisition were as follows:



SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

2) Acquisitions (Continued)

Investment in securities	\$ 1,200,865
Policy and mortgage loans	1,050,028
Cash	392,785
Receivable from reinsurer - Security National Life	22,235,131
Other assets	49,369
Deferred tax asset	298,418
Value of business acquired	<u>227,573</u>
Total assets acquired	25,454,169
Future life, annuity and other benefits	<u>(22,789,846)</u>
Fair Value of Net Assets Acquired	<u>\$ 2,664,323</u>

The following unaudited pro forma information has been prepared to present the results of operations of the Company assuming the acquisitions of C & J Financial and Capital Reserve Life had occurred at the beginning of the years ended December 31, 2007 and 2006 and the acquisition of Southern Security had occurred at the beginning of the years ended December 31, 2008 and 2007. This pro forma information is supplemental and does not necessarily present the operations of the Company that would have occurred had the acquisitions occurred on those dates and may not reflect the operations that will occur in the future:

	For the Years Ended		
	December 31,		
	(unaudited)		
	2008	2007	2006
Total revenues	\$ 221,348,000	\$ 216,492,000	\$ 159,546,000
Net earnings	\$ 717,000	\$ 2,936,000	\$ 5,402,000
Net earnings per Class A equivalent common share	\$ 0.09	\$ 0.37	\$ 0.73
Net earnings per Class A equivalent common share assuming dilution	\$ 0.09	\$ 0.36	\$ 0.72

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

3) Investments

The Company's investments in fixed maturity securities held to maturity and equity securities available for sale as of December 31, 2008 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, 2008:</u>				
Fixed maturity securities held to maturity carried at amortized cost:				
Bonds:				
U.S. Treasury securities and obligations of U.S Government agencies	\$ 17,138,738	\$ 1,201,488	\$ ---	\$ 18,340,226
Obligations of states and political subdivisions	1,474,934	59,035	(16,347)	1,517,622
Corporate securities including public utilities	97,610,026	1,280,795	(12,073,677)	86,817,144
Mortgage-backed securities	7,586,553	68,466	(1,580,189)	6,074,830
Redeemable preferred stock	<u>1,535,943</u>	<u>565</u>	<u>(335,703)</u>	<u>1,200,805</u>
Total fixed maturity securities held to maturity	<u>\$ 125,346,194</u>	<u>\$ 2,610,349</u>	<u>\$ (14,005,916)</u>	<u>\$ 113,950,627</u>
Securities available for sale carried at estimated fair value:				
Fixed maturity securities available for sale:				
U.S. Treasury securities and obligations of U.S. Government agencies	\$ 98,203	\$ 38,188	\$ ---	\$ 136,391
Corporate securities including public utilities	<u>1,045,399</u>	<u>54,772</u>	<u>---</u>	<u>1,100,171</u>
Total fixed maturity securities available for sale	<u>\$ 1,143,602</u>	<u>\$ 92,960</u>	<u>\$ ---</u>	<u>\$ 1,236,562</u>

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

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, 2008:</u>				
Equity securities available for sale at estimated fair value:				
Non-redeemable preferred stock	\$ 20,281	\$ ---	\$ (6,092)	\$ 14,189
Common stock:				
Public utilities	403,249	220,045	(51,105)	572,189
Banks, trusts and insurance companies	479,663	154,313	-	633,976
Industrial, miscellaneous and all other	<u>3,755,523</u>	<u>44,260</u>	<u>(402,462)</u>	<u>3,397,321</u>
Total equity securities available for sale at estimated fair value	<u>\$ 4,658,716</u>	<u>\$ 418,618</u>	<u>\$ (459,659)</u>	<u>\$ 4,617,675</u>
Total securities available for sale carried at estimated fair value	<u>\$ 5,802,318</u>	<u>\$ 511,578</u>	<u>\$ (459,659)</u>	<u>\$ 5,854,237</u>
Mortgage loans on real estate and construction loans held for investment at amortized cost:				
Residential	\$ 70,082,011			
Residential construction	35,742,891			
Commercial	23,548,243			
Less: Allowance for loan losses	<u>(4,780,467)</u>			
Total mortgage loans on real estate and construction loans held for investment	<u>\$ 124,592,678</u>			
Real estate at cost – net of depreciation	<u>\$ 22,417,639</u>			
Policy, student and other loans at amortized cost - net of allowance for doubtful accounts	<u>\$ 18,493,751</u>			
Short-term investments at amortized cost	<u>\$ 5,282,986</u>			

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

3) Investments (Continued)

The Company's investments in fixed maturity securities held to maturity and equity securities available for sale as of December 31, 2007 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, 2007:</u>				
Fixed maturity securities held to maturity carried at amortized cost:				
Bonds:				
U.S. Treasury securities and obligations of U.S Government agencies	\$ 21,259,020	\$ 262,841	\$ (95,806)	\$ 21,426,055
Obligations of states and political subdivisions	1,125,955	50,742	(6,577)	1,170,120
Corporate securities including public utilities	84,087,132	534,929	(2,596,849)	82,025,212
Mortgage-backed securities	8,917,306	52,078	(470,387)	8,498,997
Redeemable preferred stock	<u>1,506,603</u>	<u>2,287</u>	<u>(152,750)</u>	<u>1,356,140</u>
Total fixed maturity securities held to maturity	<u>\$ 116,896,016</u>	<u>\$ 902,877</u>	<u>\$ (3,322,369)</u>	<u>\$ 114,476,524</u>
Securities available for sale carried at estimated fair value:				
Fixed maturity securities available for sale:				
U.S. Treasury securities and obligations of U.S. Government agencies	\$ 98,131	\$ 21,596	\$ ---	\$ 119,727
Corporate securities including public utilities	<u>2,679,854</u>	<u>81,339</u>	<u>---</u>	<u>2,761,193</u>
Total fixed maturity securities available for sale	<u>\$ 2,777,985</u>	<u>\$ 102,935</u>	<u>\$ ---</u>	<u>\$ 2,880,920</u>

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

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, 2007:</u>				
Equity securities available for sale at estimated fair value:				
Non-redeemable preferred stock	\$ 20,281	\$ ---	\$ (3,632)	\$ 16,649
Common stock:				
Public utilities	411,992	422,865	(13,627)	821,230
Banks, trusts and insurance companies	520,683	1,032,033	(21,662)	1,531,054
Industrial, miscellaneous and all other	<u>1,430,936</u>	<u>2,549,020</u>	<u>(487,597)</u>	<u>3,492,359</u>
Total equity securities available for sale at estimated fair value	<u>\$ 2,383,892</u>	<u>\$ 4,003,918</u>	<u>\$ (526,518)</u>	<u>\$ 5,861,292</u>
Total securities available for sale carried at estimated fair value	<u>\$ 5,161,877</u>	<u>\$ 4,106,853</u>	<u>\$ (526,518)</u>	<u>\$ 8,742,212</u>
Mortgage loans on real estate and construction loans held for investment at amortized cost:				
Residential	\$ 21,636,722			
Residential construction	37,843,883			
Commercial	34,838,581			
Less: Allowance for loan losses	<u>(1,435,131)</u>			
Total mortgage loans on real estate and construction loans held for investment	<u>\$ 92,884,055</u>			
Real estate at cost – net of depreciation	<u>\$ 7,946,304</u>			
Policy, student and other loans - at amortized cost - net of allowance for doubtful accounts	<u>\$ 16,860,874</u>			
Short-term investments at amortized cost	<u>\$ 5,337,367</u>			

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

3) Investments (Continued)

Fixed Maturity Securities

The following tables summarize unrealized losses on fixed-maturities securities, which are carried at amortized cost, at December 31, 2008 and 2007. The unrealized losses were primarily related to interest rate fluctuations or spread-widening, and mortgage and other asset-backed securities. 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 December 31, 2008</u>					
Interest rate or spread widening	\$ 4,425,497	87	\$ 8,000,230	105	\$ 12,425,727
Mortgage and other asset-backed securities	--	--	1,580,189	12	1,580,189
Total unrealized losses	<u>\$ 4,425,497</u>	<u>87</u>	<u>\$ 9,580,419</u>	<u>117</u>	<u>\$ 14,005,916</u>
Fair Value	<u>\$ 30,720,910</u>		<u>\$ 35,178,465</u>		<u>\$ 65,899,375</u>
<u>At December 31, 2007</u>					
Interest rate or spread widening	\$ 1,682,779	66	\$ 1,169,203	71	\$ 2,851,982
Mortgage and other asset-backed securities	176,709	5	293,678	9	470,387
Total unrealized losses	<u>\$ 1,859,488</u>	<u>71</u>	<u>\$ 1,462,881</u>	<u>80</u>	<u>\$ 3,322,369</u>
Fair Value	<u>\$ 28,688,080</u>		<u>\$ 27,653,726</u>		<u>\$ 56,341,806</u>

As of December 31, 2008, the average market value of the related fixed maturities was 82.5% of amortized cost and the average market value was 94.4% of amortized cost as of December 31, 2007. During 2008, an other-than-temporary decline in market value resulted in the recognition of an impairment loss on fixed maturity securities of \$2,343,264. No other-than-temporary impairment loss was considered to exist for these fixed maturities as of December 31, 2008.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

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 December 31, 2008 and 2007. The unrealized losses were primarily the result of decreases in market 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 December 31, 2008</u>					
Non-redeemable preferred stock	\$ -	-	\$ 6,092	2	\$ 6,092
Public utilities	-	-	-	-	-
Banks, trusts and insurance companies	51,105	2	-	1	51,105
Industrial, miscellaneous and all other	273,878	11	8,795	3	282,673
Total unrealized losses	<u>\$ 324,983</u>	<u>13</u>	<u>\$ 14,887</u>	<u>6</u>	<u>\$ 339,870</u>
Fair Value	<u>\$ 675,284</u>		<u>\$ 66,722</u>		<u>\$ 742,006</u>
<u>At December 31, 2007</u>					
Non-redeemable preferred stock	\$ -	-	\$ 3,632	2	\$ 3,632
Public utilities	2,870	1	10,757	1	13,627
Banks, trusts and insurance companies	21,662	1	-	-	21,662
Industrial, miscellaneous and all other	80,333	6	407,264	5	487,597
Total unrealized losses	<u>\$ 104,865</u>	<u>8</u>	<u>\$ 421,653</u>	<u>8</u>	<u>\$ 526,518</u>
Fair Value	<u>\$ 494,728</u>		<u>\$ 85,453</u>		<u>\$ 580,181</u>

As of December 31, 2008, the average market value of the equity securities available for sale was 68.6% of the original investment and the average market value was 52.4% of the original investment as of December 31, 2007. 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 2008, an impairment loss was recognized on certain equities due to an other-than-temporarily decline in market value in the amount of \$408,640. No other-than-temporary impairment loss on equity securities was determined to exist as of December 31, 2008.

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.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

3) Investments (Continued)

The amortized cost and estimated fair value of fixed maturity securities at December 31, 2008, 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.

	Amortized Cost	Estimated Fair Value
Held to Maturity:		
Due in 2009	\$ 2,189,045	\$ 2,057,122
Due in 2010 through 2013	20,523,109	20,431,842
Due in 2014 through 2018	38,776,765	36,014,691
Due after 2018	54,734,779	48,171,337
Mortgage-backed securities	7,586,553	6,074,830
Redeemable preferred stock	1,535,943	1,200,805
Total held to maturity	<u>\$ 125,346,194</u>	<u>\$ 113,950,627</u>

The amortized cost and estimated fair value of available-for-sale securities at December 31, 2008, 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.

	Amortized Cost	Estimated Fair Value
Available for Sale:		
Due in 2009	\$ 6,171	\$ 6,171
Due in 2010 through 2013	1,039,229	1,094,000
Due in 2014 through 2018	-	-
Due after 2018	98,203	136,391
Non-redeemable preferred stock	20,280	14,189
Common stock	4,022,002	4,603,486
Total available for sale	<u>\$ 5,185,885</u>	<u>\$ 5,854,237</u>

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

	2008	2007	2006
Fixed maturity securities held to maturity:			
Gross realized gains	\$ 90,243	\$ 94,984	\$ 1,282
Gross realized losses	(2,343,264)	(27,065)	(28,439)
Securities available for sale:			
Gross realized gains	1,211,932	175,990	106,252
Gross realized losses	(560,853)	(860)	(12,996)
Other assets	(131,773)	764,525	825,205
Total	<u>\$ (1,733,715)</u>	<u>\$ 1,007,574</u>	<u>\$ 891,304</u>

Generally gains and losses from held to maturity securities are a result of early calls and related amortization of premiums or discounts. However, \$2,343,264 of losses were recognized during the year ended December 31, 2008 from other-than-temporary declines in market value of held to maturity securities.



SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

3) Investments (Continued)

Mortgage loans consist of first and second mortgages. The mortgage loans bear interest at rates ranging from 3.75 % to 14.75%, 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 do business. At December 31, 2008, the Company has 33%, 23% and 22% of its mortgage loans from borrowers located in the states of Utah, Florida and California, respectively. The mortgage loans on real estate balances on the consolidated balance sheet are reflected net of an allowance for loan losses of \$4,780,467 and \$1,435,131 at December 31, 2008 and 2007, respectively.

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 December 31, 2008, other than investments issued or guaranteed by the United States Government.

Major categories of net investment income are as follows:

	2008	2007	2006
Fixed maturity securities	\$ 7,167,007	\$ 6,045,141	\$ 5,893,909
Equity securities	266,533	161,850	132,521
Mortgage loans on real estate	6,857,757	6,759,943	6,884,991
Real estate	1,563,134	1,273,652	1,159,572
Policy, student and other loans	699,592	707,068	713,798
Short-term investments, principally gains on sale of mortgage loans and other	14,265,269	18,898,925	10,409,719
Gross investment income	30,819,292	33,846,579	25,194,510
Investment expenses	(2,715,783)	(1,890,135)	(1,948,879)
Net investment income	\$ 28,103,509	\$ 31,956,444	\$ 23,245,631

Net investment income includes net investment income earned by the restricted assets of the cemeteries and mortuaries of \$953,284, \$942,627 and \$935,487 for 2008, 2007, and 2006, respectively.

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 \$10,210,743 at December 31, 2008 and \$10,550,394 at December 31, 2007. The restricted securities are included in various assets under investments on the accompanying consolidated balance sheets.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

4) Receivables

Receivables consist of the following:

	2008	2007
Trade contracts	\$ 10,093,271	\$ 8,870,303
Advances receivables from sales agents	2,438,371	2,463,799
Held in Escrow – Capital Reserve Life/Southern Security	629,402	2,100,000
Other	1,957,329	1,602,765
<b>Total receivables</b>	<b>15,118,373</b>	<b>15,036,867</b>
Allowance for doubtful accounts	(1,983,293)	(1,293,185)
<b>Net receivables</b>	<b>\$ 13,135,080</b>	<b>\$ 13,743,682</b>

5) Value of Business Acquired

Information with regard to value of business acquired is as follows:

	December 31,		
	2008	2007	2006
Balance at beginning of year	\$ 11,686,080	\$ 11,882,047	\$ 12,663,221
Value of business acquired	590,950	755,787	210,926
Imputed interest at 7%	807,217	824,502	851,702
Amortization	(1,706,971)	(1,776,141)	(1,843,802)
Net amortization charged to income	(899,754)	(951,639)	(992,100)
<b>Balance at end of year</b>	<b>\$ 11,377,276</b>	<b>\$ 11,686,080</b>	<b>\$ 11,882,047</b>

Presuming no additional acquisitions, net amortization charged to income is expected to approximate \$915,000, \$886,000, \$856,000, \$821,000, and \$738,000 for the years 2009 through 2013. Actual amortization may vary based on changes in assumptions or experience. As of December 31, 2008, value of business acquired is being amortized over a weighted average life of 9.7 years.

6) Property and Equipment

The cost of property and equipment is summarized below:

	December 31,	
	2008	2007
Land and buildings	\$ 15,860,356	\$ 17,232,624
Furniture and equipment	15,877,294	13,260,121
	31,737,650	30,492,745
Less accumulated depreciation	(17,688,418)	(15,664,046)
<b>Total</b>	<b>\$ 14,049,232</b>	<b>\$ 14,828,699</b>

Depreciation expense for the years ended December 31, 2008 and 2007 was \$2,052,019 and \$2,232,928, respectively.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

7) Bank Loans Payable

Bank loans payable are summarized as follows:

	December 31,	
	2008	2007
6% note payable in monthly installments of \$5,693 including principal and interest, collateralized by real property, with a book value of approximately \$749,000, due September 2010.	\$ 496,994	\$ 534,311
6.34% note payable in monthly installments of \$13,556 including principal and interest, collateralized by real property with a book value of approximately \$596,000, due November 2017.	1,226,975	1,322,676
Bank prime rate less .28% (2.97% at December 31, 2008) collateralized by 15,000 shares of Security National Life Insurance Company Stock, due June 2011.	2,003,527	3,129,896
Bank prime rate less .75% (2.50% at December 31, 2008) revolving line of credit of \$7,800,000, accrued interest paid quarterly, extended to June 2011.	1,675,000	500,000
Bank prime rate less .5% (\$2.75% at December 31, 2008) revolving line of credit of \$2,000,000, accrued interest paid monthly, extended to June 15, 2009. Letters of credit can be issued up to \$450,000.	--	--
One year LIBOR rate (6.95% at December 31, 2007) revolving line of credit of \$40,000,000 collateralized by commercial and residential loans, accrued interest paid monthly, balance paid in 2008	--	6,500,000
Mark to market of interest rate swaps (discussed below) adjustment	167,528	26,941
Other collateralized bank loans payable	568,178	538,842
Total bank loans	<u>6,138,202</u>	<u>12,552,666</u>
Less current installments	<u>2,018,662</u>	<u>8,842,885</u>
Bank loans, excluding current installments	<u>\$ 4,119,540</u>	<u>\$ 3,709,781</u>

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

7) Bank Loans Payable (Continued)

During 2001, the Company entered into a \$2,000,000 note payable to a bank with interest due at a variable interest rate of the Libor rate plus 1.65%. During 2001, the Company also entered into an interest rate swap instrument that effectively fixed the interest rate on the note payable at 6.34% per annum. Management considers the interest rate swap instrument an effective cash flow hedge against the variable interest rate on the bank note 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 swap is a derivative financial instrument carried at its fair value.

In the event the swap is terminated, any resulting gain or loss would be deferred and amortized to interest expense over the remaining life of the bank loan it hedged. In the event of early extinguishment the hedged bank loan, any realized or unrealized gain or loss from the hedging swap would be recognized in income coincident with the extinguishment.

At December 31, 2008, the fair value of the interest rate swap was an unrealized loss of \$167,483 and was computed based on the underlying variable Libor rate plus 1.65% or 4.03% per annum. The unrealized loss resulted in a derivative liability of \$167,483 and has been reflected in accumulated other comprehensive income. The change in accumulated other comprehensive income from the interest rate swap in 2008 was \$123,115. 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.

In addition, the Company had an interest rate swap that resulted in an unrealized gain of \$17,417 through December 31, 2007. In early 2008, the Company settled the interest rate swap for \$17,417. The carrying value of the related note payable was adjusted by the balance of the unrealized gain on the date of the settlement and has adjusted the interest expense that will be recognized over the remaining term of the note.

See Note 8 for summary of maturities in subsequent years.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

8) Notes and Contracts Payable

Notes and contracts payable are summarized as follows:

	December 31,	
	2008	2007
Unsecured note payable due to former stockholders of Deseret Memorial, Inc. resulting from the acquisition of such entity. Amount represents the present value, discounted at 8%, of monthly annuity payments of \$5,900, due September 2011.	\$ 156,581	\$ 222,538
9% note payable in monthly installments of \$10,000 including principal and interest, collateralized by real property, with a book value of approximately \$2,908,000, due July 2009.	57,636	82,006
5% note payable to a former owner of C & J Financial due in monthly installments of \$16,737 including principal and interest, due July 2009.	94,276	305,129
Other notes payable	193,285	209,137
Total notes and contracts payable	501,778	818,810
Less current installments	230,517	344,462
Notes and contracts, excluding current installments	\$ 271,261	\$ 474,348

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

8) Notes and Contracts Payable (Continued)

The following tabulation shows the combined maturities of bank loans payable, lines of credit and notes and contracts payable:

2009	\$	2,249,179
2010		1,903,372
2011		1,432,695
2012		183,724
2013		166,368
Thereafter		704,642
<b>Total</b>	<b>\$</b>	<b>6,639,980</b>

Interest paid approximated interest expense in 2008, 2007 and 2006.

9) Cemetery and Mortuary Endowment Care and Pre-need Merchandise Funds

The Company is required by state law to pay into perpetual care trusts a portion of the proceeds from the sale of cemetery property interment rights. The related cemetery perpetual care trusts are defined as variable interest entities pursuant to FIN46(R); also, per FIN46(R), management has determined that the Company is the primary beneficiary of these trusts, as it absorbs both a majority of the losses and returns associated with the trusts. The Company has consolidated cemetery perpetual care trust investments with a corresponding amount recorded as Cemetery Perpetual Care Obligation in the accompanying consolidated balance sheets.

The components of the cemetery perpetual care obligation are as follows:

	December 31,	
	2008	2007
Trust investments, at market value	\$ 1,840,119	\$ 1,604,600
Note receivables from Cottonwood Mortuary and Singing Hills Cemetery eliminated in consolidation	1,120,950	1,140,702
<b>Total trust assets</b>	<b>2,961,069</b>	<b>2,745,302</b>
Cemetery perpetual care obligation	(2,647,984)	(2,473,758)
<b>Fair value of trust assets in excess of trust obligations</b>	<b>\$ 313,085</b>	<b>\$ 271,544</b>

The Company has established and maintains certain restricted trust investments to provide for future merchandise and service obligations incurred in connection with its pre-need sales. Such amounts are reported as pre-need funeral and cemetery trust investments of cemeteries and mortuaries in the accompanying consolidated balance sheets.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

9) Cemetery and Mortuary Endowment Care and Pre-need Merchandise Funds (Continued)

Assets in the restricted asset account are summarized as follows:

	December 31,	
	2008	2007
Cash and cash equivalents	\$ 911,060	\$ 843,355
Mutual funds	245,285	301,223
Fixed maturity securities	8,775	8,775
Equity securities	75,918	77,638
Participating in Mortgage loans with Security National Life	2,836,038	4,480,063
Total	<u>\$ 4,077,076</u>	<u>\$ 5,711,054</u>

A surplus note receivable and interest in the amount of \$2,004,767 from Security National Life was eliminated in consolidation.

10) Income Taxes

The Company's income tax liability at December 31 is summarized as follows:

	December 31,	
	2008	2007
Current	\$ 276,096	\$ 380,171
Deferred	14,698,148	15,799,425
Total	<u>\$ 14,974,244</u>	<u>\$ 16,179,596</u>

Significant components of the Company's deferred tax (assets) and liabilities at December 31 are approximately as follows:

	2008	2007
<b>Assets</b>		
Future policy benefits	\$ (5,693,225)	\$ (4,417,044)
Unearned premium	(1,799,650)	(1,848,396)
Other	(744,042)	(1,684,564)
Less: Valuation allowance	5,781,043	5,113,793
Total deferred tax assets	<u>(2,455,874)</u>	<u>(2,836,211)</u>
<b>Liabilities</b>		
Deferred policy acquisition costs	8,756,407	8,462,764
Value of business acquired	4,210,547	4,269,546
Installment sales	2,317,015	2,773,683
Trusts	1,674,321	1,579,181
Available for sale securities	(17,179)	--
Tax on unrealized appreciation	212,911	1,550,462
Total deferred tax liabilities	<u>17,154,022</u>	<u>18,635,636</u>
Net deferred tax liability	<u>\$ 14,698,148</u>	<u>\$ 15,799,425</u>

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

10) Income Taxes (Continued)

The increase in the valuation allowance was \$667,250 and \$295,309 during 2008 and 2007, respectively.

The Company paid \$505,962, \$875,825 and \$173,389 in income taxes for 2008, 2007 and 2006, respectively. The Company's income tax expense (benefit) is summarized as follows for the year ended December 31:

	2008	2007	2006
Current	\$ 214,888	\$ 375,825	\$ 617,203
Deferred	(59,230)	481,810	1,153,985
Total	<u>\$ 155,658</u>	<u>\$ 857,635</u>	<u>\$ 1,771,188</u>

The reconciliation of income tax expense at the U.S. federal statutory rates is as follows:

	2008	2007	2006
Computed expense at statutory rate	\$ 248,374	\$ 1,061,831	\$ 2,344,517
Special deductions allowed			
small life insurance companies	(20,918)	(330,804)	(624,438)
Dividends received deduction	--	--	(2,040)
Other, net	(71,798)	126,608	53,149
Tax expense	<u>\$ 155,658</u>	<u>\$ 857,635</u>	<u>\$ 1,771,188</u>

A portion of the life insurance income earned prior to 1984 was not subject to current taxation but was accumulated for tax purposes, in a "policyholders' surplus account." Under provisions of the Internal Revenue Code, the policyholders' surplus account was frozen at its December 31, 1983 balance and will be taxed generally only when distributed. Congress passed changes to the tax code, which exempts distributions from tax if such distributions were made in the years 2005 through 2007. The Company took advantage of these changes and made distributions in 2006 of its policyholders surplus account totaling (\$4,152,318). The Company does not have a net operating loss carry forward.

11) Reinsurance, Commitments and Contingencies

The Company follows the procedure of reinsuring risks in excess of a specified limit, which ranged from \$25,000 to \$75,000 during the years 2008 and 2007. The Company is liable for these amounts in the event such reinsurers are unable to pay their portion of the claims. The Company has also assumed insurance from other companies having insurance in force amounting to approximately \$1,150,687,000 (unaudited) at December 31, 2008 and approximately \$1,190,843,000 (unaudited) at December 31, 2007.

As part of the acquisition of Southern Security Life, the Company had a co-insurance agreement with The Mega Life and Health Insurance Company ("MEGA"). On December 31, 1992 Southern Security Life ceded to MEGA 18% of all universal life policies in force at that date. MEGA is entitled to 18% of all future premiums, claims, policyholder loans and surrenders relating to the ceded policies. In addition, Southern Security Life received certain commission and expense reimbursement. Effective January 1, 2006, Southern Security Life entered into a Reinsurance Recapture Agreement with MEGA wherein the policies reinsured under the Reinsurance Agreement between the Company and MEGA dated December 31, 1992, as amended was recaptured. During February 2006 MEGA transferred assets and liabilities of approximately \$6,582,000 to Southern Security. Consideration paid by Southern Security to MEGA was \$200,000.



SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

11) Reinsurance, Commitments and Contingencies (Continued)

On December 31, 2008, the Company entered into a Coinsurance Funds Withheld Reinsurance Agreement with Continental American Insurance Company (“Continental American”), a South Carolina domiciled insurance company effective November 30, 2008. The Company ceded to Continental American 100% of a block of deferred annuities in the amount of \$4,828,487 as of December 31, 2008 and retained the assets and recorded a funds held under coinsurance liability for the same amount. Continental American has agreed to pay the Company an initial ceding commission of \$60,000 and a quarterly management fee of \$16,500 per quarter to administer the policies. The Company will also receive a 90% experience refund for any profits on the business. The Company has the right to recapture the business on January 1 subsequent to December 31, 2008 or any other date if mutually agreed and with 90 days written notice to Continental American.

The Company has commitments to fund residential construction loans. As of December 31, 2008 the Company had commitments of \$41,252,000 for these loans of which \$35,758,000 had been funded. These loans are for new construction. The Company will advance funds once the work has been completed and an independent inspection is made. The maximum loan commitment ranges between 50% to 80% of appraised value. The Company receives fees from the borrowers and the interest rate is generally 1% to 2% over the bank prime rate (3.25% as of December 31, 2008). Maturities range between six and twelve months.

The City of Phoenix (in Arizona) began condemnation proceedings during 2004 on the property where the Camelback Funeral Home was located for purposes of constructing a light rail facility. The city placed \$1,200,000 in escrow to pay the Company for the property that was condemned. The carrying amount on the Company’s financial statements for the land and building of the Camelback Funeral Home at December 31, 2005 was \$678,889. The Company had an independent appraisal and negotiated a higher sales price with the city. In July 2006, the Company settled with the City of Phoenix for a sales price of \$1,440,000. As a result of the sale, the Company recognized a gain of \$760,231 during the third quarter of 2006. The first payment of \$1,200,000 was made by the City of Phoenix in August 2006, with the remaining amount of \$240,000 paid in 2007, together with interest of \$172,000.

In June 2007, the Company completed the sale of the Colonial Funeral Home property to the Utopia Station Development Corp. for \$730,242, net of selling costs of \$44,758. The Colonial Funeral Home ceased operations in July 2006 and has been inactive since that date. The carrying amount on the Company’s financial statements on June 20, 2007 was \$148,777. As a result of the sale, including payment of selling expenses, the Company recognized a gain of \$581,465. The Company received an initial payment of \$15,242, with the remaining amount due of \$715,000 to be paid in a lump sum within a year from the date of sale. The gain was included as a part of realized gains on investments and other assets in the Company’s condensed consolidated statement of earnings for the year ended December 31, 2007. In September of 2008, the Company foreclosed on the Utopia Development Corp. In October 2008, the Colonial Property was sold to RTTTA, LLC for \$650,000 less selling costs of \$26,079. The reduction of the 2007 gain by \$91,079 was recorded as a loss in 2008.

The Company leases office space and equipment under various non-cancelable agreements, with remaining terms up to five years. Minimum lease payments under these non-cancelable operating leases as of December 31, 2008, are approximately as follows:

Years Ending December 31:	
2009	\$ 1,177,000
2010	695,000
2011	411,000
2012	143,000
2013	26,000
Total	<u>\$ 2,452,000</u>

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

11) Reinsurance, Commitments and Contingencies (Continued)

Total rent expense related to non-cancelable operating leases for the years ended December 31, 2008, 2007, and 2006 was approximately \$2,074,000, \$1,957,000 and \$1,222,000, respectively.

SecurityNational Mortgage has loan purchase agreements with unaffiliated warehouse banks. The total amount available under these loan purchase agreements at December 31, 2008 was \$450,000,000. As of December 31, 2008, mortgage loans totaling approximately \$222,781,000 have been sold and were outstanding. The terms of the loan purchase agreements are typically for one year, with interest rates ranging from 1.5% to 2.25% over the 30 days LIBOR rate (from 1.99% to 2.74% as of December 31, 2008). SecurityNational Mortgage renewed one of its loan purchase agreements that expired on September 30, 2008 for another one year term. The other loan purchase agreement is a non-committed purchase agreement with no expiration date; however, the Company received notice from the warehouse bank that the agreement would be terminated in February 2009. The Company is actively pursuing purchase agreements with other warehouse banks.

In 1998, SecurityNational Mortgage entered into a Loan Purchase Agreement with Lehman Brothers Bank and its wholly owned subsidiary, Aurora Loan Services, LLC. Under the terms of the Loan Purchase Agreement, Lehman Brothers, through its subsidiary, Aurora Loan Services, agreed to purchase mortgage loans from time to time from SecurityNational Mortgage. During 2007, Aurora Loan Services purchased a total of 1,490 mortgage loans in the aggregate amount of \$352,774,000 from SecurityNational Mortgage. On January 17, 2008, Aurora Loan Services announced it was suspending all wholesale and correspondent mortgage originations. As a result of this policy change, Aurora Loan Services discontinued purchasing mortgage loans from all mortgage brokers and lenders, including SecurityNational Mortgage.

During 2007, Aurora Loan Services maintained that as part of its quality control efforts it reviewed mortgage loans purchased from SecurityNational Mortgage and determined that certain of the loans contained alleged misrepresentations and early payment defaults. Aurora Loan Services further maintained that these alleged breaches in the purchased mortgage loans provide it with the right to require SecurityNational Mortgage to immediately repurchase the mortgage loans containing the alleged breaches in accordance with the terms of the Loan Purchase Agreement. In order for Lehman Brothers and Aurora Loan Services to refrain from demanding immediate repurchase of the mortgage loans by SecurityNational Mortgage, SecurityNational Mortgage was willing to enter into an agreement to indemnify Lehman Brothers and Aurora Loan Services for any losses incurred in connection with the mortgage loans with alleged breaches that were purchased from SecurityNational Mortgage.

On December 17, 2007, SecurityNational Mortgage entered into an Indemnification Agreement with Lehman Brothers and Aurora Loan Services. Under the terms of the Indemnification Agreement, SecurityNational Mortgage agrees to indemnify Lehman Brothers and Aurora Loan Services for 75% of all losses that Lehman Brothers and Aurora Loan Services may have as a result of any current or future defaults by mortgagors on 54 mortgage loans that were purchased from SecurityNational Mortgage and listed as an attachment to the Indemnification Agreement. SecurityNational Mortgage is released from any obligation to pay the remaining 25% of such losses. The Indemnification Agreement also requires SecurityNational Mortgage to indemnify Lehman Brothers and Aurora Loan Services for 100% of losses incurred on mortgage loans with alleged breaches that are not listed on the attachment to the agreement.

Concurrently with the execution of the Indemnification Agreement, SecurityNational Mortgage paid \$395,000 to Aurora Loan Services as a deposit into a reserve account to secure the obligations of SecurityNational Mortgage under the Indemnification Agreement. This deposit is in addition to a \$250,000 deposit that SecurityNational Mortgage made to Aurora Loan Services on December 10, 2007, for a total of \$645,000. Losses from mortgage loans with alleged breaches are payable by SecurityNational Mortgage from the reserve account. However, Lehman Brothers and Aurora Loan Services are not to apply any funds from the reserve account to a particular mortgage loan until an actual loss has occurred.

The Indemnification Agreement further provides that SecurityNational Mortgage will be entitled to have held back 25 basis points on any mortgage loans that Aurora Loan Services purchases from SecurityNational Mortgage and to add the amount of the basis point holdbacks to the reserve account. SecurityNational Mortgage agreed to deliver to Aurora Loan Services at least \$300,000,000 in mortgage loans on an annual basis or at least \$600,000,000 in 24 months. These provisions may not be effective, however, because Aurora Loan Services has discontinued purchasing mortgage loans from SecurityNational Mortgage. SecurityNational Mortgage also agrees to pay to Aurora Loan Services the difference between the reserve account balance and \$645,000, but in no event will SecurityNational Mortgage be required to pay any amount into the reserve account that would result in a total contribution, including both the basis point holdbacks and cash payments, in excess of \$125,000 for any calendar month.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

11) Reinsurance, Commitments and Contingencies (Continued)

During 2007 and 2008, SecurityNational Mortgage made \$1,730,000 in total payments to Aurora Loan Services. Payments by SecurityNational Mortgage for December 2008 and January, February and March of 2009 totaling \$500,000 have not been made. When SecurityNational Mortgage entered into the Indemnification Agreement, it anticipated using basis point holdbacks from loan production credits toward satisfying the \$125,000 monthly obligations. Because Aurora Loan Services discontinued purchasing mortgage loans from SecurityNational Mortgage shortly after the Indemnification Agreement was executed, SecurityNational Mortgage has not had the benefit of using the basis point holdbacks toward payment of the \$125,000 monthly obligations. During 2008, funds were paid out of the reserve account to indemnify \$1,700,000 in losses from 22 mortgage loans that were among the 54 mortgage loans with alleged breaches which were listed on the attachment to the Indemnification Agreement. The estimated potential losses from the remaining 32 mortgage loans listed on the attachment, which would require indemnification by SecurityNational Mortgage for such losses, is \$3,357,000. Furthermore, Aurora Loan Services has made a request to be indemnified for losses related to ten mortgage loans not listed on the attachment to the Indemnification Agreement. Aurora Loan Services claims the total amount of such potential losses is \$2,746,000. During 2008, the Company recognized losses related to this matter of \$1,636,082; however, management cannot fully determine the total losses if any nor right the Company may have pursuant to Lehman Brothers and Auroa Loan Services refusal to purchase subsequent loans under the Indemnification Agreement.

At December 31, 2008, the Company was contingently liable under a standby letter of credit aggregating \$344,853, to be used as collateral to cover any contingency related to additional risk assessments pertaining to the Company's self-insurance casualty program. The Company does not expect any material losses to result from the issuance of the standby letter of credit because claims are not expected to exceed premiums paid. Accordingly, the estimated fair value of these instruments is zero.

The Company is self insured for certain casualty insurance and liability programs. Self-Insurance reserves are maintained relative to these programs. The level of exposure from catastrophic events is limited by the purchase of stop-loss and aggregate liability reinsurance coverages. When estimating the self-insurance liabilities and related reserves, management considers a number of factors, which include historical claims experience, demographic factors, severity factors and valuations provided by independent third-party actuaries. Management reviews its assumptions with its independent third-party administrators and actuaries to evaluate whether the self-insurance reserves are adequate. If actual claims or adverse development of loss reserves occurs and exceed these estimates, additional reserves may be required. The estimation process contains uncertainty since management must use judgment to estimate the ultimate cost that will be incurred to settle reported claims and unreported claims and unreported claims for incidents incurred but not reported as of the balance sheet date. At December 31, 2008, \$914,365 of reserves was established related to such insurance programs versus \$403,181 at December 31, 2007.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

11) Reinsurance, Commitments and Contingencies (Continued)

On March 5, 2007, the Company received a proposed consent order from the Florida Office of Insurance Regulation concerning the New Success Life Program, the higher education product currently marketed and sold by Southern Security Life. The proposed order states that as a result of the investigation the Florida Office of Insurance Regulation has determined that Southern Security Life violated Florida law (i) by knowingly making statements, sales presentations, omissions or comparisons that misrepresented the benefits, advantages, or terms of the New Success Life Program, and (ii) by knowingly making advertisements, announcements, or statements containing representations that were untrue or misleading.

The proposed order would require Security National Life and Southern Security Life to immediately cease and desist from making any false or misleading representations to Florida consumers suggesting that the New Success Life Program would accumulate enough value to pay for college expenses in full. The proposed order would also require Security National Life and Southern Security Life to agree to no longer market or sell the New Success Life Program in the State of Florida. In addition, Security National Life and Southern Security Life would be required to send a written notice to Florida consumers who purchased the New Success Life Program on or after January 1, 1998 stating that the higher education program is a whole life insurance product, with a term and annuity rider, and not a college trust fund, savings plan, or other program, and it may not necessarily pay college expenses in full from the accumulated value.

Moreover, the written notice is to provide an opportunity for the Florida consumers who purchased the New Success Life Program on or after January 1, 1998 to cancel their policy and be given a full refund, including all premiums paid, together with interest at the agreed upon rate in the original contract. If each of the Florida consumers who purchased the New Success Life Program after January 1, 1998 was to cancel his or her policy and receive a refund, the cost to the Company to refund all premiums paid, including interest, would be approximately \$8,200,000.

The proposed consent order would also require Security National Life and Southern Security Life to issue refunds including interest to the eleven policyholders whose affidavits were taken in connection with the administrative complaint that the Florida Office of Insurance Regulation had previously filed against Franz Wallace, the former National Sales Director of Southern Security Life. Security National Life and Southern Security Life would additionally be required to issue refunds, including interest, to any Florida policyholder in the New Success Life Program who had filed a complaint with the Florida Department of Financial Services or whose coverage had lapsed. Furthermore, Security National Life and Southern Security Life would be required to notify the state insurance department in each state in which the New Success Life Program is marketed of the order and any complaint that Southern Security Life received relating to the New Success Life Program from policyholders in that state. Finally, Security National Life and Southern Security Life would be required to pay the Florida Office a penalty of \$100,000 and administrative costs of \$5,000.

The Company disputes the terms of the proposed consent order. The Company is not aware of specific concerns that the Florida Office of Insurance Regulation has with the New Success Life Program because it has received no administrative complaint from the Florida Office of Insurance Regulation nor is it aware of any recent market conduct examination that the Florida Office has conducted relative to the program. The Company intends to vigorously oppose the proposed consent order. The Company is currently engaged in discussions with the Florida Office of Insurance Regulation in an effort to settle the dispute concerning the proposed order. If the Company is unable to reach a satisfactory resolution with the Florida Office of Insurance Regulation with respect to the terms of the proposed consent order and the Florida Office issues a similar order, the Company intends to take action necessary to protect its rights and interests, including requesting a hearing before an administrative law judge to oppose the order.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

11) Reinsurance, Commitments and Contingencies (Continued)

The Company is a defendant in various other legal actions arising from the normal conduct of business. Management believes that none of the actions will have a material effect on the Company's financial position or results of operations. Based on management's assessment and legal counsel's representations concerning the likelihood of unfavorable outcomes, no amounts have been accrued for the above claims in the consolidated financial statements.

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.

12) Retirement Plans

The Company and its subsidiaries have a noncontributory Employee Stock Ownership Plan (ESOP) for all eligible employees. Eligible employees are primarily those with more than one year of service, who work in excess of 1,000 hours per year. Contributions, which may be in cash or stock of the Company, are determined annually by the Board of Directors.

The Company's contributions are allocated to eligible employees based on the ratio of each eligible employee's compensation to total compensation for all eligible employees during each year. ESOP contribution expense totaled \$-0-, \$176,061 and \$138,286 for 2008, 2007 and 2006, respectively. At December 31, 2008 the ESOP held 579,084 shares of Class A and 1,797,839 shares of Class C common stock of the Company. All shares held by the ESOP have been allocated to the participating employees and all shares held by the ESOP are considered outstanding for purposes of computing earnings per share.

The Company has a 401(k) savings plan covering all eligible employees, as defined above, which includes employer participation in accordance with the provisions of Section 401(k) of the Internal Revenue Code. The plan allows participants to make pretax contributions up to a maximum of \$15,500, \$15,500 and \$15,000 for the years 2008, 2007 and 2006, respectively or the statutory limits.

Beginning January 1, 2008, the Company elected to be a "Safe Harbor" Plan for its matching 401(k) contributions. The Company matched 100% of up to 3% of an employee's total annual compensation and matched 50% of 4% to 5% of an employee's annual compensation. The match was in Company Stock. The Company contribution for 2008 was \$365,925 under the "Safe Harbor" plan.

For the years prior to 2008 the Company matched up to 50% of each employee's investment in Company stock, up to 1/2 of 1% of the employee's total annual compensation. The Company's match was in Company stock and the amount of the match was at the discretion of the Company's Board of Directors. The Company's matching 401(k) contributions for 2007 and 2006 were \$10,001 and \$8,656, respectively. Also, the Company contributed, at the discretion of the Company's Board of Directors, an Employer Profit Sharing Contribution to the 401(k) savings plan. The Employer Profit Sharing Contribution was divided among three different classes of participants in the plan based upon the participant's title in the Company. The Company contributions for 2007 and 2006 were \$198,022 and \$162,584 respectively. All amounts contributed to the plan are deposited into a trust fund administered by an independent trustee.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

12) Retirement Plans (Continued)

In 2001, the Company's Board of Directors adopted a Deferred Compensation Plan. Under the terms of the Plan, the Company will provide deferred compensation for a select group of management or highly compensated employees, within the meaning of Sections 201(2), 301(a)(3) and 401(a)(1) of the Employee Retirement Income Security Act of 1974, as amended. The Board has appointed a Committee of the Company to be the Plan Administrator and to determine the employees who are eligible to participate in the plan. The employees who participate may elect to defer a portion of their compensation into the plan. The Company may contribute into the plan at the discretion of the Company's Board of Directors. The Company's contributions for 2008, 2007 and 2006 were \$-0-, \$133,037 and \$125,558, respectively.

The Company has deferred compensation agreements with its Chief Executive Officer and its past Senior Vice President. The deferred compensation is payable on the retirement or death of these individuals either in annual installments over 10 years or in a lump sum settlement, if approved by the Board of Directors. The amount payable is \$75,184 per year with cost of living adjustments each anniversary. The compensation agreements also provide that any remaining balance will be payable to their heirs in the event of their death. In addition, the agreements provide that the Company will pay the Group Health coverages for these individuals and/or their spouses. In 2008, the Company increased its liability for these future obligations by \$6,000 and in 2007 decreased its liability by \$9,000, respectively. The current balance as of December 31, 2008 is \$727,000.

On July 16, 2004, the Company entered into an employment agreement with Scott M. Quist, its President and Chief Operating Officer. The agreement is effective as of December 4, 2003 and has a five-year term, but the Company has agreed to renew the agreement on December 4, 2008 and 2013 for additional five-year terms, provided Mr. Quist performs his duties with usual and customary care and diligence. Under the terms of the agreement, Mr. Quist is to devote his full time to the Company serving as its President, and Chief Operating Officer at not less than his current salary and benefits. The Company also agrees to maintain a group term life insurance policy of not less than \$1,000,000 on Mr. Quist's life and a whole life insurance policy in the amount of \$500,000 on Mr. Quist's life. In the event of disability, Mr. Quist's salary would be continued for up to five years at 75% of its current level.

In the event of a sale or merger of the Company and Mr. Quist is not retained in his current position, the Company would be obligated to continue Mr. Quist's current compensation and benefits for seven years following the merger or sale. The agreement further provides that Mr. Quist is entitled to receive annual retirement benefits beginning (i) one month from the date of his retirement (to commence no sooner than age 65), (ii) five years following complete disability, or (iii) upon termination of his employment without cause. These retirement benefits are to be paid for a period of ten years in annual installments in the amount equal to 75% of his then current rate of compensation. However, in the event that Mr. Quist dies prior to receiving all retirement benefits thereunder, the remaining benefits are to be paid to his heirs. The Company expensed \$116,400 and \$101,200 in fiscal 2008 and 2007, respectively, to cover the present value of anticipated retirement benefits under the employment agreement. The liability accrued is \$703,900 and \$587,500 as of December 31, 2008 and 2007, respectively.

On December 4, 2003, the Company, through its subsidiary SecurityNational Mortgage Company, entered into an employment agreement with J. Lynn Beckstead, Jr., Vice President of Mortgage Operations and President of SecurityNational Mortgage Company. The agreement has a five-year term, but the Company has agreed to renew the agreement on December 4, 2008 and 2013 for additional five-year terms, provided Mr. Beckstead performs his duties with usual and customary care and diligence. Under the terms of the agreement, Mr. Beckstead is to devote his full time to the Company serving as President of SecurityNational Mortgage Company at not less than his current salary and benefits, and to include \$350,000 of life insurance protection. In the event of disability, Mr. Beckstead's salary would be continued for up to five years at 50% of its current level.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

12) Retirement Plans (Continued)

In the event of a sale or merger of the Company and Mr. Beckstead is not retained in his current position, the Company would be obligated to continue Mr. Beckstead's current compensation and benefits for five years following the merger or sale. The agreement further provides that Mr. Beckstead is entitled to receive annual retirement benefits beginning (i) one month from the date of his retirement (to commence no sooner than age 62½) (ii) five years following complete disability, or (iii) upon termination of his employment without cause. These retirement benefits are to be paid for a period of ten years in annual installments in the amount equal to one-half of his then current annual salary. However, in the event that Mr. Beckstead dies prior to receiving all retirement benefits thereunder, the remaining benefits are to be paid to his heirs. The Company expensed in 2008 and 2007 approximately \$46,400 and \$43,900, respectively, to cover the present value of the retirement benefit of the agreement. The liability accrued is \$363,300 and \$316,900, as of December 31, 2008 and 2007, respectively.

13) Capital Stock

The Company has two classes of common stock with shares outstanding, Class A and Class C. Class C shares vote share for share with the Class A shares on all matters except election of one-third of the directors who are elected solely by the Class A shares, but generally are entitled to a lower dividend participation rate. Class C shares are convertible into Class A shares at any time on a ten to one ratio.

Stockholders of both classes of common stock have received 5% stock dividends in the years 1990 through 2008, as authorized by the Company's Board of Directors.

The Company has Class B Common Stock of \$1.00 par value, 5,000,000 shares authorized, of which none are issued. Class B shares are non-voting stock except to any proposed amendment to the Articles of Incorporation which would affect Class B Common Stock.

The following table summarizes the activity in shares of capital stock for the three-year period ended December 31, 2008:

	Class A	Class C
Balance at December 31, 2005	7,098,363	6,781,060
New shares issued for compensation	500	--
Exercise of stock options	74,520	--
Stock dividends	359,606	338,940
Conversion of Class C to Class A	241	(2,409)
Balance at December 31, 2006	7,533,230	7,117,591
Exercise of stock options	(38,487)	1,157,626
Stock dividends	375,413	406,217
Conversion of Class C to Class A	15,073	(150,735)
Balance at December 31, 2007	7,885,229	8,530,699
Exercise of stock options	--	--
Stock dividends	394,677	423,635
Conversion of Class C to Class A	4,203	(42,019)
Balance at December 31, 2008	8,284,109	8,912,315

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

13) Capital Stock (Continued)

Earnings per share amounts have been retroactively adjusted for the effect of annual stock dividends. In accordance with SFAS 128, the basic and diluted earnings per share amounts were calculated as follows:

	2008	2007	2006
Numerator:			
Net income	\$ 574,853	\$ 2,265,396	\$ 5,124,450
Denominator:			
Denominator for basic earnings per share-weighted-average shares	8,160,422	8,010,635	7,808,470
Effect of dilutive securities:			
Employee stock options	--	189,356	165,081
Stock appreciation rights	--	--	1,435
Dilutive potential common shares	8,160,422	189,356	166,516
Denominator for diluted earnings per share-adjusted weighted-average shares and assumed conversions	8,160,422	8,199,991	7,974,986
Basic earnings per share	\$ 0.07	\$ 0.28	\$ 0.66
Diluted earnings per share	\$ 0.07	\$ 0.28	\$ 0.64

14) Stock Compensation Plans

The Company has four fixed option plans (the "1993 Plan," the "2000 Plan", the "2003 Plan" and the "2006 Plan"). Compensation cost of \$375,046 has been recognized for these plans under SFAS 123R for 2008 and \$20,120 has been recognized for 2007 and 2006. Deferred tax has been recognized for these plans for \$127,516 for 2008 and \$6,841 for 2007 and 2006.

The weighted-average fair value of each option granted in 2008 under the 2003 Plan and the 2006 Plan, is estimated at \$2.15 for the March 31, 2008 options and \$1.10 for the December 5, 2008 options as of the grant date using the Black Scholes Option Pricing Model with the following assumptions: dividend yield of 5%, volatility of 63%, risk-free interest rate of 3.4%, and an expected life of five to ten years.

The weighted-average fair value of each option granted in 2007 under the 2003 Plan and the 2006 Plan, is estimated at \$2.35 as of the grant date using the Black Scholes Option Pricing Model with the following assumptions: dividend yield of 5%, volatility of 47%, risk-free interest rate of 3.4%, and an expected life of ten years.

The weighted-average fair value of options granted in 2006 under the 2000 Plan and the 2003 Plan is estimated at \$3.11 as of the grant date using the Black Scholes option-pricing model with the following assumptions: dividend yield of 5%, volatility of 42%, risk-free interest rate of 3.4%, and an expected life of five to ten years.



SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

14) Stock Compensation Plans (Continued)

The Company generally estimates the expected life of the options based upon the contractual term of the options. Future volatility is estimated based upon the historical volatility of the Company's Class A common stock 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. Future compensation relating to non-vested stock options at December 31, 2008 is not material.

Description and activity for each Plan is summarized as follows:

The Company had a 1987 Incentive Stock Option Plan that was terminated in 1997 and the last options were canceled during 2006 as follows:

	<u>Number of Class A Shares</u>	<u>Option Price</u>
Outstanding at December 31, 2005	3,489	\$ 2.90
Adjustment for the effect of stock dividends	<u>175</u>	
Outstanding at December 31, 2006	3,664	\$ 2.76
Cancelled	<u>(3,664)</u>	
Outstanding at December 31, 2007	<u>    --</u>	<u>    --</u>

On June 21, 1993, the Company adopted the Security National Financial Corporation 1993 Stock Incentive Plan (the "1993 Plan"), which reserved 300,000 shares of Class A Common Stock for issuance thereunder.

The 1993 Plan allows the Company to grant options and issue shares as a means of providing equity incentives to key personnel, giving them a proprietary interest in the Company and its success and progress.

The 1993 Plan provides for the grant of options and the award or sale of stock to officers, directors, and employees of the Company. Both "incentive stock options," as defined under Section 422A of the Internal Revenue Code of 1986 (the "Code"), and "non-qualified options" may be granted pursuant to the 1993 Plan. Options intended as incentive stock options may be issued only to employees, and must meet certain conditions imposed by the Code, including a requirement that the option exercise price be not less than the fair market value of the option shares on the date of grant. The 1993 Plan provides that the exercise price for non-qualified options will be not less than at least 50% of the fair market value of the stock subject to such option as of the date of grant of such options, as determined by the Company's Board of Directors.

The options were granted to reward certain officers and key employees who have been employed by the Company for a number of years and to help the Company retain these officers by providing them with an additional incentive to contribute to the success of the Company.

The 1993 Plan is administered by the Board of Directors or by a committee designated by the Board. The 1993 Plan provides that if the shares of Common Stock shall be subdivided or combined into a greater or smaller number of shares or if the Company shall issue any shares of Common Stock as a stock dividend on its outstanding Common Stock, the number of shares of Common Stock deliverable upon the exercise of options shall be increased or decreased proportionately, and appropriate adjustments shall be made in the purchase price per share to reflect such subdivision, combination or stock dividend. No options may be exercised for a term of more than ten years from the date of grant.

On November 7, 1996, the Company amended the Plan as follows: (i) to increase the number of shares of Class A Common Stock reserved for issuance under the plan from 300,000 Class A shares to 600,000 Class A shares; and (ii) to provide that the stock subject to options, awards and purchases may include Class C Common Stock.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

14) Stock Compensation Plans (Continued)

On October 14, 1999, the Company amended the 1993 Plan to increase the number of shares of Class A Common Stock reserved for issuance under the plan from 600,000 Class A shares to 1,046,126 Class A shares. The Plan had a term of ten years and was terminated in 2003 and options granted thereunder are non-transferable.

Activity of the 1993 Plan is summarized as follows:

	Number of Class A Shares	Option Price
Outstanding at December 31, 2005	349,955	\$1.88 - \$5.10
Adjustment for the effect of stock dividends	13,345	
Exercised	(53,604)	
Cancelled	(29,453)	
Outstanding at December 31, 2006	280,243	\$1.79 - \$4.86
Adjustment for the effect of stock dividends	13,891	
Exercised --	--	
Cancelled	(2,431)	
Outstanding at December 31, 2007	291,703	\$1.71 - \$4.62
Adjustment for the effect of stock dividends	13,466	
Exercised	--	
Cancelled	(22,402)	
Outstanding at December 31, 2008	282,767	\$1.62 - \$4.40
Exercisable at end of year	282,767	\$1.62 - \$4.40
Available options for future grant 1993 Stock Incentive Plan	--	
Weighted average contractual term of options outstanding at December 31, 2008		2.4 years
Aggregated intrinsic value of options outstanding at December 31, 2008	\$	--

On October 16, 2000, the Company adopted the Security National Financial Corporation 2000 Director Stock Option Plan (the "2000 Plan"), which reserved 50,000 shares of Class A Common Stock for issuance thereunder. Effective November 1, 2000, and on each anniversary date thereof during the term of the 2000 Plan, each outside Director who shall first join the Board after the effective date shall be granted an option to purchase 1,000 shares upon the date which such person first becomes an outside Director and an annual grant of an option to purchase 1,000 shares on each anniversary date thereof during the term of the 2000 Plan. The options granted to outside Directors shall vest in their entirety on the first anniversary date of the grant.

The primary purposes of the 2000 Plan are to enhance the Company's ability to attract and retain well-qualified persons for service as directors and to provide incentives to such directors to continue their association with the Company.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

14) Stock Compensation Plans (Continued)

The 2000 Plan provides that if the shares of Common Stock shall be subdivided or combined into a greater or smaller number of shares or if the Company shall issue any shares of Common Stock as a stock dividend on its outstanding Common Stock, the number of shares of Common Stock deliverable upon the exercise of options shall be increased or decreased proportionately, and appropriate adjustments shall be made in the purchase price per share to reflect such subdivisions, combination or stock dividend.

The 2000 Plan terminated in 2006 and options granted are non-transferable. Options granted and outstanding under the 2000 Plan include Stock Appreciation Rights which permit the holder of the option to elect to receive cash, amounting to the difference between the option price and the fair market value of the stock at the time of the exercise, or a lesser amount of stock without payment, upon exercise of the option.

Activity of the 2000 Plan is summarized as follows:

	Number of Class A Shares	Option Price
Outstanding at December 31, 2005	20,716	\$2.00 - \$5.19
Adjustment for the effect of stock dividends	845	
Granted	--	
Exercised	<u>(3,828)</u>	
Outstanding at December 31, 2006	17,733	\$1.90 - \$4.94
Adjustment for the effect of stock dividends	695	
Granted	--	
Exercised	<u>(3,828)</u>	
Outstanding at December 31, 2007	14,600	\$2.70 - \$4.71
Adjustment for the effect of stock dividends	474	
Granted	--	
Cancelled	(5,104)	
Outstanding at December 31, 2008	<u>9,970</u>	\$2.58 - \$3.02
Exercisable at end of year	<u>9,970</u>	\$2.58 - \$3.02
Available options for future grant 2000 Director Plan	<u>-0-</u>	
Weighted average contractual term of options outstanding at December 31, 2008	1.3 years	
Aggregated intrinsic value of options outstanding at December 31, 2008	<u>-0-</u>	

On July 11, 2003, the Company adopted the Security National Financial Corporation 2003 Stock Option Plan (the "2003 Plan"), which reserved 500,000 shares of Class A Common Stock and 1,000,000 shares of Class C Common Stock for issuance thereunder. On July 13, 2007, the Company amended the 2003 Plan to authorize an additional 400,000 shares of Class A Common Stock and an additional 1,000,000 shares of Class C common stock to be made available for issuance under the Plan. The 2003 Plan allows the Company to grant options and issue shares as a means of providing equity incentives to key personnel, giving them a proprietary interest in the Company and its success and progress.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

14) Stock Compensation Plans (Continued)

The 2003 Plan provides for the grant of options and the award or sale of stock to officers, directors, and employees of the Company. Both “incentive stock options”, as defined under Section 422A of the Internal Revenue Code of 1986 (the “Code”) and “non-qualified options” may be granted under the 2003 Plan.

The 2003 Plan is to be administered by the Board of Directors or by a committee designated by the Board. The terms of options granted or stock awards or sales affected under the 2003 Plan are to be determined by the Board of Directors or its committee. No options may be exercised for a term of more than ten years from the date of the grant. Options intended as incentive stock options may be issued only to employees, and must meet certain conditions imposed by the code, including a requirement that the option exercise price be no less than the fair market value of the option shares on the date of grant. The 2003 Plan provides that the exercise price for non-qualified options will not be less than at least 50% of the fair market value of the stock subject to such option as of the date of grant of such options, as determined by the Company’s Board of Directors.

The 2003 Plan has a term of ten years. The Board of Directors may amend or terminate the 2003 Plan at any time, from time to time, subject to approval of certain modifications to the 2003 Plan by the shareholders of the Company as may be required by law or the 2003 Plan.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

14) Stock Compensation Plans (Continued)

Activity of the 2003 Plan is summarized as follows:

	Number of Class A Shares	Number of Class C Shares(1)	Option Price(1)
Outstanding at December 31, 2005	533,479	1,102,500	\$2.93 - \$3.68
Adjustment for the effect of stock dividends	22,823	55,125	
Granted	--	--	
Exercised	(63,881)	--	
Cancelled	(13,125)	--	
Outstanding at December 31, 2006	479,296	1,157,625	\$2.79 - \$3.50
Adjustment for the effect of stock dividends	21,674	--	
Granted	--	--	
Exercised	(44,650)	(1,157,625)	
Cancelled	(1,158)	--	
Outstanding at December 31, 2007	455,162	--	\$2.66 - \$3.33
Adjustment for the effect of stock dividends	40,006	75,000	
Granted	389,923	1,110,770	
Exercised	--	--	
Cancelled	(6,032)	--	
Outstanding at December 31, 2008	879,059	1,185,770	\$1.43 - \$4.03
Exercisable at end of year	590,499	393,750	\$2.53 - \$4.03
Available options for future grant 2003 Stock Incentive Plan	119,020	5	
Weighted average contractual term of options outstanding at December 31, 2008	4.8 years		
Aggregated intrinsic value of options outstanding at December 31, 2008	-0-		

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

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

14) Stock Compensation Plans (Continued)

On December 7, 2006, the Company adopted the 2006 Director Stock Option Plan (the "Director Plan") effective December 7, 2006. The Director Plan provides for the grant by the Company of options to purchase up to an aggregate of 100,000 shares of Class A Common Stock for issuance thereunder and adjusted for stock dividends if any. The Director Plan provides that each member of the Company's Board of Directors who is not an employee or paid consultant of the Company automatically is eligible to receive options to purchase the Company's Class A Common Stock under the Director Plan.

Effective as of December 7, 2006, and on each anniversary date thereof during the term of the Director Plan, each outside director shall automatically receive an option to purchase 1,000 shares of Class A Common Stock. In addition, each new outside director who shall first join the Board after the effective date shall be granted an option to purchase 1,000 shares upon the date which such person first becomes an outside director and an annual grant of an option to purchase 1,000 shares on each anniversary date thereof during the term of the Director Plan. The options granted to outside directors shall vest in their entirety on the first anniversary date of the grant. The primary purposes of the Director Plan are to enhance the Company's ability to attract and retain well-qualified persons for service as directors and to provide incentives to such directors to continue their association with the Company.

In the event of a merger of the Company with or into another company, or a consolidation, acquisition of stock or assets or other change in control transaction involving the Company, each option becomes exercisable in full, unless such option is assumed by the successor corporation. In the event the transaction is not approved by a majority of the "Continuing Directors" (as defined in the Director Plan), each option becomes fully vested and exercisable in full immediately prior to the consummation of such transaction, whether or not assumed by the successor corporation.

Activity of the 2006 Plan is summarized as follows:

	Number of Class A Shares	Option Price
Outstanding at December 31, 2005	--	--
Granted	4,000	
Adjustment for the effect of stock dividends	200	
Outstanding at December 31, 2006	4,200	\$ 5.06
Granted	4,000	
Adjustment for the effect of stock dividends	410	
Outstanding at December 31, 2007	8,610	\$ 3.57 - \$4.82
Granted	34,000	
Adjustment for the effect of stock dividends	2,131	
Outstanding at December 31, 2008	44,741	\$ 1.34 - \$4.59
Exercisable at end of year	16,919	\$ 3.40 - \$4.59
Available options for future grant 2006 Stock Incentive Plan	71,022	
Weighted average contractual term of options outstanding at December 31, 2008	9.2 years	
Aggregated intrinsic value of options outstanding at December 31, 2008	--	

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

14) Stock Compensation Plans (Continued)

The Company's Board of Directors granted stock options in 2004 to Scott M. Quist, the Company's President and Chief Operating Officer, to purchase up to 1,000,000 shares of Class C common stock at exercise prices of \$.323 and \$.36 per share. On May 31, 2007, Mr. Quist made a cashless exercise of such options to purchase a total of 1,157,625 shares of Class C common stock that he was entitled to receive, after adjustments for 5% stock dividends issued in 2005, 2006 and 2007.

In connection with the exercise of such options on a cashless basis, Mr. Quist delivered and the Company indirectly repurchased a total of 58,376 shares of Class A common stock from Mr. Quist in exchange for all the Class C shares he would be entitled to receive for exercising the options. Inasmuch as there were 6,966,849 shares of Class C common stock outstanding as of May 31, 2007 out of a total of 7,500,000 authorized shares of Class C common stock, the Company could legally issue only 533,151 shares of Class C common stock to Mr. Quist, leaving a balance of 624,474 Class C common shares owing to him.

In order to issue the additional shares of Class C common shares owing to Mr. Quist, the Board of Directors approved on July 13, 2007 an amendment to the Company's Articles of Incorporation to increase the number of Class C common shares from 7,500,000 shares to 15,000,000 shares. Because stockholder approval was also required to amend the Company's Articles of Incorporation, the Company scheduled a special stockholders meeting on September 21, 2007 to approve the amendment to the Articles of Incorporation to increase the number of authorized shares of Class C common stock from 7,500,000 shares to 15,000,000 shares.

On September 21, 2007 the stockholders approved the amendment to the Articles of Incorporation at the special stockholders meeting that increased the number of Class C common shares to 15,000,000 shares, and, as a result, the Company was able to issue Mr. Quist the additional 624,474 shares of Class C common stock that were owed pursuant to his exercise of stock options.

15) Statutory Surplus from Statutory Reserves

Generally, the net assets of the life insurance subsidiaries available for transfer to the Company are limited to the amounts that the life insurance subsidiaries net assets, as determined in accordance with statutory accounting practices, which were \$21,358,558 at December 31, 2008, exceed minimum statutory capital requirements; however, payments of such amounts as dividends are subject to approval by regulatory authorities.

The Utah, Louisiana, Arkansas and Missouri Insurance Departments impose minimum risk-based capital requirements that were developed by the National Association of Insurance Commissioners, ("NAIC") on insurance enterprises. The formulas for determining the risk-based capital ("RBC") specify various factors that are applied to financial balances or various levels of activity based on the perceived degree of risk. Regulatory compliance is determined by a ratio (the "Ratio") of the enterprise's regulatory total adjusted capital, as defined by the NAIC, to its authorized control level, as defined by the NAIC. Enterprises below specific trigger points or ratios are classified within certain levels, each of which requires specified corrective action. The life insurance subsidiaries have a combined weighted Ratio that is greater than 250% of the first level of regulatory action.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

16) Business Segment Information

**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. Intersegment revenues are recorded at cost plus an agreed upon intercompany profit.



SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

16) Business Segment Information (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.

	2008				Consolidated
	Life Insurance	Cemetery/ Mortuary	Mortgage	Reconciling Items	
Revenues:					
From external sources:					
Revenue from customers	\$ 35,981,297	\$ 12,725,930	\$ 143,411,459	\$ --	\$ 192,118,686
Net investment income	15,931,523	953,284	11,218,702	--	28,103,509
Realized gains on investments and other assets	(1,642,636)	(91,079)	--	--	(1,733,715)
Other revenues	386,354	177,997	451,019		1,015,370
Intersegment revenues:					
Net investment income	4,818,907	120,771	358,455	(5,298,133)	--
Total revenues	<u>55,475,445</u>	<u>13,886,903</u>	<u>155,439,635</u>	<u>(5,298,133)</u>	<u>219,503,850</u>
Expenses:					
Death and other policy benefits	19,195,170	--	--	--	19,195,170
Increase in future policy benefits	13,709,135	--	--	--	13,709,135
Amortization of deferred policy and preneed acquisition costs and value of business acquired	5,586,848	423,425	--	--	6,010,273
Depreciation	663,600	863,163	534,539	--	2,061,302
General, administrative and other costs:					
Intersegment	24,000	65,064	257,409	(346,473)	--
Other	17,766,109	12,231,653	140,351,243	--	170,349,005
Interest expense:					
Intersegment	279,489	171,057	4,501,114	(4,951,660)	--
Other	191,927	256,728	6,999,799	--	7,448,454
Total benefits and expenses	<u>57,416,278</u>	<u>14,011,090</u>	<u>152,644,104</u>	<u>(5,298,133)</u>	<u>218,773,339</u>
Earnings (losses) before income taxes	<u>\$ (1,940,833)</u>	<u>\$ (124,187)</u>	<u>\$ 2,795,531</u>	<u>\$ --</u>	<u>\$ 730,511</u>
Identifiable assets	<u>\$ 421,550,749</u>	<u>\$ 64,737,730</u>	<u>\$ 26,145,713</u>	<u>\$ (70,629,667)</u>	<u>\$ 441,804,525</u>
Expenditures for long-lived assets	<u>\$ 308,226</u>	<u>\$ 372,511</u>	<u>\$ 643,112</u>	<u>\$ --</u>	<u>\$ 1,323,849</u>

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

16) Business Segment Information (Continued)

	2007				Consolidated
	Life Insurance	Cemetery/ Mortuary	Mortgage	Reconciling Items	
Revenues:					
From external sources:					
Revenue from customers	\$ 32,262,837	\$ 13,188,655	\$ 130,472,166	\$ --	\$ 175,923,658
Net investment income	14,575,311	942,637	16,438,496	--	31,956,444
Realized gains on investments and other assets	193,109	814,465	--	--	1,007,574
Other revenues	157,670	349,789	352,947	--	860,406
Intersegment revenues:					
Net investment income	6,866,489	116,004	472,785	(7,455,278)	--
Total revenues	<u>54,055,416</u>	<u>15,411,550</u>	<u>147,736,394</u>	<u>(7,455,278)</u>	<u>209,748,082</u>
Expenses:					
Death and other policy benefits	18,353,228	--	--	--	18,353,228
Increase in future policy benefits	11,389,019	--	--	--	11,389,019
Amortization of deferred policy and pre-need acquisition costs and value of business acquired	5,195,549	375,250	--	--	5,570,799
Depreciation	715,478	829,196	537,976	--	2,082,650
General, administration and other costs:					
Intersegment	24,000	62,869	287,864	(374,733)	--
Other	14,136,583	12,581,767	129,240,135	--	155,958,485
Interest expense:					
Intersegment	498,272	172,683	6,409,590	(7,080,545)	--
Other	253,720	280,506	12,736,644	--	13,270,870
Total benefits and expenses	<u>50,565,849</u>	<u>14,302,271</u>	<u>149,212,209</u>	<u>(7,455,278)</u>	<u>206,625,051</u>
Earnings (losses) before income taxes	<u>\$ 3,489,567</u>	<u>\$ 1,109,279</u>	<u>\$ (1,475,815)</u>	<u>\$ --</u>	<u>\$ 3,123,031</u>
Identifiable assets	<u>\$ 397,295,306</u>	<u>\$ 61,102,244</u>	<u>\$ 24,181,819</u>	<u>\$ (64,416,724)</u>	<u>\$ 418,162,645</u>
Expenditures for long-lived assets	<u>\$ 850,270</u>	<u>\$ 1,248,701</u>	<u>\$ 910,308</u>	<u>\$ --</u>	<u>\$ 3,009,279</u>

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

16) Business Segment Information (Continued)

	2006				Consolidated
	Life Insurance	Cemetery/ Mortuary	Mortgage	Reconciling Items	
Revenues:					
From external sources:					
Revenue from customers	\$ 30,776,491	\$ 12,122,728	\$ 85,112,831	\$ --	\$ 128,012,050
Net investment income	13,774,225	935,487	8,535,919	--	23,245,631
Realized gains on investments and other assets	131,073	760,231	--	--	891,304
Other revenues	34,921	108,987	237,640	--	381,548
Intersegment revenues:					
Net investment income	4,907,414	116,004	452,070	(5,475,488)	--
<b>Total revenues</b>	<b>49,624,124</b>	<b>14,043,437</b>	<b>94,338,460</b>	<b>(5,475,488)</b>	<b>152,530,533</b>
Expenses:					
Death and other policy benefits	16,853,568	--	--	--	16,853,568
Increase in future policy benefits	10,465,268	--	--	--	10,465,268
Amortization of deferred policy and preneed acquisition costs and value of business acquired	3,796,062	328,685	--	--	4,124,747
Depreciation	487,545	754,473	540,915	--	1,782,933
General, administrative and other costs:					
Intersegment	24,000	60,672	294,828	(379,500)	--
Other	12,603,489	11,052,105	82,611,487	--	106,267,081
Interest expense:					
Intersegment	546,075	177,359	4,372,554	(5,095,988)	--
Other	376,289	307,728	5,457,281	--	6,141,298
<b>Total benefits and expenses</b>	<b>45,152,296</b>	<b>12,681,022</b>	<b>93,277,065</b>	<b>(5,475,488)</b>	<b>145,634,895</b>
<b>Earnings before income taxes</b>	<b>\$ 4,471,828</b>	<b>\$ 1,362,415</b>	<b>\$ 1,061,395</b>	<b>\$ --</b>	<b>\$ 6,895,638</b>
<b>Identifiable assets</b>	<b>\$ 353,431,518</b>	<b>\$ 54,787,639</b>	<b>\$ 22,158,123</b>	<b>\$ (52,982,097)</b>	<b>\$ 377,395,183</b>
<b>Expenditures for long-lived assets</b>	<b>\$ 454,817</b>	<b>\$ 670,988</b>	<b>\$ 637,903</b>	<b>\$ --</b>	<b>\$ 1,763,708</b>

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

17) Related Party Transactions

On November 19, 2007, Security National Life and Scott M. Quist entered into a Use and Buy Sale Agreement to jointly purchase a condominium located in St. George, Utah. Mr. Quist is the Company's President and Chief Operating Officer. The condominium is to be used for the entertainment of Security National Life's executive officers and employees, outside vendors and prospective customers. The purchase price of the condominium, including improvements and furnishings, was \$538,962. Mr. Quist paid \$286,207 of that amount and Security National Life paid \$252,755.

Under the terms of the agreement, Security National Life and Mr. Quist have the right to use the condominium in proportion to their respective contributions towards the purchase price, including furnishings and fixtures. Mr. Quist is responsible for the care and maintenance of the condominium. The payment of taxes, insurance, utilities and homeowners' fees is to be divided between Security National Life and Mr. Quist according to their respective ownership percentages.

Upon the death, disability or retirement of Mr. Quist or his separation from employment with the Company, Mr. Quist or his estate, as the case may be, shall have the right to purchase Security National Life's interest in the condominium at the original purchase price or fair market value, whichever is less. Security National Life's contribution to the purchase price of the condominium was equal to an amount of accrued but unpaid bonuses owed to Mr. Quist, which he agreed to continue to defer for the option that would allow him or his estate to purchase Security National Life's interest in the condominium upon his death, disability or retirement at the lesser of the original purchase price or fair market value.

18) Disclosure about Fair Value of Financial Instruments

The fair values of investments in fixed maturity and equity securities along with methods used to estimate such values are disclosed in Note 3. The following methods and assumptions were used by the Company in estimating the "fair value" disclosures related to other significant financial instruments:

*Cash, Receivables, Short-term Investments, and Restricted Assets of the Cemeteries and Mortuaries:* The carrying amounts reported in the accompanying consolidated balance sheet for these financial instruments approximate their fair values.

*Mortgage, Policy, Student, and Collateral Loans:* 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.

*Investment Contracts:* The fair values for the Company's liabilities under investment-type insurance contracts 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.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

18) Disclosure about Fair Value of Financial Instruments (Continued)

At December 31, 2007, the carrying amounts and fair values of the financial assets and liabilities were as follows:

	<b>December 31, 2007</b>	
	<b>Carrying Amount</b>	<b>Fair Value</b>
<b>Financial assets:</b>		
Investment in fixed maturity securities	\$ 116,896,016	\$ 114,476,524
Investment in securities available for sale	8,742,212	8,741,212
Investment in mortgage loans and construction loans	92,884,055	92,884,055
Investment in policy, student and other loans	16,860,874	16,860,874
Short-term investments	5,337,367	5,337,367
Cash and cash equivalents	5,203,060	5,203,060
Mortgage loans sold to investors	66,700,694	66,700,694
Receivables	15,036,867	15,036,867
Restricted assets of cemeteries and mortuaries	5,711,054	5,711,054
Cemetery perpetual care trust investments	1,604,600	1,604,600
<b>Financial liabilities:</b>		
Investment-type insurance contracts	(106,939,120)	(106,939,120)
Bank loans payable, excluding interest rate swaps	(12,525,715)	(12,525,715)
Notes and contracts payable	(818,810)	(818,810)
Accounts payable	(1,833,188)	(1,833,188)
Other liabilities and accrued expenses	(14,812,845)	(14,812,845)
<b>Derivatives:</b>		
Interest rate lock commitments	627,116	627,116
Forward contracts on mortgage-backed securities	- 0 -	- 0 -
Bank loan interest rate swaps	(26,951)	(26,951)

Financial Accounting Standards Board (FASB) Statement No. 157, *Fair Value Measurements* ("SFAS No. 157") is effective for fiscal years beginning after November 15, 2007. The Company adopted the provisions of SFAS No. 157 as of January 1, 2008 for financial assets and financial liabilities that are measured at fair value. SFAS No. 157:

- Defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, and establishes a framework for measuring fair value;
- Establishes a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation as of the measurement date;
- Expands disclosures about financial instruments measured at fair value.

Financial assets and financial liabilities recorded on the consolidated balance sheet at fair value are categorized based on the reliability of inputs to the valuation techniques as follows:

*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

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

18) Disclosure about Fair Value of Financial Instruments (Continued)

*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.

We utilize a combination of third party valuation service providers, brokers, and internal valuation models to determine fair value.

The following tables summarize Level 1, 2 and 3 financial assets and financial liabilities by their classification in the consolidated balance sheet at December 31, 2008.

	<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>				
Investment in securities available for sale	\$ 5,854,237	\$ 5,854,237	\$ -	\$ -
Short-term investments	5,282,986	5,282,986	-	-
Restricted assets of cemeteries and mortuaries	1,241,038	1,241,038	-	-
Cemetery perpetual care trust investments	1,840,119	1,840,119	-	-
<b>Total assets accounted for at fair value on a recurring basis</b>	<b>\$ 14,218,380</b>	<b>\$ 14,218,380</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Liabilities accounted for at fair value on a recurring basis</b>				
Investment-type insurance contracts	\$ (112,351,916)	\$ -	\$ -	\$ (112,351,916)
Dervatives: assets (liabilities)		-	-	-
Interest rate lock commitments	362,231	-	-	362,231
Bank loan interest rate swaps	(113,049)	-	-	(113,049)
<b>Total liabilities accounted for at fair value on a recurring basis</b>	<b>\$ (112,102,734)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (112,102,734)</b>

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

18) Disclosure about Fair Value of Financial Instruments (Continued)

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

	Investment Type Insurance Contracts	Interest Rate Lock Commitments	Bank Loan Interest Rate Swaps
Balance - December 31, 2007	\$ (106,939,120)	\$ 627,116	\$ (26,951)
Total Losses:			
Included in earnings	(5,412,796)	-	-
Included in other comprehensive income	-	(264,885)	(86,098)
Purchases, issuances, and settlements	-	-	-
Transfers	-	-	-
Balance - December 31, 2008	<u>\$ (112,351,916)</u>	<u>\$ 362,231</u>	<u>\$ (113,049)</u>

The items shown under level one are valued as follows:

On a quarterly basis, the Company reviews its 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, price earnings ratios 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.

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.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

18) Disclosure about Fair Value of Financial Instruments (Continued)

The items shown under level three 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%.

Interest Rate Lock Commitments. During 2005, the Company's mortgage banking activities implemented new practices relating to mortgage loan commitments, including interest rate lock commitments and forward commitments to sell loans to third-party investors. The Company also implemented 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 derivatives under Statement of Financial Accounting Standards No. 133 ("SFAS 133"), *Accounting for Derivative Instruments and Hedging Activities*, as amended by Statement of Financial Accounting Standards No. 149 ("SFAS 149"), *Amendment of Statement 133 on Derivative Instruments and Hedging Activities* 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 instrument 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 swap is a derivative financial instrument carried at its fair value.



SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

19) Accumulated Other Comprehensive Income and Other Items

The following summarizes accumulated other comprehensive income:

	December 31,		
	2008	2007	2006
Unrealized gains (losses) on available for-sale securities	\$ (4,125,253)	\$ 245,447	\$ 1,070,471
Reclassification adjustment for net realized gains in net income	759,870	175,130	93,255
Net unrealized gains (losses) before taxes	<u>(3,365,383)</u>	<u>420,577</u>	<u>1,163,726</u>
Tax (expense) benefit	490,790	(57,046)	(186,935)
Net	<u>(2,874,593)</u>	<u>363,531</u>	<u>976,791</u>
Potential unrealized gains (losses) for derivative bank loans (interest rate swaps) before taxes	(140,577)	(160,021)	(29,549)
Tax (expense) benefit	47,804	54,407	10,047
Net	<u>(92,773)</u>	<u>(105,614)</u>	<u>(19,502)</u>
Potential unrealized gains (losses) for derivative mortgage loans before taxes	(264,885)	(582,425)	951,847
Tax (expense) benefit	90,061	198,024	(323,628)
Net	<u>(174,824)</u>	<u>(384,401)</u>	<u>628,219</u>
Other items:			
Company stock held in escrow transferred to treasury stock	1,982,620	--	--
Other	(20,120)	20,120	--
	<u>1,962,500</u>	<u>20,120</u>	<u>--</u>
Other comprehensive income	<u>\$ (1,179,690)</u>	<u>\$ (106,364)</u>	<u>\$ 1,585,508</u>

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

19) Accumulated Other Comprehensive Income and Other Items (Continued)

The following is the accumulated balances of other comprehensive income and other items as of December 31, 2008:

	Ending Balance December 31, 2007	Change for the period	Ending Balance December 31, 2008
Unrealized net gains on available for-sale securities and trust investments	\$ 3,163,176	\$ (2,874,593)	\$ 288,583
Unrealized gains on derivative mortgage loans	413,896	(174,824)	239,072
Unrealized gains ( losses) on derivative bank loan interest rate swaps	(17,781)	(92,773)	(110,554)
Other comprehensive income	<u>3,559,291</u>	<u>(3,142,190)</u>	<u>417,101</u>
Other items:			
Acquisitions of company stock held in escrow	(1,982,620)	1,982,620	--
Other	20,120	(20,120)	--
Total other comprehensive income and other items	<u>\$ 1,596,791</u>	<u>\$ (1,179,690)</u>	<u>\$ 417,101</u>

The following is the accumulated balances of other comprehensive income and other items as of December 31, 2007:

	Beginning Balance December 31, 2006	Change for the period	Ending Balance December 31, 2007
Unrealized gains on available-for-sale securities	\$ 2,799,645	\$ 363,531	\$ 3,163,176
Unrealized gains on derivative mortgage loans	798,297	(384,401)	413,896
Unrealized gains ( losses) on derivative bank loan interest rate swaps	87,833	(105,614)	(17,781)
Other comprehensive income	<u>3,685,775</u>	<u>(126,484)</u>	<u>3,559,291</u>
Other items:			
Acquisitions of company stock held in escrow	(1,982,620)	20,120	(1,962,500)
Total other comprehensive income and other items	<u>\$ 1,703,155</u>	<u>\$ (106,364)</u>	<u>\$ 1,596,791</u>

During the year ended December 31, 2008, the Company reclassified \$1,982,620 of cost on 557,949 shares of Class A common stock held in escrow by the Company's law firm from accumulated other comprehensive income to treasury stock.

20) Derivative Loan Commitments

During 2005, the Company's mortgage banking activities implemented new practices relating to mortgage loan commitments, including interest rate lock commitments and forward commitments to sell loans to third-party investors. The Company also implemented 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 rate lock. Mortgage loan commitments are derivatives under Statement of Financial Accounting Standards No. 133 ("SFAS 133"), *Accounting for Derivative Instruments and Hedging Activities*, as amended by Statement of Financial Accounting Standards No. 149 ("SFAS 149"), *Amendment of Statement 133 on Derivative Instruments and Hedging Activities* and must be 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.

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.

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

20) Derivative Loan Commitments (Continued)

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 observed 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. Once a loan is closed, it is classified as a loan receivable-sold to investors.

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 positive or negative 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 various derivative instruments to economically hedge the price risk associated with its outstanding mortgage loan commitments. 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. 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.

The significant components of other comprehensive income relating to the derivative, before the effects of income tax during the years ended December 31, 2008 and 2007 are as follows:

	2008	2007
Loss on forward loan sale commitments	\$ (317,839)	\$ (2,056,673)
Gain on derivative loan commitments	52,954	1,474,248
Total	<u>\$ (264,885)</u>	<u>\$ (582,425)</u>

21) Quarterly Financial Data (Unaudited)

	2008			
	March 31	June 30	September 30	December 31
Revenues	\$ 53,221,500	\$ 60,402,195	\$ 53,083,935	\$ 52,796,220
Benefits and expenses	51,276,565	57,314,947	53,812,100	56,369,727
Earnings before income taxes	1,944,935	3,087,248	(728,165)	(3,573,507)
Income tax expense	569,479	986,615	(39,877)	(1,671,879)
Net earnings	1,375,456	2,100,633	(768,042)	(2,133,194)
Net earnings per common share	\$ 0.17	\$ 0.26	\$ (0.09)	\$ (0.27)
Net earnings per common share assuming dilution	\$ 0.17	\$ 0.26	\$ (0.09)	\$ (0.27)

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

Notes to Consolidated Financial Statements  
Years Ended December 31, 2008, 2007, and 2006

21) Quarterly Financial Data (Unaudited) (Continued)

	2007			
	Three Months Ended			
	March 31	June 30	September 30	December 31
Revenues	\$ 49,046,152	\$ 54,315,888	\$ 51,663,941	\$ 54,722,101
Benefits and expenses	47,988,774	52,956,038	52,801,454	52,878,785
Earnings before income taxes	1,057,378	1,359,850	(1,137,513)	1,843,316
Income tax expense	312,837	328,822	(475,069)	691,045
Net earnings	744,541	1,031,028	(662,444)	1,152,271
Net earnings per common share	\$ 0.09	\$ 0.13	\$ (0.08)	\$ 0.14
Net earnings per common share assuming dilution	\$ 0.09	\$ 0.13	\$ (0.08)	\$ 0.14

Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure

None

Item 9A. Controls and Procedures

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures as required by Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective.

(a) Management's annual report on internal control over financial reporting.

Management is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process that is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets of the Company,
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and the board of directors of the Company, and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

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

Management performed an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2008. The objective of this assessment was to determine whether the Company's internal control over financial reporting was effective as of December 31, 2008. Based on that assessment the Company believes that, at December 31, 2008, its internal control over financial reporting was effective.

(b) Changes in internal control over financial reporting.

There was no change in our internal control over financial reporting that occurred in the fourth quarter of 2008 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART III

### Item 10. Directors and Executive Officers

The Company's Board of Directors consists of seven persons, four of whom are not employees of the Company. There are no family relationships between or among any of the directors and executive officers, except that Scott M. Quist is the son, and Christie Q. Overbaugh is the daughter, of George R. Quist. The following table sets forth certain information with respect to the directors and executive officers of the Company.

<u>Name</u>	<u>Age</u>	<u>Position with the Company</u>
George R. Quist	88	Chairman of the Board and Chief Executive Officer
Scott M. Quist	55	President, Chief Operating Officer and Director
Stephen M. Sill	63	Vice President, Treasurer and Chief Financial Officer
J. Lynn Beckstead, Jr.	55	Vice President Mortgage Operations and Director
Christie Q. Overbaugh	60	Senior Vice President of Internal Operations
Charles L. Crittenden	88	Director
Robert G. Hunter	49	Director
H. Craig Moody	57	Director
Norman G. Wilbur	70	Director

Committees of the Board of Directors include an executive committee, on which Messrs. George Quist, Scott Quist, and Moody serve; an audit committee, on which Messrs. Crittenden, Moody, and Wilbur serve; and a compensation committee, on which Messrs. Crittenden, Moody, Wilbur, and George Quist serve.

The audit committee is composed of directors who are, in the opinion of the Board of Directors, free from any relationship which would interfere with the exercise of independent judgment and who possess an understanding of financial statements and generally accepted accounting principles. Thus, each member is an "independent" director as that term is defined by the regulations of the Securities Exchange Act of 1934. The Board of Directors has determined that Norman G. Wilbur, who currently serves as a director and a member of the audit committee, is an independent financial expert of the audit committee.

### **Directors**

The following is a description of the business experience of each of the Company's directors.

*George R. Quist* has been Chairman of the Board and Chief Executive Officer of the Company since 1979. Mr. Quist served as President of the Company from 1979 until 2002. From 1960 to 1964, Mr. Quist was Executive Vice President and Treasurer of Pacific Guardian Life Insurance Company. From 1946 to 1960, he was an agent, District Manager and Associate General Agent for various insurance companies. Mr. Quist also served from 1981 to 1982 as the President of The National Association of Life Companies, a trade association of 642 life insurance companies, and from 1982 to 1983 as its Chairman of the Board.

*Scott M. Quist* has been President of the Company since 2002, its Chief Operating Officer since 2001, and a director since 1986. Mr. Quist served as First Vice President of the Company 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, he was Treasurer and a director of The National Association of Life Companies, a trade association of 642 insurance companies until its merger with the American Council of Life Companies. Mr. Quist has been a member of the Board of Governors of the Forum 500 Section (representing small insurance companies) of the American Council of Life Insurance. He has also served as a regional director of Key Bank of Utah since November 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.

*J. Lynn Beckstead Jr.* has been Vice President of Mortgage Operations and a director of the Company since 2002. In addition, Mr. Beckstead is President of SecurityNational Mortgage Company, a wholly owned subsidiary of the Company, having served in this position since 1993. From 1990 to 1993, Mr. Beckstead was Vice President and a director of Republic Mortgage Corporation. From 1983 to 1990, Mr. Beckstead was Vice President and a director of Richards Woodbury Mortgage Corporation. From 1980 to 1983, he was a principal broker for Boardwalk Properties. From 1978 to 1980, Mr. Beckstead was a residential loan officer for Medallion Mortgage Company. From 1977 to 1978, he was a residential construction loan manager of Citizens Bank.

*Charles L. Crittenden* has been a director of the Company since 1979. Mr. Crittenden has been sole stockholder of Crittenden Paint & Glass Company since 1958. He is also an owner of Crittenden Enterprises, a real estate development company, and Chairman of the Board of Linco, Inc.

*Robert G. Hunter, M.D.* has been a director of the Company since 1998. Dr. Hunter is currently a practicing physician in private practice. Dr. Hunter created the statewide E.N.T. Organization (Rocky Mountain E.N.T., Inc.) where he is currently a member of the Executive Committee. Dr. Hunter is Department Head of Otolaryngology, Head and Neck Surgery at Intermountain Medical Center and a past President of the medical staff of the Intermountain Medical Center. He is also a delegate to the Utah Medical Association and a delegate representing the State of Utah to the American Medical Association, and a member of several medical advisory boards.

*H. Craig Moody* has been a director of the Company since 1995. Mr. Moody is owner of Moody & Associates, a political consulting and real estate company. He is a former Speaker and House Majority Leader of the House of Representatives of the State of Utah.

*Norman G. Wilbur* has been a director of the Company since 1998. Mr. Wilbur worked for J.C. Penney's regional offices in budget and analysis. His final position was Manager of Planning and Reporting for J.C. Penney's stores. After 36 years with J.C. Penney's, Mr. Wilbur opted for early retirement in 1997. Mr. Wilbur is a past board member of Habitat for Humanity in Plano, Texas.

### **Executive Officers**

*Stephen M. Sill* has been Vice President, Treasurer and Chief Financial Officer of the Company since 2002. From 1997 to March 2002, Mr. Sill was Vice President and Controller of the Company. From 1994 to 1997, Mr. Sill was Vice President and Controller of Security National Life Insurance Company. From 1989 to 1993, he was Controller of Flying J. Inc. From 1978 to 1989, Mr. Sill was Senior Vice President and Controller of Surety Life Insurance Company. From 1975 to 1978, he was Vice President and Controller of Sambo's Restaurant, Inc. From 1974 to 1975, Mr. Sill was Director of Reporting for Northwest Pipeline Corporation. From 1970 to 1974, he was an auditor with Arthur Andersen & Co. Mr. Sill is a past president and former director of the Insurance Accounting and Systems Association, a national association of over 1,300 insurance companies and associate members.

*Christie Q. Overbaugh* has been Senior Vice President of Internal Operations of the Company since June 2006, and a Vice President of the Company from 1998 to June 2006. Ms. Overbaugh has also served as Vice President of Underwriting for Security National Life Insurance Company since 1998. From 1986 to 1991, she was Chief Underwriter for Investors Equity Life Insurance Company of Hawaii and Security National Life Insurance Company. From 1990 to 1991, Ms. Overbaugh was President of the Utah Home Office Underwriters Association. Ms. Overbaugh is currently a member of the Utah Home Office Underwriters Association and an Associate Member of LOMA (Life Office Management Association).

On September 26, 2008, G. Robert Quist resigned as the Company's First Vice President and Secretary to pursue other opportunities. On December 1, 2008, Mr. Quist returned to the Company as its Assistant Secretary.

The Board of Directors of the Company has a written procedure, which requires disclosure to the board of any material interest or any affiliation on the part of any of its officers, directors or employees that is in conflict or may be in conflict with the Company's interests.

No director, officer or 5% stockholder of the Company or its subsidiaries or any affiliate thereof has had any transactions with the Company or its subsidiaries during 2008 or 2007.

All directors of the Company hold office until the next Annual Meeting of Stockholders and until their successors have been elected and qualified.

## **Corporate Governance**

**Corporate Governance Guidelines.** The Board of Directors has adopted the Security National Financial Corporation Corporate Governance Guidelines. These guidelines outline the functions of the board, director qualifications and responsibilities, and various processes and procedures designed to insure effective and responsive governance. The guidelines are reviewed from time to time in response to regulatory requirements and best practices and are revised accordingly. The full text of the guidelines is published on the Company's website at [www.securitynational.com](http://www.securitynational.com). A copy of the Corporate Governance Guidelines may also be obtained at no charge by written request to the attention of Jeffrey R. Stephens, Secretary, Security National Financial Corporation, 5300 South 360 West, Suite 250, Salt Lake City, Utah 84123.

**Code of Business Conduct.** All of the Company's officers, employees and directors are required to comply with the Company's Code of Business Conduct and Ethics to help insure that the Company's business is conducted in accordance with appropriate standards of ethical behavior. The Company's Code of Business Conduct and Ethics covers all areas of professional conduct, including customer relationships, conflicts of interest, insider trading, financial disclosures, intellectual property and confidential information, as well as requiring adherence to all laws and regulations applicable to the Company's business. Employees are required to report any violations or suspected violations of the Code. The Code includes an anti-retaliation statement. The full text of the Code of Business Conduct and Ethics is published on the Company's website at [www.securitynational.com](http://www.securitynational.com). A copy of the Code of Business Conduct and Ethics may also be obtained at no charge by written request to the attention of Jeffrey R. Stephens, Secretary, Security National Financial Corporation, 5300 South 360 West, Suite 250, Salt Lake City, Utah 84123.

### Item 11. Executive Officer Compensation

The following table sets forth, for each of the last three fiscal years, the compensation received by the named executive officers comprised of all individuals who served as the Company's Chief Executive Officer or Chief Financial Officer at any time during 2008, and the Company's three other most highly compensated executive officers who were serving as executive officers at the end of 2008 (collectively, the "Named Executive Officers").



**SUMMARY COMPENSATION TABLE**

Name and Principal Position	Year	Salary(\$)	Bonus(\$)	Stock Awards(\$)	Option Awards(\$)	Non-Equity Incentive Plan Compensation(\$)	Change in Pension Value Non-qualified Deferred Compensation Earnings\$(3)	All Other Compensation\$(2)	Total(\$)
George R. Quist(1) Chairman of the Board and Chief Executive Officer	2008	\$ 236,013	\$ 50,755	--	--	--	\$ --	\$ 10,959	\$ 297,727
	2007	219,513	--	--	--	--	24,200	10,760	254,473
	2006	203,013	40,000	--	--	--	21,967	10,683	275,663
Scott M. Quist(1) President and Chief Operating Officer	2008	\$ 332,400	\$ 91,350	--	--	--	\$ --	\$ 32,791	\$ 456,541
	2007	303,900	--	--	--	--	25,300	33,172	362,372
	2006	275,400	75,000	--	--	--	24,150	26,879	401,429
Stephen M. Sill Vice President, Treasurer and Chief Financial Officer	2008	\$ 131,969	\$ 11,113	--	--	--	\$ --	\$ 17,074	\$ 160,156
	2007	125,292	6,000	--	--	--	14,179	15,878	161,349
	2006	120,292	3,000	--	--	--	13,922	15,386	152,600
J. Lynn Beckstead, Jr. Vice President of Mortgage Operations	2008	\$ 217,583	\$ 119,741	--	--	--	\$ --	\$ 21,528	\$ 358,852
	2007	207,500	46,888	--	--	--	21,166	21,140	296,694
	2006	246,292	6,000	--	--	--	21,945	15,295	289,532
G. Robert Quist(1) First Vice President and Secretary	2008	\$ 102,457	\$ 15,000	--	--	--	\$ --	\$ 19,239	\$ 136,696
	2007	122,433	10,203	--	--	--	13,529	20,281	166,446
	2006	126,221	10,000	--	--	--	12,209	18,218	166,648
Christie Q. Overbaugh(1)	2008	\$ 111,655	\$ 14,850	--	--	--	\$ --	\$ 12,697	\$ 139,202
	2007	103,392	7,000	--	--	--	10,758	8,292	129,442

- 1) George R. Quist is the father of Scott M. Quist, G. Robert Quist, and Christie Q. Overbaugh.
- 2) The amounts indicated under "All Other Annual Compensation" consist of the following amounts paid by the Company for the benefit of the named executive officers:
  - a) payments made related to the operation of automobiles were for George R. Quist (\$2,400 for each of the years 2008, 2007 and 2006); Scott M. Quist (\$7,200 for each of the years 2008, 2007 and 2006); Stephen M. Sill (\$5,700 for 2008, \$4,275 for 2007 and \$3,600 for 2006); G. Robert Quist (\$5,700 for 2008 and 2007, and \$4,525 for 2006); and Christie Q. Overbaugh (\$4,800 for 2008 and \$400 for 2007). However, such payments do not include the furnishing of an automobile by the Company to George R. Quist, Scott M. Quist, J. Lynn Beckstead Jr., and G. Robert Quist, nor the payment of insurance and property taxes with respect to the automobiles operated by the named executive officers;
  - b) group life insurance premiums paid by the Company to a group life insurance plan for the years 2008, 2007 and 2006, such amounts were for George R. Quist (\$154, \$9 and \$9 respectively); for Scott M. Quist, Stephen M. Sill, and J. Lynn Beckstead Jr. (\$218, \$250, and \$241 each, respectively); G. Robert Quist (\$184, \$250, and \$241 for 2008, 2007 and 2006, respectively); and Christie Overbaugh (\$210 and \$240 for 2008 and 2007, respectively);
  - c) life insurance premiums paid by the Company for the benefit of their respective families; George R. Quist (\$4,644 for each of the years 2008, 2007 and 2006); Scott M. Quist (\$14,056 for 2008, \$14,340 for 2007, and \$8,584 for 2006); Stephen M. Sill (\$2,976 for 2008 and 2007 and \$3,643 for the year 2006); J. Lynn Beckstead Jr. (\$4,200 for each of the years 2008, 2007 and 2006); G. Robert Quist (\$2,949 for 2008 and 2007 and \$2,598 for the year 2006); and Christie Q. Overbaugh (\$3,945 for 2008 and 2007).
  - d) medical insurance premiums paid by the Company to a medical insurance plan; George R. Quist (\$3,491 for 2008, \$3,419 for 2007, and \$3,342 for 2006); Scott M. Quist, J. Lynn Beckstead Jr., (\$11,047 each for 2008, \$11,094 each for 2007, and \$10,566 each for 2006); G. Robert Quist (\$10,136 for 2008, \$11,094 for 2007 and \$10,566 for 2006); Stephen M. Sill (\$7,910 for 2008, \$8,089 for 2007 and \$7,614 for 2006); and Christie Q. Overbaugh (\$3,491 for 2008 and \$3,419 for 2007);
  - e) long term disability insurance paid by the Company to a provider of LTD insurance; George R. Quist, Scott M. Quist, Stephen M, Sill, J. Lynn Beckstead Jr., and G. Robert Quist (\$270 each for 2008 and \$288 each for years 2007 and 2006) and Christie Q. Overbaugh (\$251 for 2008 and \$288 for 2007);
  - f) membership dues paid by the Company to Alpine Country club for the benefit of J. Lynn Beckstead Jr. (\$5,793 for 2008, \$5,308 for 2007, and \$5,117 for 2006);

- 3) The amounts indicated under “Change in Pension Value and Non-qualified Deferred Compensation Earnings” consist of (a) amounts contributed by the Company into a trust for the benefit of the Named Executive Officers under the Security National Financial Corporation Deferred Compensation Plan

**SUPPLEMENTAL ALL OTHER COMPENSATION TABLE**

Name	Year	Perks and Other Personal Benefits	Tax Reimbursements	Discounted Securities Purchases	Payments/Accruals on Termination Plans	Registrant Contributions to Defined Contribution Plans	Insurance Premiums	Dividends or Earnings on Stock or Option Awards	Other(1)
George R. Quist	2008	\$ 2,400	--	--	--	--	\$ 8,559	--	--
	2007	2,400	--	--	--	--	8,360	--	--
	2006	2,400	--	--	--	--	8,283	--	--
Scott M. Quist	2008	\$ 7,200	--	--	--	--	\$ 25,591	--	--
	2007	7,200	--	--	--	--	25,972	--	--
	2006	7,200	--	--	--	--	19,679	--	--
Stephen M. Sill	2008	\$ 5,700	--	--	--	--	\$ 11,374	--	--
	2007	4,275	--	--	--	--	11,603	--	--
	2006	3,600	--	--	--	--	11,786	--	--
J. Lynn Beckstead Jr.	2008	\$ 5,793	--	--	--	--	\$ 15,735	--	--
	2007	5,308	--	--	--	--	15,832	--	--
	2006	5,117	--	--	--	--	15,295	--	--
G. Robert Quist	2008	\$ 5,700	--	--	--	--	\$ 13,539	--	--
	2007	5,700	--	--	--	--	14,581	--	--
	2006	4,525	--	--	--	--	13,693	--	--
Christie Q. Overbaugh	2008	\$ 4,800	--	--	--	--	\$ 7,897	--	--
	2007	400	--	--	--	--	7,892	--	--

**GRANTS OF PLAN-BASED AWARDS**

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Options Awards (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (\$)				
George R. Quist	07/16/04	--	--	--	--	--	--	--	50,000	\$ 3.960	\$ 1.71
	12/10/04	--	--	--	--	--	--	--	50,000	3.550	1.71
	3/25/05	--	--	--	--	--	--	--	70,000	3.860	1.92
	3/31/08	--	--	--	--	--	--	--	50,000	4.235	2.15
	12/5/08	--	--	--	--	--	--	--	100,000	1.650	1.10
Scott M. Quist	3/21/03	--	--	--	--	--	--	--	70,000	\$ 5.900	\$ 2.63
	3/25/05	--	--	--	--	--	--	--	70,000	3.510	1.92
	3/31/08	--	--	--	--	--	--	--	50,000	4.235	2.15
	12/5/08	--	--	--	--	--	--	--	100,000	1.650	1.10
Stephen M. Sill	3/31/08	--	--	--	--	--	--	--	7,500	\$ 3.850	\$ 2.15
	12/5/08	--	--	--	--	--	--	--	7,500	1.500	1.10
J. Lynn Beckstead, Jr.	3/21/03	--	--	--	--	--	--	--	15,000	\$ 5.900	\$ 2.63
	12/10/04	--	--	--	--	--	--	--	5,000	3.230	1.71
	3/25/05	--	--	--	--	--	--	--	35,000	3.510	1.92
	3/31/08	--	--	--	--	--	--	--	8,000	3.850	2.15
	12/5/08	--	--	--	--	--	--	--	20,000	1.500	1.10
G. Robert Quist	3/21/03	--	--	--	--	--	--	--	35,000	\$ 5.900	\$ 2.63
	3/31/08	--	--	--	--	--	--	--	20,000	3.850	2.15
Christie Q. Overbaugh	12/10/04	--	--	--	--	--	--	--	7,500	\$ 3.230	\$ 1.71
	3/25/05	--	--	--	--	--	--	--	20,000	3.510	1.92
	3/31/08	--	--	--	--	--	--	--	10,000	3.850	2.15
	12/5/08	--	--	--	--	--	--	--	10,000	1.500	1.10

The following table sets forth information concerning the exercise of options to acquire shares of the Company's Common Stock by the Named Executive Officers during the fiscal year ended December 31, 2008, as well as the aggregate number and value of unexercised options held by the Named Executive Officers on December 31, 2008.

Aggregated Option/SAR Exercised in Last Fiscal Year and Fiscal Year-End Option/SAR Values:

**OUTSTANDING EQUITY AWARDS AT FISCAL 2008 YEAR END**

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options: (#) Unexercisable	Equity Incentive Plan Awards Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock Held That Have Not Vested (#)	Market Value of Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards Number of Shares, Units or Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$)
George R. Quist	320,000	--	--	\$1.65 - 4.235	2009-2013	--	--	--	--
Scott M. Quist	290,000	--	--	\$1.65 - 5.90	2013-2015	--	--	--	--
Stephen M. Sill	15,000	--	--	\$3.85 - 1.50	2018	--	--	--	--
J. Lynn Beckstead Jr.	83,000	--	--	\$1.50 - 5.90	2013-2018	--	--	--	--
G. Robert Quist	55,000	--	--	\$3.85 - 5.90	2013-2018	--	--	--	--
Christie Q. Overbaugh	42,500	--	--	\$1.50 - 3.85	2014-2018	--	--	--	--

**OPTION EXERCISES AND STOCK VESTED FOR FISCAL 2008**

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
George R. Quist	--	--	--	--
Scott M. Quist	--	--	--	--
Stephen M. Sill	--	--	--	--
J. Lynn Beckstead, Jr.	--	--	--	--
G. Robert Quist	--	--	--	--
Christie Q. Overbaugh	--	--	--	--

**PENSION BENEFITS FOR FISCAL 2008**

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit (\$)	Payments During Last Fiscal Year (\$)
George R. Quist	None	--	--	--
Scott M. Quist	None	--	--	--
Stephen M. Sill	None	--	--	--
J. Lynn Beckstead, Jr.	None	--	--	--
G. Robert Quist	None	--	--	--
Christie Q. Overbaugh	None	--	--	--

**Retirement Plans**

On December 8, 1988, the Company entered into a deferred compensation plan with George R. Quist, the Chairman and Chief Executive officer of the Company. The plan was later amended on three occasions with the third amendment effective February 1, 2001. Under the terms of the plan as amended, upon the retirement of Mr. Quist, the Company is required to pay him ten annual installments in the amount of \$60,000. Retirement is defined in the plan as the age of 70, or a later retirement age, as specified by the Board of Directors. The \$60,000 annual payments are to be adjusted for inflation in accordance with the United States Consumer Price Index for each year after January 1, 2002. If Mr. Quist's employment is terminated by reason of disability or death before he reaches retirement age, the Company is to make the ten annual payments to Mr. Quist, in the event of disability, or to his designated beneficiary, in the event of death.

The plan also provides that the Board of Directors may, in its discretion, pay the amounts due under the plan in a single, lump-sum payment. In the event that Mr. Quist dies before the ten annual payments are made, the unpaid balance will continue to be paid to his designated beneficiary. The plan further requires the Company to furnish an automobile for Mr. Quist's use and to pay all reasonable expenses incurred in connection with its use for a ten year period, and to provide Mr. Quist with a hospitalization policy with similar benefits to those provided to him the day before his retirement or disability. However, in the event Mr. Quist's employment with the Company is terminated for any reason other than retirement, death, or disability, the entire amount of deferred compensation payments under the plan shall be forfeited by him. The Company accrued \$49,000 and \$38,000 in fiscal 2008 and 2007, respectively, to cover the present value of anticipated retirement benefits under the employment agreement of \$505,600 as of December 31, 2008.

**Employment Agreements**

On July 16, 2004, the Company entered into an employment agreement with Scott M. Quist, its President and Chief Operating Officer. The agreement is effective as of December 4, 2003 and has a five-year term, but the Company has agreed to renew the agreement on December 4, 2008 and 2013 for additional five-year terms, provided Mr. Quist performs his duties with usual and customary care and diligence. Under the terms of the agreement, Mr. Quist is to devote his full time to the Company serving as its President, and Chief Operating Officer at not less than his current salary and benefits. The Company also agrees to maintain a group term life insurance policy of not less than \$1,000,000 on Mr. Quist's life and a whole life insurance policy in the amount of \$500,000 on Mr. Quist's life. In the event of disability, Mr. Quist's salary would be continued for up to five years at 75% of its current level.

In the event of a sale or merger of the Company and Mr. Quist is not retained in his current position, the Company would be obligated to continue paying Mr. Quist's current compensation and benefits for seven years following the merger or sale. The agreement further provides that Mr. Quist is entitled to receive annual retirement benefits beginning (i) one month from the date of his retirement (to commence no sooner than age 65), (ii) five years following complete disability, or (iii) upon termination of his employment without cause. These retirement benefits are to be paid for a period of ten years in annual installments in the amount equal to 75% of his then current rate of compensation. However, in the event that Mr. Quist dies prior to receiving all retirement benefits thereunder, the remaining benefits are to be paid to his heirs. The Company accrued \$116,400 and \$101,200 in fiscal 2008 and 2007, respectively, to cover the present value of anticipated retirement benefits under the employment agreement. The liability accrued is \$703,900 and \$587,500 as of December 31, 2008 and 2007, respectively.

On December 4, 2003, the Company, through its subsidiary SecurityNational Mortgage Company, entered into an employment agreement with J. Lynn Beckstead, Jr., Vice President of Mortgage Operations and President of SecurityNational Mortgage Company. The agreement has a five-year term, but the Company has agreed to renew the agreement on December 4, 2008 and 2013 for additional five-year terms, provided Mr. Beckstead performs his duties with usual and customary care and diligence. Under the terms of the agreement, Mr. Beckstead is to devote his full time to the Company serving as President of SecurityNational Mortgage Company at not less than his current salary and benefits, and to include \$350,000 of life insurance protection. In the event of disability, Mr. Beckstead's salary would be continued for up to five years at 50% of its current level.

In the event of a sale or merger of the Company, and Mr. Beckstead was not retained in his current position, the Company would be obligated to continue paying Mr. Beckstead's current compensation and benefits for five years following the merger or sale. The agreement further provides that Mr. Beckstead is entitled to receive annual retirement benefits beginning (i) one month from the date of his retirement (to commence no sooner than age 62½) (ii) five years following complete disability, or (iii) upon termination of his employment without cause. These retirement benefits are to be paid for a period of ten years in annual installments in the amount equal to one-half of his then current annual salary. However, in the event that Mr. Beckstead dies prior to receiving all retirement benefits thereunder, the remaining benefits are to be paid to his heirs. The Company accrued \$46,400 and \$43,900 in 2008 and 2007, respectively, to cover the present value of the retirement benefit of the employment agreement. The liability accrued is \$363,300 and \$316,900 as of December 31, 2008 and 2007, respectively.

### Director Compensation

Directors of the Company (but not including directors who are employees) are currently paid a director's fee of \$16,800 per year by the Company for their services and are reimbursed for their expenses in attending board and committee meetings. An additional fee of \$750 is paid to each audit committee member for each audit committee meeting attended in 2008. Each director is provided with an annual grant of stock options to purchase 1,000 shares of Class A Common Stock, which occurred under the 2000 Director Stock Option Plan for years 2000 to 2005 and under the 2006 Director Stock Option Plan for years 2006 to 2008. During 2008 each director was granted an additional 7,500 stock options to purchase Class A Common Stock.

#### DIRECTOR COMPENSATION

Name	Fees Earned or Paid In Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation (\$)	Total (\$)
Charles L. Crittenden	\$ 18,150	--	\$ 6,366	--	--	--	\$ 24,516
Robert G. Hunter	16,150	--	\$ 6,366	--	--	--	24,516
H. Craig Moody	18,150	--	\$ 6,366	--	--	--	24,516
Norman G. Wilbur	18,150	--	\$ 6,366	--	--	--	24,516

### **Employee 401(k) Retirement Savings Plan**

Beginning January 1, 2008, the Company elected to be a “Safe Harbor” Plan for its matching 401(k) contributions. The Company matched 100% of up to 3% of an employee’s total annual compensation and matched 50% of 4% to 5% of an employee’s annual compensation. The match was in Company Stock. The Company contribution for 2008 was \$365,925 under the “Safe Harbor” Plan.

In 1995, the Company’s Board of Directors adopted a 401(k) Retirement Savings Plan. Under the terms of the 401(k) plan, effective as of January 1, 1995, the Company made discretionary employer matching contributions to its employees who choose to participate in the plan. The plan allowed the board to determine the amount of the contribution at the end of each year. The Board adopted a contribution formula specifying that such discretionary employer matching contributions would equal 50% of the participating employee’s contribution to the plan to purchase Company stock up to a maximum discretionary employee contribution of 1/2 of 1% of participating employees’ compensation, as defined by the plan.

All persons who have completed at least one year’s service with the Company and satisfy other plan requirements are eligible to participate in the 401(k) plan. All Company matching contributions are invested in the Company’s Class A Common Stock. The Company’s matching contributions for 2008 and 2007 were approximately \$10,001 and \$8,656, respectively. Also, the Company contributed at the discretion of the Company’s Board of Directors an Employer Profit Sharing Contribution to the 401(k) plan. The Employer Profit Sharing Contribution was divided among three different classes of participants in the plan based upon the participant’s title in the Company. All amounts contributed to the plan was deposited into a trust fund administered by an independent trustee. The Company’s contributions to the 1995 plan for 2008 and 2007 were \$198,022 and \$162,584, respectively.

### **Employee Stock Ownership Plan**

Effective January 1, 1980, the Company adopted an employee stock ownership plan (the “Ownership Plan”) for the benefit of career employees of the Company and its subsidiaries. The following is a description of the Ownership Plan, and is qualified in its entirety by the Ownership Plan, a copy of which is available for inspection at the Company’s offices.

Under the Ownership Plan, the Company has discretionary power to make contributions on behalf of all eligible employees into a trust created under the Ownership Plan. Employees become eligible to participate in the Ownership Plan when they have attained the age of 19 and have completed one year of service (a twelve-month period in which the Employee completes at least 1,040 hours of service). The Company’s contributions under the Ownership Plan are allocated to eligible employees on the same ratio that each eligible employee’s compensation bears to total compensation for all eligible employees during each year. To date, the Ownership Plan has approximately 372 participants and had \$-0- contributions payable to the Plan in 2008. Benefits under the Ownership Plan vest as follows: 20% after the third year of eligible service by an employee, an additional 20% in the fourth, fifth, sixth and seventh years of eligible service by an employee.

Benefits under the Ownership Plan will be paid out in one lump sum or in installments in the event the employee becomes disabled, reaches the age of 65, or is terminated by the Company and demonstrates financial hardship. The Ownership Plan Committee, however, retains discretion to determine the final method of payment. Finally, the Company reserves the right to amend or terminate the Ownership Plan at any time. The trustees of the trust fund under the Ownership Plan are George R. Quist, Scott M. Quist and Robert G. Hunter, who each serve as a director of the Company.

### **Deferred Compensation Plan**

In 2001, the Company’s Board of Directors adopted a Deferred Compensation Plan. Under the terms of the Deferred Compensation Plan, the Company will provide deferred compensation for a select group of management or highly compensated employees, within the meaning of Sections 201(2), 301(a)(3) and 401(a)(1) of the Employee Retirement Income Security Act of 1974, as amended. The board has appointed a committee of the Company to be the plan administrator and to determine the employees who are eligible to participate in the plan. The employees who participate may elect to defer a portion of their compensation into the plan. The Company may contribute into the plan at the discretion of the Company’s Board of Directors. The Company’s contribution for 2008, 2007 and 2006 was \$-0-, \$133,037, and \$125,558, respectively.

**NONQUALIFIED DEFERRED COMPENSATION FOR FISCAL 2008**

Name	Executive Contributions In Last FY (\$)	Registrant Contributions In Last FY (\$)	Aggregate Earnings in Last FY (\$)	Aggregate Withdrawals Distributions (\$)	Aggregate Balance at Last FYE (\$)
George R. Quist	--	--	--	--	\$ 89,004
Scott M. Quist	--	--	--	--	98,496
Stephen M. Sill	--	--	--	--	31,144
J. Lynn Beckstead, Jr.	--	--	--	--	49,848
G. Robert Quist	--	--	--	--	44,387
Christie Q. Overbaugh	--	--	--	--	36,578

**2003 Stock Option Plan**

On July 11, 2003, the Company adopted the Security National Financial Corporation 2003 Stock Incentive Plan (the "2003 Plan"), which reserved 500,000 shares of Class A common stock and 1,000,000 shares of Class C common stock for issuance thereunder. The 2003 Plan was approved by the Board of Directors on May 9, 2003, and by the stockholders at the annual meeting of the stockholders held on July 11, 2003. The 2003 Plan allows the Company to grant options and issue shares as a means of providing equity incentives to key personnel, giving them a proprietary interest in the Company and its success and progress. On June 8, 2007, the stockholders approved an amendment to the 2003 Plan to increase the number of shares of Class A and Class C common stock reserved for issuance thereunder to 972,860 shares of Class A common stock and 2,110,775 shares of Class C common stock.

The 2003 Plan provides for the grant of options and the award or sale of stock to officers, directors, and employees of the Company. Both "incentive stock options", as defined under Section 422A of the Internal Revenue Code of 1986 (the "Code") and "non-qualified options" may be granted under the 2003 Plan. The exercise prices for the options granted are equal to or greater than the fair market value of the stock subject to such options as of the date of grant, as determined by the Company's Board of Directors. The options granted under the 2003 Plan are to reward certain officers and key employees who have been employed by the Company for a number of years and to help the Company retain these officers by providing them with an additional incentive to contribute to the success of the Company.

The 2003 Plan is to be administered by the Board of Directors or by a committee designated by the board. The terms of options granted or stock awards or sales affected under the 2003 Plan are to be determined by the Board of Directors or its committee. The Plan provides that if the shares of common stock shall be subdivided or combined into a greater or smaller number of shares or if the Company shall issue any shares of common stock as a stock dividend on its outstanding common stock, the number of shares of common stock deliverable upon the exercise of options shall be increased or decreased proportionately, and appropriate adjustments shall be made in the purchase price to reflect such subdivision, combination or stock dividend. In addition, the number of shares of common stock reserved for purposes of the plan shall be adjusted by the same proportion. No options may be exercised for a term of more than ten years from the date of grant.

Options intended as incentive stock options may be issued only to employees, and must meet certain conditions imposed by the code, including a requirement that the option exercise price be no less than then fair market value of the option shares on the date of grant. The 2003 Plan provides that the exercise price for non-qualified options will not be less than at least 50% of the fair market value of the stock subject to such option as of the date of grant of such options, as determined by the Company's Board of Directors.

The 2003 Plan has a term of ten years. The Board of Directors may amend or terminate the 2003 Plan at any time, subject to approval of certain modifications to the 2003 Plan by the shareholders of the Company as may be required by law or the 2003 Plan.



## **2006 Director Stock Option Plan**

On December 7, 2006, the Company adopted the 2006 Director Stock Option Plan (the “2006 Director Plan”) effective December 7, 2006. The 2006 Director Plan provides for the grant by the Company of options to purchase up to an aggregate of 100,000 shares of Class A common stock for issuance thereunder. The 2006 Director Plan provides that each member of the Company’s Board of Directors who is not an employee or paid consultant of the Company is automatically eligible to receive options to purchase the Company’s Class A common stock under the 2006 Director Plan.

Effective as of December 7, 2006, and on each anniversary date thereof during the term of the 2006 Director Plan, each outside director shall automatically receive an option to purchase 1,000 shares of Class A common stock. In addition, each new outside director who shall first join the Board after the effective date shall be granted an option to purchase 1,000 shares upon the date which such person first becomes an outside director and an annual grant of an option to purchase 1,000 shares on each anniversary date thereof during the term of the 2006 Director Plan. The options granted to outside directors shall vest in their entirety on the first anniversary date of the grant. The primary purposes of the 2006 Director Plan are to enhance the Company’s ability to attract and retain well-qualified persons for service as directors and to provide incentives to such directors to continue their association with the Company.

In the event of a merger of the Company with or into another company, or a consolidation, acquisition of stock or assets or other change in control transaction involving the Company, each option becomes exercisable in full, unless such option is assumed by the successor corporation. In the event the transaction is not approved by a majority of the “Continuing Directors” (as defined in the 2006 Director Plan), each option becomes fully vested and exercisable in full immediately prior to the consummation of such transaction, whether or not assumed by the successor corporation.

### **Compliance with Section 16(a) of the Securities Exchange Act of 1934**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company’s executive officers, directors and persons who own more than 10% of a registered class of the Company’s equity securities to file reports of ownership and periodic changes in ownership of the Company’s common stock with the Securities and Exchange Commission. Such persons are also required to furnish the Company with copies of all Section 16(a) reports they file.

Based solely on its review of the copies of stock reports received by it with respect to fiscal 2008, or written representations from certain reporting persons, the Company believes that its directors, executive officers and greater than 10% beneficial owners complied with all Section 16(a) filing requirements applicable to them, except George R. Quist, Chairman and Chief Executive Officer, through an oversight, filed two late Form 4 reports reporting ten transactions involving the purchase of shares of Class A common stock.

Item 12 - Security Ownership of Certain Beneficial Owners and Management

The following table sets forth security ownership information of the Company's Class A and Class C common stock as of March 31, 2009, (i) for persons who own beneficially more than 5% of the Company's outstanding Class A or Class C common stock, (ii) each director of the Company, and (iii) for all executive officers, and directors of the Company as a group.

Name and Address (1)	Class A Common Stock		Class C Common Stock		Class A and Class C Common Stock	
	Amount Beneficially Owned	Percent of Class	Amount Beneficially Owned	Percent of Class	Amount Beneficially Owned	Percent of Class
George R. and Shirley C. Quist Family Partnership, Ltd. (2)	585,291	7.8%	4,082,507	47.9%	4,667,798	29.0%
Employee Stock Ownership Plan (3)	608,038	8.1%	1,887,731	22.1%	2,495,769	15.5%
George R. Quist (4)(5)(7)(8)	709,064	9.4%	570,315	6.7%	1,249,409	8.0%
Scott M. Quist (4)(7)(9)	495,421	6.6%	2,292,152	26.9%	2,787,573	17.3%
Associated Investors (10)	86,059	1.1%	796,901	9.3%	882,960	5.5%
G. Robert Quist (6)(11)	182,635	2.4%	284,697	3.3%	467,331	2.9%
J. Lynn Beckstead, Jr., (6)(12)	222,942	3.0%	-	-	222,942	1.4%
Stephen M. Sill (6)(13)	85,450	1.1%	-	-	85,450	*
Christie Q. Overbaugh (14)	124,999	1.7%	128,237	1.5%	253,236	1.6%
Robert G. Hunter, M.D., (4)(15)	15,038	*	-	-	15,038	*
Norman G. Wilbur (16)	12,629	*	-	-	12,629	*
Charles L. Crittenden (17)	14,810	*	-	-	14,810	*
H. Craig Moody (18)	12,295	*	-	-	12,295	*
All directors and executive officers (10 persons) (4)(5)(6)(7)	2,460,603	29.6%	7,357,908	76.7%	9,818,511	54.8%

\* Less than 1%

- (1) Unless otherwise indicated, the address of each listed stockholder is c/o Security National Financial Corporation, 5300 South 360 West, Suite 250, Salt Lake City, Utah 84123.
- (2) This stock is owned by the George R. and Shirley C. Quist Family Partnership, Ltd., of which Scott M. Quist is the managing general partner.
- (3) The trustees of the Employee Stock Ownership Plan (ESOP) are George R. Quist, Scott M. Quist, and Robert G. Hunter who exercise shared voting and investment powers.
- (4) Does not include 608,038 shares of Class A common stock and 1,887,731 shares of Class C common stock owned by the Company's Employee Stock Ownership Plan (ESOP), of which George R. Quist, Scott M. Quist and Robert G. Hunter are the trustees and accordingly, exercise shared voting and investment powers with respect to such shares.
- (5) Does not include 86,059 shares of Class A common stock and 796,901 shares of Class C common stock owned by Associated Investors, a Utah general partnership, of which George R. Quist is the managing partner and, accordingly, exercises sole voting and investment powers with respect to such shares.
- (6) Does not include 511,858 shares of Class A common stock owned by the Company's 401(k) Retirement Savings Plan, of which G. Robert Quist, J. Lynn Beckstead, and Stephen M. Sill are members of the Investment Committee and, accordingly, exercise shared voting and investment powers with respect to such shares.
- (7) Does not include 339,426 shares of Class A common stock owned by the Company's Deferred Compensation Plan, of which George R. Quist and Scott M. Quist are members of the Investment Committee and, accordingly, exercise shared voting and investment powers with respect to such shares.
- (8) Includes options to purchase 291,463 shares of Class A common stock granted to George R. Quist that are currently exercisable or will become exercisable within 60 days of March 31, 2009.

- (9) Includes options to purchase 189,109 shares of Class A common stock and 685,327 shares of Class C common stock granted to Scott M. Quist that are currently exercisable or will become exercisable within 60 days of March 31, 2009.
- (10) The managing partner of Associated Investors is George R. Quist, who exercises sole voting and investment powers.
- (11) Includes options to purchase 67,903 shares of Class A common stock granted to G. Robert Quist that are currently exercisable or will become exercisable within 60 days of March 31, 2009.
- (12) Includes options to purchase 82,675 shares of Class A common stock granted to Mr. Beckstead that are currently exercisable or will become exercisable within 60 days of March 31, 2009.
- (13) Includes options to purchase 9,844 shares of Class A common stock granted to Mr. Sill that are currently exercisable or will become exercisable within 60 days of March 31, 2009.
- (14) Includes options to purchase 47,007 shares of Class A common stock granted to Ms. Overbaugh that are currently exercisable or will become exercisable within 60 days of March 31, 2009.
- (15) Includes options to purchase 8,953 shares of Class A common stock granted to Mr. Hunter that are currently exercisable or will become exercisable within 60 days of March 31, 2009.
- (16) Includes options to purchase 8,953 shares of Class A common stock granted to Mr. Wilbur that are currently exercisable or will become exercisable within 60 days of March 31, 2009.
- (17) Includes options to purchase 8,953 shares of Class A common stock granted to Mr. Crittenden that are currently exercisable or will become exercisable within 60 days of March 31, 2009.
- (18) Includes options to purchase 8,953 shares of Class A common stock granted to Mr. Moody that are currently exercisable or will become exercisable within 60 days of March 31, 2009.

The Company's executive officers and directors, as a group, own beneficially approximately 54.6% of the outstanding shares of the Company's Class A and Class C common stock.

### Item 13. Certain Relationships and Related Transactions

On November 19, 2007, Security National Life and Scott M. Quist entered into a Use and Buy Sale Agreement to jointly purchase a condominium located in St. George, Utah. Mr. Quist is the Company's President and Chief Operating Officer. The condominium is to be used for the entertainment of Security National Life's executive officers and employees, outside vendors and prospective customers. The purchase price of the condominium, including improvements and furnishings, was \$538,962. Mr. Quist paid \$286,207 of that amount and Security National Life paid \$252,755.

Under the terms of the agreement, Security National Life and Mr. Quist have the right to use the condominium in proportion to their respective contributions towards the purchase price, including furnishings and fixtures. Mr. Quist is responsible for the care and maintenance of the condominium. The payment of taxes, insurance, utilities and homeowners' fees is to be divided between Security National Life and Mr. Quist according to their respective ownership percentages.

Upon the death, disability or retirement of Mr. Quist or his separation from employment with the Company, Mr. Quist or his estate, as the case may be, shall have the right to purchase Security National Life's interest in the condominium at the original purchase price or fair market value, whichever is less. Security National Life's contribution to the purchase price of the condominium was equal to an amount of accrued but unpaid bonuses owed to Mr. Quist, which he agreed to continue to defer for the option that would allow him or his estate to purchase Security National Life's interest in the condominium upon his death, disability or retirement at the lesser of the original purchase price or fair market value.

The Company's Board of Directors has a written procedure, which requires disclosure to the Board of any material interest or any affiliation on the part of any of its officers, directors or employees that is in conflict or may be in conflict with the interests of the Company.

### Item 14. Principal Accounting Fees and Services

Fees incurred in 2008 for annual audit services pertaining to the financial statements and employee benefit plans and related quarterly reviews were approximately \$383,800. There were \$120,800 in other fees during 2008.

Item 15. Exhibits, Financial Statement Schedules and Reports on Form 8-K

(a)(1) Financial Statements

See "Index to Consolidated Financial Statements" under Item 8 above.

(a)(2) Financial Statement Schedules

II. Condensed Balance Sheets as of December 31, 2007 and 2006 and Condensed Statement of Earnings and Cash Flows for the years ended 2007, 2006 and 2005

IV. Reinsurance

V. Valuation and Qualifying Accounts

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 Agreement and Plan of Complete Liquidation of Southern Security Life Insurance Company into Security National Life Insurance Company (9)
- 10.9 Assignment between Southern Security Life Insurance Company and Security National Life Insurance Company (9)
- 10.10 Assignment between Southern Security Life Insurance Company and Security National Life Insurance Company (10)
- 10.11 Unit Purchase Agreement among Security National Financial Corporation, C & J Financial, LLC, Henry Culp, Jr., and Culp Industries Inc. (11)
- 10.12 Consulting Agreement with Henry Culp, Jr., (11)
- 10.13 Employment Agreement with Kevin O. Smith (11)
- 10.14 Non-Competition and Confidentiality Agreement with Henry Culp, Jr. (11)
- 10.15 Stock Purchase Agreement among Security National Life Insurance Company, Capital Reserve Life Insurance Company, and the shareholders of Capital Reserve Life Insurance Company (12)
- 10.16 Indemnification Agreement among Security National Life Insurance Company, Capital Reserve Life Insurance Company, and the shareholders of Capital Reserve Life Insurance Company (13)
- 10.17 Escrow Agreement among Security National Insurance Company, Capital Reserve Life Insurance Company, the shareholders of Capital Reserve Life Insurance Company, and Mackey Price Thompson & Ostler as Escrow Agent (13)

- 10.18 Reinsurance Agreement between Security National Life Insurance Company and Capital Reserve Life Insurance Company (13)
- 10.19 Stock Purchase Agreement among Security National Life Insurance Company, Southern Security Life Insurance Company, and the shareholders of Southern Security Life Insurance Company (14)
- 10.20 Reinsurance Agreement among Security National Life Insurance Company, Southern Security Life Insurance Company, and the shareholders of Southern Security Life Insurance Company (15)
- 10.21 Escrow Agreement among Security National Life Insurance Company, Southern Security Life Insurance Company, the shareholders of Southern Security Life Insurance Company, and Mackey Price Thompson & Ostler, as escrow agent (16)
- 10.22 Indemnification Agreement among SecurityNational Mortgage Company, Lehman Brothers Bank, and Aurora Loan Services, LLC
- 10.23 Subsidiaries of the Registrant
  - 31.1 Certification pursuant to 18 U.S.C. Section 1350, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002
  - 31.2 Certification pursuant to 18 U.S.C. Section 1350, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002
  - 32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
  - 32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

- 
- (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, 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 8-K, as filed on January 12, 2007
  - (10) Incorporated by reference from Report on Form 10-K, as filed on March 31, 2007
  - (11) Incorporated by reference from Report on Form 8-K, as filed on August 8, 2007
  - (12) Incorporated by reference from Report on Form 8-K, as filed on November 2, 2007
  - (13) Incorporated by reference from Report on Form 8-K, as filed on January 14, 2008
  - (14) Incorporated by reference from Report on Form 8-K, as filed on August 25, 2008
  - (15) Incorporated by reference from Report on Form 8-K/A, as filed on September 17, 2008
  - (16) Incorporated by reference from Report on Form 8-K, as filed on January 7, 2009

(b) Reports on Form 8-K:

Current report on Form 8-K, as filed on January 7, 2009

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

## SECURITY NATIONAL FINANCIAL CORPORATION

Dated: March 31, 2009

By: s/s George R. Quist

George R. Quist  
Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

SIGNATURE	TITLE	DATE
<u>s/s George R. Quist</u> George R. Quist	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	March 31, 2009
<u>s/s Scott M. Quist</u> Scott M. Quist	President, Chief Operating Officer and Director	March 31, 2009
<u>s/s Stephen M. Sill</u> Stephen M. Sill	Vice President, Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)	March 31, 2009
<u>s/s J. Lynn Beckstead, Jr.</u> J. Lynn Beckstead, Jr.	Vice President and Director	March 31, 2009
<u>s/s Charles L. Crittenden</u> Charles L. Crittenden	Director	March 31, 2009
<u>s/s H. Craig Moody</u> H. Craig Moody	Director	March 31, 2009
<u>s/s Norman G. Wilbur</u> Norman G. Wilbur	Director	March 31, 2009
<u>s/s Robert G. Hunter</u> Robert G. Hunter	Director	March 31, 2009

## Schedule II

SECURITY NATIONAL FINANCIAL CORPORATION  
(Parent Company Only)  
Condensed Financial Information

Condensed Balance Sheets

	December 31,	
	2008	2007
<b>Assets</b>		
Cash	\$ 768,630	\$ 197,698
Mortgage loans on real estate	151,678	--
Real estate net of accumulated depreciation of \$1,439	31,599	--
Investment in subsidiaries (equity method)	69,272,735	70,864,844
Receivables:		
Receivable from affiliates	6,694,918	6,523,437
Other	187,000	--
Allowance for doubtful accounts	--	--
Total receivables	6,881,918	6,523,437
Property and equipment, at cost, net of accumulated depreciation of \$1,425,822 for 2008 and \$1,233,146 for 2007	381,729	571,720
Other assets	53,166	325,480
Total assets	\$ 77,541,455	\$ 78,483,179

See accompanying notes to condensed financial statements.

## Schedule II (Continued)

SECURITY NATIONAL FINANCIAL CORPORATION  
(Parent Company Only)  
Condensed Financial Information

## Condensed Balance Sheets (Continued)

	December 31,	
	2008	2007
<b>Liabilities and Stockholders' Equity Liabilities</b>		
Bank loans payable:		
Current installments	\$ 1,361,182	\$ 2,026,012
Long-term	2,317,345	1,586,458
Notes and contracts payable:		
Current installments	95,237	190,860
Long-term	--	115,230
Advances from affiliated companies	8,974,568	8,990,428
Other liabilities and accrued expenses	1,696,934	1,298,401
Income taxes	9,183,910	8,491,638
Total liabilities	<u>23,629,176</u>	<u>22,699,027</u>
<b>Stockholders' Equity</b>		
Class A common stock \$2.00 par value; 20,000,000 shares authorized; issued 8,284,109 shares in 2008 and 7,885,229 shares in 2007	16,568,218	15,770,458
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 8,912,315 shares in 2008 and 8,530,699 shares in 2007	1,782,463	1,706,140
Additional paid-in capital	17,985,848	17,737,172
Accumulated other comprehensive income	417,101	1,596,791
Retained earnings	21,023,179	21,104,156
Treasury stock at cost- (1,598,568 Class A shares and -0- Class C shares in 2008; 1,635,864 Class A shares and -0- Class C shares in 2007, held by affiliated companies)	(3,864,530)	(2,130,565)
Total stockholders' equity	<u>53,912,279</u>	<u>55,784,152</u>
<b>Total Liabilities and Stockholders' Equity</b>	<u>\$ 77,541,455</u>	<u>\$ 78,483,179</u>

See accompanying notes to condensed financial statements.



## Schedule II (Continued)

SECURITY NATIONAL FINANCIAL CORPORATION  
(Parent Company Only)  
Condensed Financial Information

Condensed Statements of Earnings

	Year Ended December 31,		
	2008	2007	2006
<b>Revenue</b>			
Net investment income	\$ 161	\$ 772	\$ 1,478
Fees from affiliates	2,543,907	4,098,718	4,187,330
Total revenue	<u>2,544,068</u>	<u>4,099,490</u>	<u>4,188,808</u>
<b>Benefits and Expenses:</b>			
General and administrative expenses	2,253,673	2,007,974	1,937,033
Interest expense	149,355	234,743	349,650
Expenses to affiliates	61,204	131,133	131,133
Total benefits and expenses	<u>2,464,232</u>	<u>2,373,850</u>	<u>2,417,816</u>
<b>Earnings before income taxes, and earnings of subsidiaries</b>	79,836	1,725,640	1,770,992
Income tax expense	(911,197)	(605,099)	(1,472,098)
Equity in earnings of subsidiaries	<u>1,406,214</u>	<u>1,144,855</u>	<u>4,825,556</u>
<b>Net earnings</b>	<u>\$ 574,853</u>	<u>\$ 2,265,396</u>	<u>\$ 5,124,450</u>

See accompanying notes to condensed financial statements.

## Schedule II (Continued)

SECURITY NATIONAL FINANCIAL CORPORATION  
(Parent Company Only)  
Condensed Financial Information

## Condensed Statements of Cash Flow

	Year Ended December 31,		
	2008	2007	2006
<b>Cash flows from operating activities:</b>			
Net earnings	\$ 574,853	\$ 2,265,396	\$ 5,124,450
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation and amortization	194,116	268,942	198,241
Undistributed earnings of affiliates	(1,406,214)	(1,144,855)	(4,825,556)
Provision for income taxes	918,044	605,099	1,472,095
Provision for losses on loans & real estate	500,000	--	--
Change in assets and liabilities:			
Accrued Investment Income from Affiliates	272,314	(286,480)	--
Accounts receivable	(187,000)	16,586	(1)
Other assets	--	--	61,950
Other liabilities	158,568	265,675	(40,675)
Net cash provided by operating activities	<u>1,024,681</u>	<u>1,990,363</u>	<u>1,990,504</u>
<b>Cash flows from investing activities:</b>			
Purchase of long-term investments	--	--	(39,000)
Purchase of equipment	(2,685)	(349,215)	(269,942)
Mortgage, policy loans made	(715,606)	--	--
Payments, mortgage loans	30,889	--	--
Net cash (used in) provided by investing activities	<u>(687,402)</u>	<u>(349,215)</u>	<u>(308,942)</u>
<b>Cash flows from financing activities:</b>			
Checks written in excess of cash in bank	--	--	--
Advances from (to) affiliates	(187,341)	78,001	352,079
Payments of notes and contracts payable	(1,662,223)	(1,515,590)	(2,040,785)
Stock options	378,227	3,000	105,599
Proceeds from borrowings on notes and contracts payable	1,500,000	631,500	--
Purchase of treasury stock	--	(800,000)	(3,901)
Sale of treasury stock	204,990	--	208,250
Net cash used in financing activities	<u>233,653</u>	<u>(1,603,089)</u>	<u>(1,378,758)</u>
<b>Net change in cash</b>	<u>570,932</u>	<u>38,059</u>	<u>302,804</u>
Cash at beginning of year	197,698	159,639	(143,165)
<b>Cash at end of year</b>	<u>\$ 768,630</u>	<u>\$ 197,698</u>	<u>\$ 159,639</u>

See accompanying notes to condensed financial statements.

## Schedule II (Continued)

SECURITY NATIONAL FINANCIAL CORPORATION  
(Parent Company Only)  
Condensed Financial Information

## Notes to Condensed Financial Statements

1) Bank Loans Payable

	December 31,	
	2008	2007
Bank prime rate less .28% (2.97% at December 31, 2008), collateralized by 15,000 shares of Security National Life Insurance Company stock, due June 2011.	\$ 2,003,527	\$ 3,129,896
Mark-to-market of interest rate swaps adjustment	--	(17,426)
Bank prime rate less .75% (2.50% at December 31, 2008) revolving line of credit of \$7,800,000, accrued interest paid quarterly, extended to June 2011	1,675,000	500,000
Total bank loans	<u>3,678,527</u>	<u>3,612,470</u>
Less current installments	1,361,182	2,026,012
Bank loans, excluding current installments	<u>\$ 2,317,345</u>	<u>\$ 1,586,458</u>

The Company had an interest rate swap that resulted in an unrealized gain of \$17,417 through December 31, 2007. In early 2008, the Company settled the interest rate swap for \$17,417. The carrying value of the related note payable was adjusted by the balance of the unrealized gain on the date of the settlement and has adjusted the interest expense that will be recognized over the remaining term of the note.

2) Notes and Contracts Payable

Notes and contracts are summarized as follows:

	December 31,	
	2008	2007
5% note payable to a former owner of C & J Financial due in monthly installments of \$16,737 including principal and interest, due July 2009	\$ 94,276	\$ 305,129
Other	961	961
Total notes and contracts	<u>95,237</u>	<u>306,090</u>
Less current installments	95,237	190,860
Notes and contracts, excluding current installments	<u>\$ -0-</u>	<u>\$ 115,230</u>

The following tabulation shows the combined maturities of bank loans payable and notes and contracts payable:

2009	\$ 1,456,419
2010	1,136,361
2011	1,180,984
2012	--
2013	--
Thereafter	--
Total	<u>\$ 3,773,764</u>

## Schedule II (Continued)

SECURITY NATIONAL FINANCIAL CORPORATION  
(Parent Company Only)  
Condensed Financial Information

## Notes to Condensed Financial Statements

3) Advances from Affiliated Companies

	December 31,	
	2008	2007
Non-interest bearing advances from affiliates:		
Cemetery and Mortuary subsidiary	\$ 1,459,841	\$ 1,459,841
Life insurance subsidiaries	7,470,744	7,486,604
Mortgage subsidiary	43,983	43,983
	<u>\$ 8,974,568</u>	<u>\$ 8,990,428</u>

4) Dividends and Capital Contributions

In 2008, 2007 and 2006, Security National Life Insurance Company, a wholly owned subsidiary of the Registrant, paid to the registrant cash dividends of \$ -0-, \$- 0-, and \$4,015,114, respectively.

## Schedule IV

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

## Reinsurance

	Direct Amount	Ceded to Other Companies	Assumed from Other Companies	Net Amount	Percentage of Amount Assumed to Net
<u>2008</u>					
Life Insurance in force (\$000)	\$ 1,303,722	\$ 125,065	\$ 1,150,687	\$ 2,329,344	49.4%
Premiums:					
Life Insurance	\$ 35,133,624	\$ 649,964	\$ 1,269,658	\$ 35,753,318	3.6%
Accident and Health Insurance	227,908	162	233	227,979	0.1%
Total premiums	\$ 35,361,532	\$ 650,126	\$ 1,269,891	\$ 35,981,297	3.5%
<u>2007</u>					
Life Insurance in force (\$000)	\$ 1,243,906	\$ 114,155	\$ 1,190,843	\$ 2,320,594	51.3%
Premiums:					
Life Insurance	\$ 30,886,927	\$ 586,877	\$ 1,713,765	\$ 32,013,815	5.4%
Accident and Health Insurance	248,702	189	509	249,022	0.2%
Total premiums	\$ 31,135,629	\$ 587,066	\$ 1,714,274	\$ 32,262,837	5.3%
<u>2006</u>					
Life Insurance in force (\$000)	\$ 1,232,142	\$ 122,232	\$ 1,388,552	\$ 2,498,462	55.6%
Premiums:					
Life Insurance	\$ 29,140,230	\$ 328,854	\$ 1,682,855	\$ 30,494,231	5.5%
Accident and Health Insurance	281,884	148	524	282,260	0.2%
Total premiums	\$ 29,422,114	\$ 329,002	\$ 1,683,379	\$ 30,776,491	5.5%

## Schedule V

SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES

## Valuation and Qualifying Accounts

	Balance at Beginning of Year	Additions Charged to Costs and Expenses	Deductions Disposals and Write-offs	Balance at End of Year
<u>For the Year Ended December 31, 2008</u>				
Accumulated depreciation on real estate	\$ 4,340,390	\$ 672,721	\$ (3,540)	\$ 5,009,571
Allowance for losses on mortgage loans on real estate and construction loans held for investment.	1,435,131	4,338,553	(993,217)	4,780,467
Accumulated depreciation on property and equipment	15,664,046	2,052,019	(27,647)	17,688,418
Allowance for doubtful accounts	1,293,185	1,034,202	(344,094)	1,983,293
Allowance for doubtful accounts on collateral loans	492,089	166,000	(102,943)	555,146
<u>For the Year Ended December 31, 2007</u>				
Accumulated depreciation on real estate	\$ 4,024,710	\$ 315,680	\$ --	\$ 4,340,390
Allowance for losses on mortgage loans on real estate and construction loans	1,026,576	420,000	(11,445)	1,435,131
Accumulated depreciation on property and equipment	13,522,715	2,232,928	(91,597)	15,664,046
Allowance for doubtful accounts	866,392	653,905	(227,112)	1,293,185
Allowance for doubtful accounts on collateral loans	435,726	57,070	(707)	492,089
<u>For the Year Ended December 31, 2006</u>				
Accumulated depreciation on real estate	\$ 3,766,259	\$ 304,711	\$ (46,260)	\$ 4,024,710
Allowance for losses on mortgage loans on real estate and construction loans	562,909	463,667	--	1,026,576
Accumulated depreciation on property and equipment	14,373,406	1,718,306	(2,568,997)	13,522,715
Allowance for doubtful accounts	868,197	137,379	(139,184)	866,392
Allowance for doubtful accounts on collateral loans	339,218	100,000	(3,492)	435,726

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K  
Year Ended December 31, 2008

SECURITY NATIONAL FINANCIAL CORPORATION  
Commission File No. 0-9341

E X H I B I T S

Exhibit Index

<u>Exhibit No.</u>	<u>Document Name</u>
10.22	Indemnification Agreement
10.23	Subsidiaries of the Registrant
31.1	Certification pursuant to 18 U.S.C. Section 1350, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification pursuant to 18 U.S.C. Section 1350, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

INDEMNIFICATION AGREEMENT

This Indemnification Agreement ("Agreement") dated as of December 17, 2007, is made by and between Lehman Brothers Bank, FSB a federal savings bank (together with its successors, assigns, operating divisions, affiliates and subsidiaries, "LBB"), and Aurora Loan Services LLC, a Delaware limited liability company, and wholly-owned subsidiary of LBB (together with its successors, assigns, operating divisions, affiliates and subsidiaries, "Aurora," or collectively with LBB as "LBB") having an office for the conduct of business at 10350 Park Meadows Drive, Littleton, Colorado 80134, and Security National Mortgage Company (together with its successors assigns, operating divisions, affiliates and subsidiaries, "Seller"), having an office for the conduct of business at 5300 South 360 West, Suite 150, Murray, Utah 84123. LBB, Aurora, and the Seller are sometimes referred to herein as parties,

## WITNESSETH:

WHEREAS, LBB and the Seller are parties to a certain Loan Purchase Agreement (Servicing Released Transactions), dated as of July, 11, 1998 (the "Purchase Agreement"), pursuant to which the Seller may sell to LBB from time to time, and LBB may purchase from the Seller from time to time, certain mortgage loans in accordance with the terms of the Purchase Agreement and Aurora's Seller's Guide, as amended from time to time (the "Seller's Guide");

WHEREAS, the Seller made certain material representations and warranties as set forth in the Seller's Guide which LBB relied upon when entering into the Purchase Agreement;

WHEREAS pursuant to the Purchase Agreement, LBB purchased from the Seller residential mortgage loans;

WHEREAS, as part of Aurora's. quality control efforts, Aurora reviewed the purchased mortgage loans and determined that certain loans contain alleged Misrepresentations and/or Early Payment Defaults (the "Breaches").

WHEREAS, the existence of the alleged Breaches with respect to the Purchase Agreement and Seller's Guide concerning purchased mortgage loans allegedly gives LBB the right to require the Seller to immediately repurchase the mortgage loans that contain Breaches (hereinafter defined as the "Mortgages" or "Mortgage Loans") in accordance with the terms of the Purchase Agreement and the Seller's Guide, and

WHEREAS, in reliance upon the Seller's execution of this Agreement to indemnify LBB and Aurora for any and all losses suffered on the Mortgage Loans, LBB/Aurora have refrained from demanding immediate repurchase of the Mortgage Loans by the Seller; and

WHEREAS, the amount of any and all Losses suffered on the Mortgage Loans by LBB and Aurora are uncertain in amount.

NOW, THEREFORE, in consideration of LBB's and Aurora's forbearance from exercising its right to have the Seller immediately repurchase the Mortgage Loans, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

Section 1. Indemnification. The Seller hereby and at all times hereafter agrees to indemnify and hold LBB and/or Aurora and the Servicer harmless from and against seventy-five percent (75%) of all losses, damages, penalties, fines, forfeitures, legal or other fees, judgments, costs, expenses, debts, obligations and claims which LBB and/or Aurora or the Servicer may have or may hereafter suffer, incur, be put to, pay or lay out, or sustain as a result of any cause related to any current or future default by the mortgagor on the Mortgage Loans with alleged breaches as detailed on the attached Schedule A on an individual basis (collectively, "Losses"). Further LBB and Aurora agree to release the Seller from any obligation to pay the remaining twenty-five percent (25%) of all losses, damages, penalties, fines, forfeitures, legal or other fees, judgments, costs, expenses, debts, obligations and claims which LBB and/or Aurora or the Servicer may have or may hereafter suffer, incur, be put to, pay or lay out, or sustain as a result of any cause related to any current or future default by the mortgagor on the Mortgage Loans as detailed on the attached Schedule A on an individual basis. The Losses shall be paid and discharged by Seller through the Deposit specified in Section 5 below. The Losses shall be involved or apportioned against the Seller as they are incurred by LBB and/or Aurora or the Servicer, absolutely, and the existence and amount of any such Losses shall be determined by LBB and/or Aurora and the Servicer in their sole and absolute discretion.

---



Section 2. Duration of Agreement and Survival of Indemnification. The terms of this Agreement shall also apply to any future Losses sustained by LBB and/or Aurora on any Mortgage Loan purchased from the Seller, with the Deposit set forth in Section 5 applied as described in that section at 100% of the Losses for any loans purchased with an alleged breach that are not identified on Schedule A. The indemnification provided under Section 1 of this Agreement shall remain in full force and effect and shall survive until either the Mortgage Loan has been paid in full, foreclosed, liquidated or otherwise retired and the related Mortgaged Property or REO Property has been liquidated.

Section 3. Seller's Right to Repurchase. Notwithstanding LBB's and Aurora's forbearance from exercising its right to have the Seller immediately repurchase the Mortgage Loans, the Seller shall have the right, but not the obligation, at any time, to repurchase any or all of the Mortgage Loan(s) for an amount equal to the unpaid principal plus outstanding interest plus fees due.

Section 4. Control of Defaulted Mortgage Loans. If the Mortgage loans have not been repurchased by the Seller, LBB and/or Aurora, or its Servicer, shall have sole and exclusive control over the servicing and administration of the Mortgage Loan(s), including after default and, if applicable, over the marketing, administration and disposition of any foreclosed Mortgaged Property or REO Property relating to the Mortgage Loan(s) and the Seller shall not controvert or dispute any costs incurred, or the amount of any selling price set or obtained by LBB for any such property. In the event the Seller repurchases any Mortgage Loan, the Seller shall have sole and exclusive control over the servicing and administration of the Mortgage Loan(s), including after default and, if applicable, over the marketing, administration and disposition of any foreclosed Mortgaged Property or REO Property relating to the Mortgage Loan(s). Notwithstanding anything to the contrary, in no event shall a "full credit bid" made by LBB and/or Aurora or any other party at a foreclosure sale of the Property securing the loan limit the rights of LBB and/or Aurora or the obligations of the Seller under this Agreement.

Section 5. Deposit of Funds to Secure Obligations. To partially secure the Seller's obligation to make payment of the Losses hereunder, and under, any other indemnification agreement entered into between LBB and/or Aurora and Seller, the Seller shall pay, as a deposit against unrealized and uncertain Losses, Six Hundred Forty Five Thousand and no/100 Dollars (\$645,000.00) ("Deposit") as follows:

1. Simultaneously with the execution and delivery of this Agreement, Seller shall deposit with Aurora in immediately available funds a total amount equal to Three Hundred Ninety Five Thousand and No/100th Dollars (\$395,000.00). This amount is in addition to the Two Hundred Fifty Thousand and No/100th Dollars (\$250,000.00) delivered to LBB and/or Aurora on Monday December 10, 2007, for a total of Six Hundred Forty Five Thousand and No/100th Dollars (\$645,000.00) to be held as a deposit by LBB and/or Aurora.
  2. Commencing immediately, Aurora shall be entitled to hold back 25.00 basis points on all loan production LBB and/or Aurora purchases from the Seller and to add that basis point holdback (the "Holdback") to the Deposit balance. Seller agrees to deliver \$300,000,000.00 (the Commitment Amount), or \$600,000,000 in the next 24 months, in qualifying loans to LBB and/or Aurora on an annual basis for the next twenty-four (24) months commencing immediately and ending December 31, 2009. If at the end of each twelve (12) month period (or on December 31, 2008, for year one, and December 31, 2009 for year two) the volume delivery described herein is not satisfied, Seller promises and agrees to pay an amount equal to 16.25 basis points on the difference of the loan balance delivered and the Commitment Amount. In the event that LBB and/or Aurora no longer purchases residential mortgage loans, Seller shall have no obligation to pay any amount for a shortfall on the delivery commitment.
-

3. On January 31, 2008 and continuing on the last day of each calendar month thereafter, if the Deposit balance is less than Six Hundred Forty Five Thousand and No/100th Dollars (\$645,000.00) on the final day of that particular calendar month, Seller promises and agrees to pay to Aurora, within ten (10) calendar days, the difference between the Deposit balance and Six Hundred Forty Five Thousand and No/100th Dollars (\$645,000.00); provided however, that in no event shall Seller be required to pay any amount into the Deposit that would result in a total contribution, including both basis point holdbacks and cash payments, in excess of a total of One Hundred Twenty-Five Thousand and No/100th Dollars (\$125,000.00) for any calendar month. If on the final day of a particular calendar month the Deposit balance exceeds Six Hundred Forty Five Thousand and No/100th Dollars (\$645,000.00), LBB and/or Aurora agree that said excess shall roll forward to the next calendar month's Deposit balance and agree to credit the subsequent calendar month's balance by said excess amount, and that any obligation of Seller to make payments to the Deposit shall also be reduced by said credited amount. Failure to use a credited amount shall not extinguish the credit.

Notwithstanding the foregoing, in the event the remaining sum of the unpaid "Losses" on the Mortgage Loans with alleged breaches as detailed on the attached Schedule A can be reasonably estimated to be a sum less than \$645,000, the Deposit balance requirement shall be reduced accordingly.

4. LBB and/or Aurora shall not apply any Deposit funds to a particular Mortgage Loan until an actual loss has occurred and shall notify the Seller prior to applying funds from the Deposit to the Losses on any particular Mortgage Loan. Pursuant to Section 1, above, LBB and/or Aurora shall apply funds from the Deposit to the Losses on any particular loan in an amount equal to only seventy-five percent (75%) of the actual Losses on that particular loan and the remaining twenty-five percent (25%) of said Losses shall thereby be permanently released and discharged.

5. Should the Seller fail to remit any of the payments specified in Paragraphs 1 and/or 3 of this Section 5, LBB and/or Aurora may declare this Agreement null and void and, except as to those Losses that shall have been previously released and discharged as set forth herein, shall be entitled to enforce all rights and remedies against the Seller under the Purchase Agreement and Seller's Guide. In the event Seller defaults under this Agreement, LBB and/or Aurora shall be entitled to retain and keep as theirs all funds received from Seller under this Agreement, but only to the extent of LBB/Aurora's actual or estimated future losses.

Section 6. Remedies Not Exclusive. LBB and/or Aurora's exercise of any remedy provided by any Mortgage or any related mortgage note shall be a condition precedent to the Seller's fulfillment of the Losses. Notwithstanding, if LBB and/or Aurora recover any amount through the exercise of any remedy provided by any Mortgage or any related mortgage note, the Losses shall be reduced dollar for dollar by the amount of the recovery. Further, except as provided in this Agreement, LBB and/or Aurora's exercise of any right or remedy under this Agreement shall not limit its exercise of any other right or remedy provided to LBB and/or Aurora by the Seller's Guide, the Purchase Agreement, applicable law, by any other agreement to which it and the Seller are parties or otherwise. Except as provided in this Agreement, this Agreement is in no way to be construed as a waiver of any rights or remedies that LBB and/or Aurora currently has or may have in the future under the Purchase Agreement or otherwise.

Section 7. No Waiver of Strict Performance. Nothing in this Agreement shall be construed to waive LBB's and/or Aurora's requirement for the Seller to strictly perform its obligations under the Purchase Agreement and Seller's Guide in the past, present, and future. Unless expressly provided to the contrary, the failure of any party to insist upon strict performance of any covenant or obligation in this Agreement shall not be a waiver of such party's right to demand strict compliance in the future or to pursue or enforce whatever remedies may be available to such party for any breach or default of or in such covenant or obligation (subject to the applicable statutes of limitation). No consent or waiver, express or implied, to or of any breach or default in the performance of any covenant or obligation in this Agreement shall constitute a consent or waiver to or of any other breach or default in the performance of the same or any other covenant or obligation hereunder.

---

Section 8. Statute of Limitations. In consideration for allowing the Seller to enter into his Agreement rather than repurchase the Mortgage Loans, the statute of limitations (and other defenses based upon the passage of time) as to any and all claims, known or unknown, that LBB and/or Aurora may have against the Seller are hereby tolled as they relate to the Mortgage Loans.

Section 9. Representations of the Seller. The Seller hereby represents and warrants to LBB and Aurora that:

- (a) (1) The execution of this Agreement either has been (i) specifically approved by the Board of Directors of the Seller and such approval is reflected in the minutes of the meetings of such Board of Directors, or (ii) approved by an officer of the Seller who was duly authorized by the Board of Directors to enter into transactions of the type set forth in the Agreement and such authorization is reflected in the minutes of the Board of Directors' meetings; and (2) this Agreement constitutes the "written agreement" of the Seller. The Seller (or any successor thereto) further warrants that it shall continuously maintain such "written agreement" as an official record of the Seller;
- (b) Performance of its obligations hereunder shall not violate, or require consent under, any applicable law or regulation, or any agreement to which the Seller is a Party; and
- (c) This Agreement shall be binding and enforceable against the Seller, its successors and assigns in accordance with its terms.

Section 10: Mortgage Loan File. The Seller shall promptly deliver an executed copy of this Agreement to LBB and/or Aurora, place an executed copy in its files relating to the Mortgage Loan(s) and refer to the existence of this Agreement in any form, schedule, correspondence or other document forwarded to LBB and/or Aurora, however transmitted, relating to the affected Mortgage Loan(s), including, without limitation, such communications as are related to delinquencies, defaults and foreclosures,

Section 11. Confidentiality. The Parties agree not to disclose, without prior written consent of each other, the provisions of this Agreement to any person, firm, organization, or entity of any and every type, public or private, unless required by subpoena, court order, law or regulation, except that the parties agree that the Agreement may be used in a subsequent proceeding in order to enforce the terms of this Agreement in a court of law, in a court of equity by injunction or otherwise, by way of defense, or in any other appropriate manner. However, this provision shall not limit the right to share information among affiliate or subsidiary entities and as allowed under the Gramm-Leach Bliley Act.

Section 12. Miscellaneous.

- (a) This Agreement Shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns.
  - (b) This Agreement may only be amended or modified in writing, signed by the party against whom enforcement of such amendment or modification is sought. Any of the terms or conditions of this Agreement may be waived at any time by the party or parties entitled to the benefit thereof, but only by a writing signed by the party or parties waiving such terms or conditions.
-

(c) The invalidity of any portion hereof shall not affect the validity, force or effect of the remaining portions hereof. If it is ever held that any restriction hereunder is too broad to permit enforcement of such restriction to its fullest extent, such restriction shall be enforced to the maximum extent permitted by law. Should this Agreement or any portion thereof be deemed invalid, unenforceable, illegal, voidable, or void for public policy reasons, the Forward Commitment shall remain unaffected.

(d) This Agreement shall be governed by and construed in accordance with the laws of the State of New York, regardless of the conflict of laws principles thereof except as preempted by Federal Law.

(e) The parties acknowledge and agree that performance under this Agreement shall be made in Littleton, Douglas County, State of Colorado. This Agreement shall be deemed to have been executed in Douglas County, Colorado. Seller consents to personal jurisdiction in the Courts of District Court for Douglas County Colorado. Any action under this Agreement may be brought in the District Court for Douglas County, Colorado or Federal District Court in Denver, Colorado at the discretion of LBB and/or Aurora

(f) This Agreement may be executed in counterparts, each of which, when so executed and delivered, shall be deemed to be an original and all of which, taken together, shall constitute one and the same agreement.

(g) Each party warrants and represents that in executing this Agreement, they have relied upon legal advice from the attorney of their choice; that the terms of this Agreement have been read and its consequences (including risks, complications, and costs) have been completely explained to them by that attorney; and that they fully understand the terms of this Agreement.

(h) Each party acknowledges and warrants that their execution of this agreement is free and voluntary.

(i) The parties acknowledge that they have each had the opportunity to review and/or modify this Agreement. The parties agree that the construction and interpretation of this agreement shall not be strictly construed against any party, and if any ambiguity or question of intent arises with respect to any provision of this Agreement, this Agreement shall be construed as if drafted jointly by all parties.

(j) Notices shall be given (and deemed effective) as set forth in the Purchase Agreement.

(k) The parties acknowledge that time is of the essence in the performance of the obligations of this Agreement.

(l) This Agreement may be sold and/or assigned by Aurora or LBB, including any rights and obligations hereunder, without notice to Seller.

(m) Each party agrees to execute any and all documents reasonably required to effectuate the terms of this Agreement.

---

(n) The descriptive headings of the several paragraphs contained in this Agreement are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

(o) Capitalized terms used in this Agreement without definition that are defined in the Seller's Guide are used herein as defined in the Seller's Guide.

[SPACE LEFT INTENTIONALLY' BLANK]

\*\*\* Signatures on Next Page \*\*\*

---

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed as the date set forth above.

SECURITY NATIONAL MORTGAGE COMPANY

LEHMAN BROTHERS BANK, FSB

By: /s/ J. Lynn Beckstead  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

By: /s/ Russell V. Brady  
Printed Name: Russell V. Brady  
Title: /s/ Authorized Signatory  
Date: January 8, 2008

AURORA LOAN SERVICES LLC

By: /s/ Russell V. Brady  
Printed Name: Russell V. Brady  
Title: Vice President  
Date: January 8, 2008

---

---

Subsidiaries of Security National  
Financial Corporation  
as of March 31, 2009

Security National Life Insurance Company

SecurityNational Mortgage Company

Memorial Estates, Inc.

Memorial Mortuary

Paradise Chapel Funeral Home, Inc.

California Memorial Estates, Inc.

Cottonwood Mortuary, Inc.

Deseret Memorial, Inc.

Holladay Cottonwood Memorial Foundation

Holladay Memorial Park, Inc.

Greer-Wilson Funeral Home, Inc.

Crystal Rose Funeral Home, Inc.

Insuradyne Corporation

Security National Funding Company

Security National Life Insurance Company of Louisiana (Formerly Paramount Security Life InsuranceCompany)

Security National Capital, Inc.

Memorial Insurance Company of America

Capital Reserve Life Insurance Company

C & J Financial, LLC

Southern Security Life Insurance Company (a Mississippi domiciled Company)

Marketing Source Center, Inc. dba Security National Travel Services

Security National Reverse Mortgage of Utah

---

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

I, George R. Quist, certify that:

1. I have reviewed this annual report on Form 10-K of Security National Financial Corporation.
2. Based on my knowledge, this annual 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 annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant to 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) 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
  - (c) 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 officers 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 registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 31, 2009

By: s/s George R. Quist  
George R. Quist  
Chairman of the Board and  
Chief Executive Officer

---



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

I, Stephen M. Sill, certify that:

1. I have reviewed this annual report on Form 10-K of Security National Financial Corporation.
2. Based on my knowledge, this annual 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 annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant to 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) 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
  - (c) 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 officers and I have disclosed, based on our most recent evaluation of internal financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 31, 2009

By: s/s Stephen M. Sill  
Stephen M. Sill  
Vice President, Treasurer and  
Chief Financial Officer

---

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

In connection with the Annual Report of Security National Financial Corporation (the "Company") on Form 10-K for the period ending December 31, 2008, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, George R. Quist, Chairman of the Board and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

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

By: s/s George R. Quist  
George R. Quist  
Chairman of the Board and  
Chief Executive Officer  
March 31, 2009

---

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

In connection with the Annual Report of Security National Financial Corporation (the "Company") on Form 10-K for the period ending December 31, 2008, 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. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

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

By: s/s Stephen M. Sill  
Stephen M. Sill  
Vice President, Treasurer  
and Chief Financial Officer  
March 31, 2009

---