



# SECURITY NATIONAL FINANCIAL CORP

## FORM 10-Q

(Quarterly Report)

Filed 08/25/17 for the Period Ending 06/30/17

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

**[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
For the quarter ended June 30, 2017, or**

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

**Commission file number: 000-09341**

**SECURITY NATIONAL FINANCIAL CORPORATION**

*(Exact name of registrant as specified in its charter)*

**UTAH**

*(State or other jurisdiction of incorporation or organization)*

**87-0345941**

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

**5300 South 360 West, Suite 250, Salt Lake City, Utah**

*(Address of principal executive offices)*

**84123**

*(Zip Code)*

**(801) 264-1060**

*(Registrant's telephone number, including area code)*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No [ ]

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

Large accelerated filer [ ]

Accelerated filer [ ]

Non-accelerated filer [ ] (Do not check if a smaller reporting company) Smaller reporting company [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No[X]

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

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

**13,820,079**  
Number of Shares Outstanding as of  
August 25, 2017

**Class C Common Stock, \$2.00 par value**  
Title of Class

**2,005,026**  
Number of Shares Outstanding as of  
August 25, 2017

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**SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES**  
**FORM 10-Q**

**QUARTER ENDED JUNE 30, 2017**

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SECURITY NATIONAL FINANCIAL CORPORATION  
AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

**Part I - Financial Information**

**Item 1. Financial Statements.**

	June 30 2017 (Unaudited)	December 31 2016 (As Restated)
<b>Assets</b>		
Investments:		
Fixed maturity securities, held to maturity, at amortized cost	\$ 193,208,660	\$ 184,979,644
Equity securities, available for sale, at estimated fair value	6,499,100	10,573,356
Mortgage loans on real estate and construction loans, held for investment (net of allowances for loan losses of \$1,921,028 and \$1,748,783 for 2017 and 2016)	134,999,264	149,181,578
Real estate held for investment (net of accumulated depreciation of \$17,064,559 and \$16,138,439 for 2017 and 2016)	151,355,029	145,165,921
Policy loans and other investments (net of allowances for doubtful accounts of \$1,072,529 and \$1,119,630 for 2017 and 2016)	40,987,994	40,937,146
Short-term investments	23,448,480	27,560,040
Accrued investment income	3,300,540	3,163,775
Total investments	<u>553,799,067</u>	<u>561,561,460</u>
Cash and cash equivalents	82,258,418	38,987,430
Loans held for sale	172,772,535	189,139,832
Receivables (net of allowances for doubtful accounts of \$2,609,643 and \$2,355,482 for 2017 and 2016)	5,919,706	7,050,283
Restricted assets	10,152,550	10,391,394
Cemetery perpetual care trust investments	4,322,060	4,131,885
Receivable from reinsurers	13,280,043	13,079,668
Cemetery land and improvements	10,561,992	10,672,836
Deferred policy and pre-need contract acquisition costs	75,286,393	69,118,745
Mortgage servicing rights, net	20,096,965	18,872,362
Property and equipment, net	7,965,086	8,791,522
Value of business acquired	7,079,387	7,570,300
Goodwill	2,765,570	2,765,570
Other	<u>10,254,418</u>	<u>9,545,296</u>
<b>Total Assets</b>	<u><b>\$ 976,514,190</b></u>	<u><b>\$ 951,678,583</b></u>

See accompanying notes to condensed consolidated financial statements (unaudited).

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

	June 30 2017 (Unaudited)	December 31 2016 (As Restated)
<b>Liabilities and Stockholders' Equity</b>		
<b>Liabilities</b>		
Future policy benefits and unpaid claims	\$ 592,762,559	\$ 584,067,692
Unearned premium reserve	4,340,622	4,469,771
Bank and other loans payable	163,582,661	152,140,679
Deferred pre-need cemetery and mortuary contract revenues	12,477,400	12,360,249
Cemetery perpetual care obligation	3,662,070	3,598,580
Accounts payable	3,338,457	4,213,109
Other liabilities and accrued expenses	31,068,330	33,950,503
Income taxes	27,657,321	24,318,869
Total liabilities	<u>838,889,420</u>	<u>819,119,452</u>
<b>Stockholders' Equity</b>		
Preferred Stock - non-voting - \$1.00 par value; 5,000,000 shares authorized; none issued or outstanding	-	-
Class A: common stock - \$2.00 par value; 20,000,000 shares authorized; issued 13,820,079 shares in 2017 and 13,819,006 shares in 2016	27,640,158	27,638,012
Class B: non-voting common stock - \$1.00 par value; 5,000,000 shares authorized; none issued or outstanding	-	-
Class C: convertible common stock - \$2.00 par value; 3,000,000 shares authorized; issued 2,005,026 shares in 2017 and 1,902,229 shares in 2016	4,010,052	3,804,458
Additional paid-in capital	35,185,487	34,813,246
Accumulated other comprehensive income, net of taxes	242,213	264,822
Retained earnings	71,751,784	67,409,204
Treasury stock at cost - 625,871 Class A shares in 2017 and 704,122 Class A shares in 2016	<u>(1,204,924)</u>	<u>(1,370,611)</u>
Total stockholders' equity	<u>137,624,770</u>	<u>132,559,131</u>
<b>Total Liabilities and Stockholders' Equity</b>	<u>\$ 976,514,190</u>	<u>\$ 951,678,583</u>

See accompanying notes to condensed consolidated financial statements (unaudited).

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

	Three Months Ended June 30		Six Months Ended June 30	
	2017	2016	2017	2016
<b>Revenues:</b>				
Insurance premiums and other considerations	\$ 17,498,500	\$ 15,899,526	\$ 34,855,624	\$ 30,351,101
Net investment income	9,747,475	9,135,820	19,310,757	18,128,011
Net mortuary and cemetery sales	3,280,375	3,520,071	6,639,348	6,765,927
Realized gains on investments and other assets	887,402	120,543	1,032,732	218,465
Other than temporary impairments on investments	(266,227)	(30,000)	(318,366)	(103,630)
Mortgage fee income	39,948,197	49,825,887	78,376,051	91,037,895
Other	2,075,836	1,615,380	4,104,709	3,145,806
Total revenues	<u>73,171,558</u>	<u>80,087,227</u>	<u>144,000,855</u>	<u>149,543,575</u>
<b>Benefits and expenses:</b>				
Death benefits	8,547,019	7,336,129	17,341,617	15,160,130
Surrenders and other policy benefits	680,117	560,859	1,537,648	1,079,180
Increase in future policy benefits	5,366,096	5,272,358	10,934,138	9,394,059
Amortization of deferred policy and pre-need acquisition costs and value of business acquired	1,768,769	1,707,552	4,032,808	3,920,388
Selling, general and administrative expenses:				
Commissions	18,522,758	24,608,753	34,877,806	43,819,721
Personnel	17,964,918	17,582,835	36,554,605	34,780,207
Advertising	1,485,604	1,969,945	2,796,278	3,047,955
Rent and rent related	2,296,495	2,048,397	4,436,033	4,112,722
Depreciation on property and equipment	581,026	536,489	1,206,838	1,057,944
Costs related to funding mortgage loans	2,286,107	1,958,625	4,505,756	4,591,379
Other	7,760,849	6,832,076	15,191,800	13,312,787
Interest expense	1,385,354	1,235,151	2,639,393	2,299,346
Cost of goods and services sold-mortuaries and cemeteries	532,147	452,172	1,054,066	910,791
Total benefits and expenses	<u>69,177,259</u>	<u>72,101,341</u>	<u>137,108,786</u>	<u>137,486,609</u>
<b>Earnings before income taxes</b>	<u>3,994,299</u>	<u>7,985,886</u>	<u>6,892,069</u>	<u>12,056,966</u>
Income tax expense	<u>(1,508,435)</u>	<u>(2,968,880)</u>	<u>(2,546,205)</u>	<u>(4,502,019)</u>
<b>Net earnings</b>	<u>\$ 2,485,864</u>	<u>\$ 5,017,006</u>	<u>\$ 4,345,864</u>	<u>\$ 7,554,947</u>
<b>Net earnings per Class A Equivalent common share (1)</b>	<u>\$ 0.16</u>	<u>\$ 0.34</u>	<u>\$ 0.29</u>	<u>\$ 0.51</u>
<b>Net earnings per Class A Equivalent common share-assuming dilution (1)</b>	<u>\$ 0.16</u>	<u>\$ 0.33</u>	<u>\$ 0.28</u>	<u>\$ 0.50</u>
Weighted-average Class A equivalent common share outstanding (1)	<u>15,161,689</u>	<u>14,747,976</u>	<u>15,110,119</u>	<u>14,702,187</u>
Weighted-average Class A equivalent common shares outstanding-assuming dilution (1)	<u>15,492,277</u>	<u>15,111,324</u>	<u>15,454,507</u>	<u>15,114,535</u>

(1) Net earnings per share amounts have been adjusted retroactively for the effect of annual stock dividends.

See accompanying notes to condensed consolidated financial statements (unaudited).

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

	Three Months Ended June 30		Six Months Ended June 30	
	2017	2016	2017	2016
Net earnings	\$ 2,485,864	\$ 5,017,006	\$ 4,345,864	\$ 7,554,947
Other comprehensive income:				
Unrealized gains on derivative instruments	1,021	2,804	2,616	5,541
Unrealized gains (losses) on available for sale securities	(67,708)	38,582	(37,838)	471,589
Other comprehensive income (loss) before income tax	(66,687)	41,386	(35,222)	477,130
Income tax (expense) benefit	22,786	(28,779)	12,613	(164,956)
Other comprehensive income (loss) net of income tax	(43,901)	12,607	(22,609)	312,174
Comprehensive income	<u>\$ 2,441,963</u>	<u>\$ 5,029,613</u>	<u>\$ 4,323,255</u>	<u>\$ 7,867,121</u>

See accompanying notes to condensed consolidated financial statements (unaudited).

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

	<b>Class A Common Stock</b>	<b>Class C Common Stock</b>	<b>Additional Paid-in Capital</b>	<b>Accumulated Other Comprehensive Income</b>	<b>Retained Earnings</b>	<b>Treasury Stock</b>	<b>Total</b>
<b>Balance at December 31, 2015</b>	\$ 26,218,200	\$ 3,419,280	\$ 30,232,582	\$ (499,358)	\$ 60,525,404	\$ (2,179,429)	\$ 117,716,679
Net earnings	-	-	-	-	7,554,947	-	7,554,947
Other comprehensive income	-	-	-	312,174	-	-	312,174
Grant of stock options	-	-	168,478	-	-	-	168,478
Exercise of stock options	56,920	-	4,367	-	-	-	61,287
Sale of treasury stock	-	-	274,184	-	-	374,472	648,656
Stock dividends	274	12,768	30,779	-	(43,821)	-	-
Conversion Class C to Class A	8	(8)	-	-	-	-	-
<b>Balance at June 30, 2016</b>	<u>\$ 26,275,402</u>	<u>\$ 3,432,040</u>	<u>\$ 30,710,390</u>	<u>\$ (187,184)</u>	<u>\$ 68,036,530</u>	<u>\$ (1,804,957)</u>	<u>\$ 126,462,221</u>
<b>Balance at December 31, 2016</b>	\$ 27,638,012	\$ 3,804,458	\$ 34,813,246	\$ 264,822	\$ 67,409,204	\$ (1,370,611)	\$ 132,559,131
Net earnings	-	-	-	-	4,345,864	-	4,345,864
Other comprehensive loss	-	-	-	(22,609)	-	-	(22,609)
Grant of stock options	-	-	203,312	-	-	-	203,312
Exercise of stock options	2	206,804	(206,806)	-	-	-	-
Sale of treasury stock	-	-	373,385	-	-	351,157	724,542
Purchase of treasury stock	-	-	-	-	-	(185,470)	(185,470)
Stock dividends	930	4	2,350	-	(3,284)	-	-
Conversion Class C to Class A	1,214	(1,214)	-	-	-	-	-
<b>Balance at June 30, 2017</b>	<u>\$ 27,640,158</u>	<u>\$ 4,010,052</u>	<u>\$ 35,185,487</u>	<u>\$ 242,213</u>	<u>\$ 71,751,784</u>	<u>\$ (1,204,924)</u>	<u>\$ 137,624,770</u>

See accompanying notes to condensed consolidated financial statements (unaudited).



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

	Six Months Ended June 30	
	2017	2016
<b>Cash flows from operating activities:</b>		
Net cash provided by (used in) operating activities	\$ 20,042,049	\$ (11,694,122)
<b>Cash flows from investing activities:</b>		
Securities held to maturity:		
Purchase-fixed maturity securities	(14,739,655)	(6,011,449)
Calls and maturities - fixed maturity securities	5,780,429	7,461,029
Securities available for sale:		
Purchase - equity securities	(4,662,660)	(3,092,638)
Sales - equity securities	8,728,231	2,858,859
Purchases of short-term investments	(10,545,721)	(7,982,751)
Sales of short-term investments	14,657,281	4,122,893
Net changes in restricted assets	234,989	(379,488)
Net changes in perpetual care trusts	(138,214)	636,032
Mortgage loans, policy loans, and other investments made	(225,709,097)	(223,703,013)
Payments received for mortgage loans, policy loans and other investments	243,249,202	213,224,702
Purchase of property and equipment	(396,225)	(796,922)
Sale of property and equipment	9,973	33,994
Purchase of real estate	(9,792,553)	(11,122,083)
Sale of real estate	6,955,785	3,559,261
Net cash provided by (used in) investing activities	13,631,765	(21,191,574)
<b>Cash flows from financing activities:</b>		
Investment contract receipts	6,619,919	5,089,479
Investment contract withdrawals	(8,281,872)	(6,138,482)
Proceeds from stock options exercised	-	61,287
Purchase of treasury stock	(185,470)	-
Repayment of bank loans	(1,450,283)	(777,883)
Proceeds from borrowing on bank loans	13,785,915	2,472,468
Net change in warehouse line borrowings	(891,035)	28,925,507
Net cash provided by financing activities	9,597,174	29,632,376
<b>Net change in cash and cash equivalents</b>	<b>43,270,988</b>	<b>(3,253,320)</b>
Cash and cash equivalents at beginning of period	38,987,430	40,053,242
<b>Cash and cash equivalents at end of period</b>	<b>\$ 82,258,418</b>	<b>\$ 36,799,922</b>
<b>Supplemental Disclosure of Cash Flow Information:</b>		
Cash paid during the year for:		
Interest (net of amount capitalized)	\$ 2,617,241	\$ 2,315,042
Income taxes (net of refunds)	(804,859)	981,981
<b>Non Cash Operating, Investing and Financing Activities:</b>		
Transfer of loans held for sale to mortgage loans held for investment	\$ 5,032,147	\$ 7,386,432
Accrued real estate construction costs and retainage	3,013,225	-
Mortgage loans foreclosed into real estate	1,345,213	573,658
Benefit plans funded with treasury stock	724,542	648,656

See accompanying notes to condensed consolidated financial statements (unaudited).

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
June 30, 2017 (Unaudited)

1) Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Articles 8 and 10 of Regulation S-X. Accordingly, they do not include all of the information and disclosures required by accounting principles generally accepted in the United States of America for complete financial statements. These financial statements should be read in conjunction with the consolidated financial statements of the Company and notes thereto for the year ended December 31, 2016, included in the Company's Annual Report on Form 10-K/A (file number 000-09341). In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six months ended June 30, 2017 are not necessarily indicative of the results that may be expected for the year ending December 31, 2017. The presentation of certain amounts in the prior year have been reclassified to conform to the 2017 presentation. See additional discussion regarding correction of errors in Notes 21 and 22 included in the Company's Form 10-K/A for the year ended December 31, 2016.

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

Material estimates that are particularly susceptible to significant changes in the near term are those used in determining the value of derivative assets and liabilities; those used in determining deferred acquisition costs and the value of business acquired; those used in determining the value of mortgage loans foreclosed to real estate held for investment; those used in determining the liability for future policy benefits and unearned revenue; those used in determining the estimated future costs for pre-need sales; those used in determining the value of mortgage servicing rights; those used in determining allowances for loan losses for mortgage loans on real estate; those used in determining loan loss reserve; and those used in determining deferred tax assets and liabilities. Although some variability is inherent in these estimates, management believes the amounts provided are fairly stated in all material respects.

2) Recent Accounting Pronouncements

ASU No. 2016-13: "Financial Instruments – Credit Losses (Topic 326)" – Issued in June 2016, ASU 2016-13 amends guidance on reporting credit losses for assets held at amortized cost basis and available for sale debt securities. For assets held at amortized cost basis, Topic 326 eliminates the probable initial recognition threshold in current generally accepted accounting principles ("GAAP") and, instead, requires an entity to reflect its current estimate of all expected credit losses. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial assets to present the net amount expected to be collected. For available for sale debt securities, credit losses should be measured in a manner similar to current GAAP, however Topic 326 will require that credit losses be presented as an allowance rather than as a write-down. The new authoritative guidance is effective for interim and annual periods beginning after December 15, 2019. The Company is in the process of evaluating the potential impact of this standard, which is not expected to be material to the Company's results of operations but will have an effect on the balance sheet presentation.

ASU No. 2016-02: "Leases (Topic 842)" – Issued in February 2016, ASU 2016-02 supersedes the requirements in ASC Topic 840, "Leases", and was issued to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. The new authoritative guidance is effective for interim and annual periods beginning after December 15, 2018. The Company is in the process of evaluating the potential impact of this standard, which is not expected to be material to the Company's results of operations but will have an effect on the balance sheet presentation for leased assets and obligations.

ASU No. 2016-01: "Financial Instruments – Overall (Topic 825-10)" – Issued in January 2016, ASU 2016-01 changes the accounting for non-consolidated equity investments that are not accounted for under the equity method of accounting by requiring changes in fair value to be recognized in income. Under current guidance, changes in fair value for investments of this nature are recognized in accumulated other comprehensive income as a component of stockholders' equity. Additionally, ASU 2016-01 simplifies the impairment assessment of equity investments without readily determinable fair values; requires entities to use the exit price when estimating the fair value of financial instruments; and modifies various presentation disclosure requirements for financial instruments. The Company holds equity securities classified as available for sale securities that are currently measured at fair value with changes in fair value recognized through other comprehensive income. Upon adoption of ASU 2016-01 the Company will be required to recognize changes in the fair value of these equity securities through earnings, thus increasing the volatility of the Company's earnings. However, adoption of this standard will not significantly affect the Company's comprehensive income or stockholders' equity. See Note 3 for details regarding the Company's equity securities currently classified as available for sale. This new authoritative guidance is effective for interim and annual periods beginning after December 15, 2017, with the cumulative effect of the adoption made to the balance sheet as of the date of adoption. Thus, the adoption will result in a reclassification of the related accumulated net unrealized gains (losses) currently included in accumulated other comprehensive income to retained earnings. The Company will adopt this standard beginning January 1, 2018.

2) Recent Accounting Pronouncements (Continued)

ASU No. 2014-09: "Revenue from Contracts with Customers (Topic 606)" - Issued in May 2014, ASU 2014-09 supersedes the revenue recognition requirements in ASC Topic 605, "Revenue Recognition". ASU 2014-09 clarifies the principles for recognizing revenue in order to improve comparability of revenue recognition practices across entities and industries. ASU 2014-09 provides guidance intended to assist in the identification of contracts with customers and separate performance obligations within those contracts, the determination and allocation of the transaction price to those identified performance obligations and the recognition of revenue when a performance obligation has been satisfied. ASU 2014-09 also requires disclosures regarding the nature, amount, timing, and uncertainty of revenues and cash flows from contracts with customers. Insurance contracts are excluded from the scope of this new guidance.

Upon adoption, ASU 2014-09 provides for transition through either a full retrospective approach requiring the restatement of all presented prior periods or a modified retrospective approach, which allows the new recognition standard to be applied to only those contracts that are not completed at the date of transition. If the modified retrospective approach is adopted, a cumulative effect adjustment to retained earnings is performed with additional disclosures required including the amount by which each line item is affected by the transition as compared to the guidance in effect before adoption and an explanation of the reasons for significant changes in these amounts. The Company intends to adopt ASU 2014-09 using the modified retrospective method. The Company does not expect to record a cumulative effect adjustment to its beginning retained earnings as a result of adoption of ASU 2014-09.

The Company's revenues from contracts with customers that are subject to ASU 2014-09 include mortgage servicing fees and revenues on mortuary and cemetery contracts. The recognition and measurement of these items is not expected to change as a result of the Company's adoption of ASU 2014-09 and thus the Company does not expect that the adoption of ASU 2014-09 will significantly impact the Company's results of operations or financial position but is still in the process of evaluating the final impact. The new authoritative guidance is effective for interim and annual periods beginning after December 15, 2017. The Company will adopt this standard beginning January 1, 2018.

The Company has reviewed other recent accounting pronouncements and has determined that they will not significantly impact the Company's results of operations or financial position.

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
June 30, 2017 (Unaudited)

3) Investments

The Company's investments in fixed maturity securities held to maturity and equity securities available for sale as of June 30, 2017 are summarized as follows:

	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
<u>June 30, 2017</u>				
Fixed maturity securities held to maturity carried at amortized cost:				
Bonds:				
U.S. Treasury securities and obligations of U.S. Government agencies	\$ 14,420,200	\$ 248,373	\$ (59,763)	\$ 14,608,810
Obligations of states and political subdivisions	5,973,209	130,535	(89,335)	6,014,409
Corporate securities including public utilities	161,579,151	13,657,535	(2,170,322)	173,066,364
Mortgage-backed securities	10,612,465	238,013	(159,091)	10,691,387
Redeemable preferred stock	623,635	39,838	-	663,473
Total fixed maturity securities held to maturity	<u>\$193,208,660</u>	<u>\$14,314,294</u>	<u>\$(2,478,511)</u>	<u>\$205,044,443</u>
Equity securities available for sale at estimated fair value:				
Common stock:				
Industrial, miscellaneous and all other	\$ 6,969,968	\$ 388,504	\$ (859,372)	\$ 6,499,100
Total equity securities available for sale at estimated fair value	<u>\$ 6,969,968</u>	<u>\$ 388,504</u>	<u>\$ (859,372)</u>	<u>\$ 6,499,100</u>
Mortgage loans on real estate and construction loans held for investment at amortized cost:				
Residential	\$ 63,031,000			
Residential construction	34,512,524			
Commercial	39,763,788			
Less: Unamortized deferred loan fees, net	(387,020)			
Less: Allowance for loan losses	<u>(1,921,028)</u>			
Total mortgage loans on real estate and construction loans held for investment	<u>\$134,999,264</u>			
Real estate held for investment - net of depreciation	<u>\$151,355,029</u>			
Policy loans and other investments are shown at amortized cost:				
Policy loans	\$ 6,685,452			
Insurance assignments	32,450,071			
Other investments	2,925,000			
Less: Allowance for doubtful accounts	<u>(1,072,529)</u>			
Total policy loans and other investments	<u>\$ 40,987,994</u>			
Short-term investments at amortized cost	<u>\$ 23,448,480</u>			

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3) Investments (Continued)

The Company's investments in fixed maturity securities held to maturity and equity securities available for sale as of December 31, 2016 are summarized as follows:

	<u>Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Estimated Fair Value</u>
<u>December 31, 2016:</u>				
Fixed maturity securities held to maturity carried at amortized cost:				
Bonds:				
U.S. Treasury securities and obligations of U.S. Government agencies	\$ 4,475,065	\$ 249,028	\$ (66,111)	\$ 4,657,982
Obligations of states and political subdivisions	6,017,225	153,514	(133,249)	6,037,490
Corporate securities including public utilities	164,375,636	10,440,989	(3,727,013)	171,089,612
Mortgage-backed securities	9,488,083	221,400	(280,871)	9,428,612
Redeemable preferred stock	623,635	13,418	-	637,053
Total fixed maturity securities held to maturity	<u>\$184,979,644</u>	<u>\$11,078,349</u>	<u>\$(4,207,244)</u>	<u>\$191,850,749</u>
Equity securities available for sale at estimated fair value:				
Common stock:				
Industrial, miscellaneous and all other	\$ 10,985,338	\$ 447,110	\$ (859,092)	\$ 10,573,356
Total securities available for sale carried at estimated fair value	<u>\$ 10,985,338</u>	<u>\$ 447,110</u>	<u>\$ (859,092)</u>	<u>\$ 10,573,356</u>
Mortgage loans on real estate and construction loans held for investment at amortized cost:				
Residential	\$ 58,593,622			
Residential construction	40,800,117			
Commercial	51,536,622			
Less: Allowance for loan losses	<u>(1,748,783)</u>			
Total mortgage loans on real estate and construction loans held for investment	<u>\$149,181,578</u>			
Real estate held for investment - net of depreciation	<u>\$145,165,921</u>			
Policy loans and other investments are shown at amortized cost:				
Policy loans	\$ 6,694,148			
Insurance assignments	33,548,079			
Promissory notes	48,797			
Other investments	1,765,752			
Less: Allowance for doubtful accounts	<u>(1,119,630)</u>			
Total policy loans and other investments	<u>\$ 40,937,146</u>			
Short-term investments at amortized cost	<u>\$ 27,560,040</u>			

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

Fixed Maturity Securities

The following tables summarize unrealized losses on fixed maturity securities, which are carried at amortized cost, at June 30, 2017 and December 31, 2016. The unrealized losses were primarily related to interest rate fluctuations. The tables set forth unrealized losses by duration with the fair value of the related fixed maturity securities:

	Unrealized Losses for Less than Twelve Months	Fair Value	Unrealized Losses for More than Twelve Months	Fair Value	Total Unrealized Loss	Fair Value
<u>At June 30, 2017</u>						
U.S. Treasury Securities and Obligations of U.S. Government Agencies	\$ 59,763	\$12,614,366	\$ -	\$ -	\$ 59,763	\$12,614,366
Obligations of states and political subdivisions	89,335	2,964,864	-	-	89,335	2,964,864
Corporate securities	696,803	19,580,014	1,473,519	11,365,599	2,170,322	30,945,613
Mortgage-backed securities	99,586	2,845,871	59,505	1,097,380	159,091	3,943,251
Total unrealized losses	<u>\$ 945,487</u>	<u>\$38,005,115</u>	<u>\$ 1,533,024</u>	<u>\$12,462,979</u>	<u>\$ 2,478,511</u>	<u>\$50,468,094</u>
<u>At December 31, 2016</u>						
U.S. Treasury Securities and Obligations of U.S. Government Agencies	\$ 66,111	\$ 1,342,088	\$ -	\$ -	\$ 66,111	\$ 1,342,088
Obligations of states and political subdivisions	133,249	3,686,856	-	-	133,249	3,686,856
Corporate securities	1,728,312	41,796,016	1,998,701	12,969,135	3,727,013	54,765,151
Mortgage-backed securities	176,715	4,176,089	104,156	940,278	280,871	5,116,367
Total unrealized losses	<u>\$ 2,104,387</u>	<u>\$51,001,049</u>	<u>\$ 2,102,857</u>	<u>\$13,909,413</u>	<u>\$ 4,207,244</u>	<u>\$64,910,462</u>

There were 151 securities with an average fair value of 95.3% of amortized cost at June 30, 2017. There were 250 securities with an average fair value of 93.9% of amortized cost at December 31, 2016. During the three months ended June 30, 2017 and 2016 an other than temporary decline in fair value resulted in the recognition of credit losses on fixed maturity securities of \$266,227 and \$30,000, respectively, and for the six months ended June 30, 2017 and 2016 an other than temporary decline in fair value resulted in the recognition of credit losses on fixed maturity securities of \$318,366 and \$60,000, respectively.

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

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3) Investments (Continued)

The amortized cost and estimated fair value of fixed maturity securities at June 30, 2017, 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 2017	\$ 2,711,324	\$ 2,725,318
Due in 2018 through 2021	50,865,992	52,437,835
Due in 2022 through 2026	43,504,148	45,811,635
Due after 2026	84,891,096	92,714,795
Mortgage-backed securities	10,612,465	10,691,387
Redeemable preferred stock	623,635	663,473
Total held to maturity	<u>\$193,208,660</u>	<u>\$205,044,443</u>

Equity Securities

The following tables summarize unrealized losses on equity securities that were carried at estimated fair value based on quoted trading prices at June 30, 2017 and December 31, 2016. The unrealized losses were primarily the result of decreases in fair value due to overall equity market declines. The tables set forth unrealized losses by duration and number of investment positions, together with the fair value of the related equity securities available for sale in a loss position:

	Unrealized Losses for Less than Twelve Months	No. of Investment Positions	Unrealized Losses for More than Twelve Months	No. of Investment Positions	Total Unrealized Losses
<u>At June 30, 2017</u>					
Industrial, miscellaneous and all other	\$ 175,601	137	\$ 683,771	84	\$ 859,372
Total unrealized losses	<u>\$ 175,601</u>	<u>137</u>	<u>\$ 683,771</u>	<u>84</u>	<u>\$ 859,372</u>
Fair Value	<u>\$ 1,275,336</u>		<u>\$ 1,298,109</u>		<u>\$ 2,573,445</u>
<u>At December 31, 2016</u>					
Industrial, miscellaneous and all other	\$ 215,563	124	\$ 643,529	104	\$ 859,092
Total unrealized losses	<u>\$ 215,563</u>	<u>124</u>	<u>\$ 643,529</u>	<u>104</u>	<u>\$ 859,092</u>
Fair Value	<u>\$ 2,063,144</u>		<u>\$ 1,685,874</u>		<u>\$ 3,749,018</u>

The average fair value of the equity securities available for sale was 75.0% and 81.4% of the original investment as of June 30, 2017 and December 31, 2016, respectively. The intent of the Company is to retain equity securities for a period of time sufficient to allow for the recovery in fair value. However, the Company may sell equity securities during a period in which the fair value has declined below the amount of the original investment. In certain situations, new factors, including changes in the business environment, can change the Company's previous intent to continue holding a security. During the three months ended June 30, 2017 and 2016, an other than temporary decline in the fair value resulted in the recognition of no impairment loss on equity securities and for the six months ended June 30, 2017 and 2016, an other than temporary decline in the fair value resulted in the recognition of an impairment loss on equity securities of \$-0- and \$43,630, respectively.

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

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

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

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

	Three Months Ended June 30		Six Months Ended June 30	
	2017	2016	2017	2016
Fixed maturity securities held to maturity:				
Gross realized gains	\$ 50,987	\$ 194,456	\$ 53,422	\$ 194,456
Gross realized losses	(35,066)	-	(35,066)	(2,878)
Other than temporary impairments	(266,227)	(30,000)	(318,366)	(60,000)
Equity securities available for sale:				
Gross realized gains	45,474	76,085	106,452	139,580
Gross realized losses	(53,881)	(8,724)	(58,437)	(32,602)
Other than temporary impairments	-	-	-	(43,630)
Other assets:				
Gross realized gains	1,325,424	583,688	1,781,698	866,283
Gross realized losses	(445,536)	(724,962)	(815,337)	(946,374)
Total	<u>\$ 621,175</u>	<u>\$ 90,543</u>	<u>\$ 714,366</u>	<u>\$ 114,835</u>

The carrying amount of held to maturity securities sold was \$255,509 and \$1,789,159 for the six months ended June 30, 2017 and 2016, respectively. The net realized gain related to these sales was \$39,374 and \$156,171 for the six months ended June 30, 2017 and 2016, respectively. Although the intent is to buy and hold a bond to maturity the Company will sell a bond prior to maturity if conditions have changed within the entity that issued the bond to increase the risk of default to an unacceptable level.

There were no investments, aggregated by issuer, in excess of 10% of shareholders' equity (before net unrealized gains and losses on available for sale equity securities) at June 30, 2017, other than investments issued or guaranteed by the United States Government.



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

Major categories of net investment income are as follows:

	Three Months Ended June 30		Six Months Ended June 30	
	2017	2016	2017	2016
Fixed maturity securities	\$ 2,433,404	\$ 2,011,637	\$ 4,792,364	\$ 4,062,206
Equity securities	68,868	59,252	133,403	130,293
Mortgage loans on real estate	2,128,345	2,295,531	4,340,521	4,306,506
Real estate	2,834,022	2,587,789	5,722,084	5,426,272
Policy loans	233,021	171,035	426,755	353,241
Insurance assignments	3,100,721	2,946,375	6,382,333	5,963,484
Other investments	12,448	13,962	19,990	13,962
Short-term investments, principally interest on sale of mortgage loans and other	1,988,945	2,001,301	3,804,548	3,879,983
Gross investment income	12,799,774	12,086,882	25,621,998	24,135,947
Investment expenses	(3,052,299)	(2,951,062)	(6,311,241)	(6,007,936)
Net investment income	<u>\$ 9,747,475</u>	<u>\$ 9,135,820</u>	<u>\$19,310,757</u>	<u>\$18,128,011</u>

Net investment income includes income earned by the restricted assets of the cemeteries and mortuaries of \$124,983 and \$74,365 for the three months ended June 30, 2017 and 2016, respectively, and \$240,485 and \$162,341 for the six months ended June 30, 2017 and 2016, respectively.

Net investment income on real estate consists primarily of rental revenue.

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

Securities on deposit for regulatory authorities as required by law amounted to \$9,267,402 at June 30, 2017 and \$9,269,121 at December 31, 2016. The restricted securities are included in various assets under investments on the accompanying condensed consolidated balance sheets.

#### Real Estate

The Company continues to strategically deploy resources into real estate to match the income and yield durations of its primary obligations. The sources for these real estate assets come through its various business units in the form of acquisition, development mortgage foreclosures.

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
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3) Investments (Continued)

Commercial Real Estate Held for Investment

The Company owns and manages commercial real estate assets as a means of generating investment income. These assets are acquired in accordance with the Company's goals and objectives for risk-adjusted returns. Due diligence is conducted on each asset using internal and third-party reports. Geographic locations and asset classes of the investment activity is determined by senior management under the direction of the Board of Directors.

The Company employs full-time employees to attend to the day-to-day operations of those assets within the greater Salt Lake area and close surrounding markets. The Company utilizes third party property managers when the geographic boundary does not warrant full-time staff or through strategic lease-up periods. The Company generally looks to acquire assets in regions that are high growth regions for employment and population and in assets that provide operational efficiencies.

The Company currently owns and operates 12 commercial properties in 7 states. These properties include industrial warehouses, office buildings, retail centers, undeveloped land and includes the redevelopment and expansion of its corporate campus in Salt Lake City, Utah. The assets are primarily held without debt; however, the Company does use debt in strategic cases to leverage established yields or to acquire higher quality or different class of asset.

The following is a summary of the Company's investment in commercial real estate for the periods presented:

	Net Ending Balance		Total Square Footage	
	June 30 2017	December 31 2016	June 30 2017	December 31 2016
Arizona	\$ 4,000 (1)	\$ 450,538 (1)	-	16,270
Arkansas	98,269	100,369	3,200	3,200
Kansas	12,101,659	12,450,297	222,679	222,679
Louisiana	505,948	518,700	7,063	7,063
Mississippi	3,771,725	3,818,985	33,821	33,821
New Mexico	7,000 (1)	7,000 (1)	-	-
Texas	3,744,730	3,734,974	23,470	23,470
Utah	59,851,183 (2)	47,893,073 (2)	433,244	433,244
	<u>\$ 80,084,514</u>	<u>\$ 68,973,936</u>	<u>723,477</u>	<u>739,747</u>

(1) Includes undeveloped land

(2) Includes 53rd Center completed in July 2017

Residential Real Estate Held for Investment

The Company owns a portfolio of residential homes primarily as a result of loan foreclosures. The strategy has been to lease these homes to produce cash flow, and allow time for the economic fundamentals to return to the various markets. As an orderly and active market for these homes returns, the Company has the option to dispose or to continue and hold them for cash flow and acceptable returns.

The Company established Security National Real Estate Services ("SNRE") to manage the residential portfolio. SNRE cultivates and maintains the preferred vendor relationships necessary to manage costs and quality of work performed on the portfolio of homes across the country.

As of June 30, 2017, SNRE manages 112 residential properties in 9 states across the United States which includes a newly constructed apartment complex, Dry Creek at East Village, in Sandy Utah.

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

The following is a summary of the Company's investment in residential real estate for the periods presented:

	Net Ending Balance June 30 2017	December 31 2016
Arizona	\$ 534,381	\$ 742,259
California	5,621,924	5,848,389
Colorado	-	364,489
Florida	7,462,137	8,327,355
Hawaii	712,286	-
Ohio	46,658	46,658
Oklahoma	17,500	-
Texas	513,962	1,091,188
Utah	56,075,486	59,485,466
Washington	286,181	286,181
	<u>\$71,270,515</u>	<u>\$76,191,985</u>

Real Estate Owned and Occupied by the Company

The primary business units of the Company occupy a portion of the real estate owned by the Company. Currently, the Company occupies nearly 80,000 square feet, or approximately 10% of the overall commercial real estate holdings.

As of June 30, 2017, real estate owned and occupied by the company is summarized as follows:

Location	Business Segment	Approximate Square Footage	Square Footage Occupied by the Company
5300 South 360 West, Salt Lake City, UT (1)	Corporate Offices, Life Insurance and Cemetery/Mortuary Operations	36,000	100%
5201 Green Street, Salt Lake City, UT	Mortgage Operations	36,899	34%
1044 River Oaks Dr., Flowood, MS	Life Insurance Operations	5,522	27%

(1) This asset is included in property and equipment on the Condensed Consolidated Balance Sheet

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

Mortgage Loans

Mortgage loans consist of first and second mortgages. The mortgage loans bear interest at rates ranging from 2.0% to 10.5%, 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 June 30, 2017, the Company had 42%, 15%, 11%, 8%, 6%, 4% and 3% of its mortgage loans from borrowers located in the states of Utah, California, Texas, Florida, Arizona, Tennessee, and Nevada respectively. The mortgage loans on real estate balances on the Condensed Consolidated Balance Sheet are reflected net of an allowance for loan losses of \$1,921,028 and \$1,748,783 at June 30, 2017 and December 31, 2016, respectively.

The Company establishes a valuation allowance for credit losses in its portfolio. The following is a summary of the allowance for loan losses as a contra-asset account for the periods presented:

**Allowance for Credit Losses and Recorded Investment in Mortgage Loans**

	<u>Commercial</u>	<u>Residential</u>	<u>Residential Construction</u>	<u>Total</u>
<b>June 30, 2017</b>				
Allowance for credit losses:				
Beginning balance - January 1, 2017	\$ 187,129	\$ 1,461,540	\$ 100,114	\$ 1,748,783
Charge-offs	-	(49,775)	(64,894)	(114,669)
Provision	-	286,914	-	286,914
Ending balance - June 30, 2017	<u>\$ 187,129</u>	<u>\$ 1,698,679</u>	<u>\$ 35,220</u>	<u>\$ 1,921,028</u>
Ending balance: individually evaluated for impairment	<u>\$ -</u>	<u>\$ 397,938</u>	<u>\$ -</u>	<u>\$ 397,938</u>
Ending balance: collectively evaluated for impairment	<u>\$ 187,129</u>	<u>\$ 1,300,741</u>	<u>\$ 35,220</u>	<u>\$ 1,523,090</u>
Mortgage loans:				
Ending balance	<u>\$ 39,763,788</u>	<u>\$63,031,000</u>	<u>\$ 34,512,524</u>	<u>\$137,307,312</u>
Ending balance: individually evaluated for impairment	<u>\$ 1,216,035</u>	<u>\$ 5,092,895</u>	<u>\$ 375,233</u>	<u>\$ 6,684,163</u>
Ending balance: collectively evaluated for impairment	<u>\$ 38,547,753</u>	<u>\$57,938,105</u>	<u>\$ 34,137,291</u>	<u>\$130,623,149</u>
<b>December 31, 2016</b>				
Allowance for credit losses:				
Beginning balance - January 1, 2016	\$ 187,129	\$ 1,560,877	\$ 100,114	\$ 1,848,120
Charge-offs	-	(420,135)	-	(420,135)
Provision	-	320,798	-	320,798
Ending balance - December 31, 2016	<u>\$ 187,129</u>	<u>\$ 1,461,540</u>	<u>\$ 100,114</u>	<u>\$ 1,748,783</u>
Ending balance: individually evaluated for impairment	<u>\$ -</u>	<u>\$ 374,501</u>	<u>\$ -</u>	<u>\$ 374,501</u>
Ending balance: collectively evaluated for impairment	<u>\$ 187,129</u>	<u>\$ 1,087,039</u>	<u>\$ 100,114</u>	<u>\$ 1,374,282</u>
Mortgage loans:				
Ending balance	<u>\$ 51,536,622</u>	<u>\$58,593,622</u>	<u>\$ 40,800,117</u>	<u>\$150,930,361</u>
Ending balance: individually evaluated for impairment	<u>\$ 202,992</u>	<u>\$ 2,916,538</u>	<u>\$ 64,895</u>	<u>\$ 3,184,425</u>
Ending balance: collectively evaluated for impairment	<u>\$ 51,333,630</u>	<u>\$55,677,084</u>	<u>\$ 40,735,222</u>	<u>\$147,745,936</u>

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3) Investments (Continued)

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

**Age Analysis of Past Due Mortgage Loans**

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days (1)	In Process of Foreclosure (1)	Total Past Due	Current	Total Mortgage Loans	Allowance for Loan Losses	Unamortized deferred loan fees, net	Net Mortgage Loans
<b>June 30, 2017</b>										
Commercial	\$522,607	\$ -	\$1,012,500	\$ 203,535	\$1,738,642	\$ 38,025,146	\$ 39,763,788	\$ (187,129)	\$ (184,983)	\$ 39,391,676
Residential	23,047	2,648,068	2,599,697	2,493,198	7,764,010	55,266,990	63,031,000	(1,698,679)	(25,640)	61,306,681
Residential Construction	-	-	375,233	-	375,233	34,137,291	34,512,524	(35,220)	(176,397)	34,300,907
<b>Total</b>	<b>\$545,654</b>	<b>\$2,648,068</b>	<b>\$3,987,430</b>	<b>\$2,696,733</b>	<b>\$9,877,885</b>	<b>\$127,429,427</b>	<b>\$137,307,312</b>	<b>\$(1,921,028)</b>	<b>\$ (387,020)</b>	<b>\$134,999,264</b>
<b>December 31, 2016</b>										
Commercial	\$ -	\$ -	\$ -	\$ 202,992	\$ 202,992	\$ 51,333,630	\$ 51,536,622	\$ (187,129)	\$ -	\$ 51,349,493
Residential	964,960	996,779	1,290,355	1,626,183	4,878,277	53,715,345	58,593,622	(1,461,540)	-	57,132,082
Residential Construction	-	-	64,895	-	64,895	40,735,222	40,800,117	(100,114)	-	40,700,003
<b>Total</b>	<b>\$964,960</b>	<b>\$ 996,779</b>	<b>\$1,355,250</b>	<b>\$1,829,175</b>	<b>\$5,146,164</b>	<b>\$145,784,197</b>	<b>\$150,930,361</b>	<b>\$(1,748,783)</b>	<b>\$ -</b>	<b>\$149,181,578</b>

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

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

Impaired Mortgage Loans

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

<b>Impaired Loans</b>					
	<b><u>Recorded Investment</u></b>	<b><u>Unpaid Principal Balance</u></b>	<b><u>Related Allowance</u></b>	<b><u>Average Recorded Investment</u></b>	<b><u>Interest Income Recognized</u></b>
<b>June 30, 2017</b>					
With no related allowance recorded:					
Commercial	\$ 1,216,035	\$ 1,216,035	\$ -	\$ 709,514	\$ -
Residential	-	-	-	-	-
Residential construction	375,233	375,233	-	220,064	-
With an allowance recorded:					
Commercial	\$ -	\$ -	\$ -	\$ -	\$ -
Residential	5,092,895	5,092,895	397,938	4,004,717	-
Residential construction	-	-	-	-	-
Total:					
Commercial	\$ 1,216,035	\$ 1,216,035	\$ -	\$ 709,514	\$ -
Residential	5,092,895	5,092,895	397,938	4,004,717	-
Residential construction	375,233	375,233	-	220,064	-
<b>December 31, 2016</b>					
With no related allowance recorded:					
Commercial	\$ 202,992	\$ 202,992	\$ -	\$ 202,992	\$ -
Residential	-	-	-	-	-
Residential construction	64,895	64,895	-	79,082	-
With an allowance recorded:					
Commercial	\$ -	\$ -	\$ -	\$ -	\$ -
Residential	2,916,538	2,916,538	374,501	3,001,850	-
Residential construction	-	-	-	-	-
Total:					
Commercial	\$ 202,992	\$ 202,992	\$ -	\$ 202,992	\$ -
Residential	2,916,538	2,916,538	374,501	3,001,850	-
Residential construction	64,895	64,895	-	79,082	-

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

Credit Risk Profile Based on Performance Status

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

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

**Mortgage Loan Credit Exposure**  
**Credit Risk Profile Based on Payment Activity**

	<b>Commercial</b>		<b>Residential</b>		<b>Residential Construction</b>		<b>Total</b>	
	<b>June 30, 2017</b>	<b>December 31, 2016</b>	<b>June 30, 2017</b>	<b>December 31, 2016</b>	<b>June 30, 2017</b>	<b>December 31, 2016</b>	<b>June 30, 2017</b>	<b>December 31, 2016</b>
Performing	\$38,547,753	\$51,333,630	\$57,938,105	\$55,677,084	\$34,137,291	\$40,735,222	\$130,623,149	\$147,745,936
Nonperforming	1,216,035	202,992	5,092,895	2,916,538	375,233	64,895	6,684,163	3,184,425
Total	<u>\$39,763,788</u>	<u>\$51,536,622</u>	<u>\$63,031,000</u>	<u>\$58,593,622</u>	<u>\$34,512,524</u>	<u>\$40,800,117</u>	<u>\$137,307,312</u>	<u>\$150,930,361</u>

Non-Accrual Mortgage Loans

Once a loan is past due 90 days, it is the policy of the Company to end the accrual of interest income on the loan and write off any income that had been accrued. Interest not accrued on these loans totals approximately \$106,000 and \$172,000 as of June 30, 2017 and December 31, 2016, respectively.

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

	<b>Mortgage Loans on Nonaccrual Status</b>	
	As of June 30 2017	As of December 31 2016
Commercial	\$ 1,216,035	\$ 202,992
Residential	5,092,895	2,916,538
Residential construction	375,233	64,895
Total	<u>\$ 6,684,163</u>	<u>\$ 3,184,425</u>

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

Loan Loss Reserve

When a repurchase demand corresponding to a mortgage loan previously sold to a third-party investor is received from a third-party investor, the relevant data is reviewed and captured so that an estimated future loss can be calculated. The key factors that are used in the estimated loss calculation are as follows: (i) lien position, (ii) payment status, (iii) claim type, (iv) unpaid principal balance, (v) interest rate, and (vi) validity of the demand. Other data is captured and is useful for management purposes; the actual estimated loss is generally based on these key factors. The Company conducts its own review upon the receipt of a repurchase demand. In many instances, the Company is able to resolve the issues relating to the repurchase demand by the third-party investor without having to make any payments to the investor.

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

	As of June 30 2017	As of December 31 2016
Balance, beginning of period	\$ 627,733	\$ 2,805,900
Provision on current loan originations (1)	953,453	2,988,754
Additional provision for loan loss reserve	-	1,700,000
Charge-offs, net of recaptured amounts	(446,067)	(6,866,921)
Balance, end of period	<u>\$ 1,135,119</u>	<u>\$ 627,733</u>

(1) Included in Mortgage fee income

The Company believes the loan loss reserve represents probable loan losses incurred as of the balance sheet date. Actual loan loss experience could change, in the near-term, from the established reserve based upon claims that could be asserted by third party investors. SecurityNational Mortgage believes there is potential to resolve any alleged claims by third party investors on acceptable terms. If SecurityNational Mortgage is unable to resolve such claims on acceptable terms, legal action may ensue. In the event of legal action by any third-party investor, SecurityNational Mortgage believes it has significant defenses to any such action and intends to vigorously defend itself against such action.



SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
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4) Stock Compensation Plans

The Company has four fixed option plans (the "2003 Plan", the "2006 Director Plan", the "2013 Plan" and the "2014 Director Plan"). Compensation expense for options issued of \$101,316 and \$84,026 has been recognized for these plans for the three months ended June 30, 2017 and 2016, respectively, and \$203,312 and \$168,478 for the six months ended June 30, 2017 and 2016, respectively. As of June 30, 2017, the total unrecognized compensation expense related to the options issued was \$172,148, which is expected to be recognized over the vesting period of one year.

The Company generally estimates the expected life of the options based upon the contractual term of the options adjusted for actual experience. Future volatility is estimated based upon the weighted 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.

A summary of the status of the Company's stock incentive plans as of June 30, 2017, and the changes during the six months ended June 30, 2017, are presented below:

	Number of Class A Shares	Weighted Average Exercise Price	Number of Class C Shares	Weighted Average Exercise Price
Outstanding at December 31, 2016	741,973	\$ 4.33	556,298	\$ 4.61
Granted	-		-	
Exercised	-		(103,402)	1.31
Cancelled	-		(24,227)	1.31
Outstanding at June 30, 2017	<u>741,973</u>	\$ 4.33	<u>428,669</u>	\$ 5.59
As of June 30, 2017:				
Options exercisable	<u>671,816</u>	\$ 4.08	<u>386,669</u>	\$ 5.40
As of June 30, 2017:				
Available options for future grant	<u>525,682</u>		<u>227,750</u>	
Weighted average contractual term of options outstanding at June 30, 2017	6.87 years		2.88 years	
Weighted average contractual term of options exercisable at June 30, 2017	6.61 years		2.71 years	
Aggregated intrinsic value of options outstanding at June 30, 2017 (1)	<u>\$ 1,564,592</u>		<u>\$ 449,896</u>	
Aggregated intrinsic value of options exercisable at June 30, 2017 (1)	<u>\$ 1,564,592</u>		<u>\$ 449,896</u>	

(1) The Company used a stock price of \$6.37 as of June 30, 2017 to derive intrinsic value.

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
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June 30, 2017 (Unaudited)

4) Stock Compensation Plans (Continued)

A summary of the status of the Company's stock incentive plans as of June 30, 2016, and the changes during the six months ended June 30, 2016, are presented below:

	Number of Class A Shares	Weighted Average Exercise Price	Number of Class C Shares	Weighted Average Exercise Price
Outstanding at December 31, 2015	618,261	\$ 3.89	577,436	\$ 3.54
Granted	-		-	
Exercised	(28,460)	2.15	-	
Cancelled	-		-	
Outstanding at June 30, 2016	<u>589,801</u>	\$ 3.97	<u>577,436</u>	\$ 3.54
As of June 30, 2016:				
Options exercisable	<u>519,711</u>	\$ 3.65	<u>524,936</u>	\$ 3.19
As of June 30, 2016:				
Available options for future grant	<u>397,342</u>		<u>57,750</u>	
Weighted average contractual term of options outstanding at June 30, 2016	7.25 years		2.25 years	
Weighted average contractual term of options exercisable at June 30, 2016	6.96 years		2.03 years	
Aggregated intrinsic value of options outstanding at June 30, 2016 (1)	<u>\$ 755,390</u>		<u>\$ 1,001,904</u>	
Aggregated intrinsic value of options exercisable at June 30, 2016 (1)	<u>\$ 755,390</u>		<u>\$ 1,001,904</u>	

(1) The Company used a stock price of \$4.89 as of June 30, 2016 to derive intrinsic value.

The total intrinsic value (which is the amount by which the fair value of the underlying stock exceeds the exercise price of an option on the exercise date) of stock options exercised during the six months ended June 30, 2017 and 2016 was \$578,017 and \$91,989, respectively.

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
Notes to Condensed Consolidated Financial Statements  
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5) Earnings Per Share

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

	Three Months Ended June 30		Six Months Ended June 30	
	2017	2016	2017	2016
Numerator:				
Net earnings	\$ 2,485,864	\$ 5,017,006	\$ 4,345,864	\$ 7,554,947
Denominator:				
Basic weighted-average shares outstanding	15,161,689	14,747,976	15,110,119	14,702,187
Effect of dilutive securities:				
Employee stock options	330,588	363,348	344,388	412,348
Diluted weighted-average shares outstanding	15,492,277	15,111,324	15,454,507	15,114,535
Basic net earnings per share	\$ 0.16	\$ 0.34	\$ 0.29	\$ 0.51
Diluted net earnings per share	\$ 0.16	\$ 0.33	\$ 0.28	\$ 0.50

Net earnings per share amounts have been retroactively adjusted for the effect of annual stock dividends. For the six months ended June 30, 2017 and 2016, there were 330,225 and 250,039 of anti-dilutive employee stock option shares, respectively, that were not included in the computation of diluted net earnings per common share as their effect would be anti-dilutive.

6) 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 segment consists of fee income and expenses from the originations of residential mortgage loans and interest earned and interest expenses from warehousing pre-sold loans before the funds are received from financial institutional investors.

Measurement of Segment Profit or Loss and Segment Assets

The accounting policies of the reportable segments are the same as those described in the Significant Accounting Principles of the Form 10-K/A for the year ended December 31, 2016. Intersegment revenues are recorded at cost plus an agreed upon intercompany profit, and are eliminated upon consolidation.

Factors Management Used to Identify the Enterprise's Reportable Segments

The Company's reportable segments are business units that are managed separately due to the different products provided and the need to report separately to the various regulatory jurisdictions. The Company regularly reviews the quantitative thresholds and other criteria to determine when other business segments may need to be reported.

SECURITY NATIONAL FINANCIAL CORPORATION AND SUBSIDIARIES  
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6) Business Segment Information (Continued)

	<u>Life Insurance</u>	<u>Cemetery/ Mortuary</u>	<u>Mortgage</u>	<u>Intercompany Eliminations</u>	<u>Consolidated</u>
For the Three Months Ended					
<u>June 30, 2017</u>					
Revenues from external customers	\$ 25,723,657	\$ 3,314,003	\$ 44,133,898	\$ -	\$ 73,171,558
Intersegment revenues	2,977,427	113,104	86,414	(3,176,945)	-
Segment profit before income taxes	2,818,600	335,877	839,822	-	3,994,299
For the Three Months Ended					
<u>June 30, 2016</u>					
Revenues from external customers	\$ 23,569,437	\$ 3,813,701	\$ 52,704,089	\$ -	\$ 80,087,227
Intersegment revenues	3,358,988	221,862	80,860	(3,661,710)	-
Segment profit before income taxes	2,542,035	759,607	4,684,244	-	7,985,886
For the Six Months Ended					
<u>June 30, 2017</u>					
Revenues from external customers	\$ 51,882,358	\$ 6,918,900	\$ 85,199,597	\$ -	\$144,000,855
Intersegment revenues	5,966,078	222,455	182,184	(6,370,717)	-
Segment profit before income taxes	4,302,080	1,094,788	1,495,201	-	6,892,069
Identifiable Assets	839,619,710	95,058,739	170,463,229	(131,393,058)	973,748,620
Goodwill	2,765,570	-	-	-	2,765,570
Total Assets	<u>842,385,280</u>	<u>95,058,739</u>	<u>170,463,229</u>	<u>(131,393,058)</u>	<u>976,514,190</u>
For the Six Months Ended					
<u>June 30, 2016</u>					
Revenues from external customers	\$ 45,644,571	\$ 7,144,467	\$ 96,754,537	\$ -	\$149,543,575
Intersegment revenues	6,462,434	508,787	160,339	(7,131,560)	-
Segment profit before income taxes	3,645,762	1,228,662	7,182,542	-	12,056,966
Identifiable Assets	727,655,688	95,831,664	194,523,880	(131,845,488)	886,165,744
Goodwill	2,765,570	-	-	-	2,765,570
Total Assets	<u>730,421,258</u>	<u>95,831,664</u>	<u>194,523,880</u>	<u>(131,845,488)</u>	<u>888,931,314</u>

7) Fair Value of Financial Instruments

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

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June 30, 2017 (Unaudited)

7) Fair Value of Financial Instruments (Continued)

*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 the Company 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 the Company's estimates of the assumptions that market participants would use in valuing the financial assets and financial liabilities.

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

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

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

Securities Available for Sale and Held to Maturity: The fair values of investments in fixed maturity and equity securities along with methods used to estimate such values are disclosed in Note 3 of the Notes to the Condensed Consolidated Financial Statements.

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

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

Call and Put Options: The Company uses quoted market prices to value its call and put options.

The items shown under Level 3 are valued as follows:

Loan Commitments and Forward Sale Commitments: The Company's mortgage segment enters into loan commitments with potential borrowers and forward sale commitments to sell loans to third-party investors. The Company also uses a hedging strategy for these transactions. A 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 issuance of the loan commitment. Loan commitments are defined to be derivatives under GAAP and are recognized at fair value on the consolidated balance sheets with changes in their fair values recorded in current earnings.

The Company estimates the fair value of a loan commitment based on the change in estimated fair value of the underlying mortgage loan, quoted MBS prices, estimates of the fair value of mortgage servicing rights, and an estimate of 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 loan commitment is issued. 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 and other factors from the Company's recent historical data are used to estimate the quantity and value of mortgage loans that will fund within the terms of the commitments.

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

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7) Fair Value of Financial Instruments (Continued)

Mortgage Loans on Real Estate: The Company believes that the fair value of impaired loans will approximate the unpaid principal balance. When determining the fair value of mortgage loans on real estate, the Company uses Marshall and Swift, a provider of building cost information to the real estate construction industry. For the investment analysis, the Company used market data based upon its real estate operation experience and projected the present value of the net rental income over seven years. The Company also considers area comparables and property condition when determining fair value.

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

It should be noted that for replacement cost, when determining the fair value of mortgage properties, the Company uses Marshall and Swift, a provider of building cost information to the real estate construction industry. For the investment analysis, the Company used market data based upon its real estate operation experience and projected the present value of the net rental income over seven years. The Company also considers area comparables and property condition when determining fair value.

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

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

The Company's subsequent accounting for MSRs is based on the class of MSRs. The Company has identified two classes of MSRs: MSRs backed by mortgage loans with initial term of 30 years and MSRs backed by mortgage loans with initial term of 15 years. The Company distinguishes between these classes of MSRs due to their differing sensitivities to change in value as the result of changes in market. After being initially recorded at fair value, MSRs backed by mortgage loans are accounted for using the amortization method. MSR amortization is determined by amortizing the balance straight-line over an estimated seven and nine-year life which estimates the proportion to, and over the period of the estimated future net servicing income of the underlying financial assets.

The Company periodically assesses MSRs for impairment. Impairment occurs when the current fair value of the MSR falls below the asset's carrying value (carrying value is the amortized cost reduced by any related valuation allowance). If MSRs are impaired, the impairment is recognized in current-period earnings and the carrying value of the MSRs is adjusted through a valuation allowance.

Management periodically reviews the various loan strata to determine whether the value of the MSRs in a given stratum is impaired and likely to recover. When management deems recovery of the value to be unlikely in the foreseeable future, a write-down of the cost of the MSRs for that stratum to its estimated recoverable value is charged to the valuation allowance.

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7) Fair Value of Financial Instruments (Continued)

The following tables summarize Level 1, 2 and 3 financial assets and financial liabilities measured at fair value on a recurring basis by their classification in the condensed consolidated balance sheet at June 30, 2017.

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets accounted for at fair value on a recurring basis				
Common stock	\$ 6,499,100	\$ 6,499,100	\$ -	\$ -
Total securities available for sale	<u>\$ 6,499,100</u>	<u>\$ 6,499,100</u>	<u>\$ -</u>	<u>\$ -</u>
Restricted assets of cemeteries and mortuaries				
Cemetery perpetual care trust investments	\$ 761,409	\$ 761,409	\$ -	\$ -
Derivatives - loan commitments	7,986,876	-	-	7,986,876
Total assets accounted for at fair value on a recurring basis	<u>\$15,917,792</u>	<u>\$ 7,930,916</u>	<u>\$ -</u>	<u>\$ 7,986,876</u>
Liabilities accounted for at fair value on a recurring basis				
Derivatives - bank loan interest rate swaps	\$ (692)	\$ -	\$ -	\$ (692)
- call options	(24,670)	(24,670)	-	-
- put options	(44,573)	(44,573)	-	-
- loan commitments	(21,830)	-	-	(21,830)
Total liabilities accounted for at fair value on a recurring basis	<u>\$ (91,765)</u>	<u>\$ (69,243)</u>	<u>\$ -</u>	<u>\$ (22,522)</u>

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

	Net Loan Commitments	Bank Loan Interest Rate Swaps
Balance - December 31, 2016	\$ 6,809,332	\$ (3,308)
Total gains (losses):		
Included in earnings	1,155,714	-
Included in other comprehensive income	-	2,616
Balance - June 30, 2017	<u>\$ 7,965,046</u>	<u>\$ (692)</u>

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7) Fair Value of Financial Instruments (Continued)

The following tables summarize Level 1, 2 and 3 financial assets and financial liabilities measured at fair value on a nonrecurring basis by their classification in the condensed consolidated balance sheet at June 30, 2017.

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets accounted for at fair value on a nonrecurring basis				
Impaired mortgage loans on real estate	\$ 6,684,163	\$ -	\$ -	\$ 6,684,163
Mortgage servicing rights additions	2,867,263	-	-	2,867,263
Impaired fixed maturity securities, held to maturity	204,880	-	204,880	-
Total assets accounted for at fair value on a nonrecurring basis	<u>\$ 9,756,306</u>	<u>\$ -</u>	<u>\$ 204,880</u>	<u>\$ 9,551,426</u>

The following tables summarize Level 1, 2 and 3 financial assets and financial liabilities measured at fair value on a recurring basis by their classification in the condensed consolidated balance sheet at December 31, 2016.

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets accounted for at fair value on a recurring basis				
Common stock	\$10,573,356	\$10,573,356	\$ -	\$ -
Total securities available for sale	<u>\$10,573,356</u>	<u>\$10,573,356</u>	<u>\$ -</u>	<u>\$ -</u>
Restricted assets of cemeteries and mortuaries	\$ 736,603	\$ 736,603	\$ -	\$ -
Cemetery perpetual care trust investments	698,202	698,202	-	-
Derivatives - loan commitments	6,911,544	-	-	6,911,544
Total assets accounted for at fair value on a recurring basis	<u>\$18,919,705</u>	<u>\$12,008,161</u>	<u>\$ -</u>	<u>\$ 6,911,544</u>
Liabilities accounted for at fair value on a recurring basis				
Derivatives - bank loan interest rate swaps	\$ (3,308)	-	-	\$ (3,308)
- call options	(109,474)	(109,474)	-	-
- put options	(26,494)	(26,494)	-	-
- loan commitments	(102,212)	-	-	(102,212)
Total liabilities accounted for at fair value on a recurring basis	<u>\$ (241,488)</u>	<u>\$ (135,968)</u>	<u>\$ -</u>	<u>\$ (105,520)</u>



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7) Fair Value of Financial Instruments (Continued)

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

	Net Loan Commitments	Bank Loan Interest Rate Swaps
Balance - December 31, 2015	\$ 7,671,495	\$ (13,947)
Purchases	-	-
Total gains (losses):		
Included in earnings	(862,163)	-
Included in other comprehensive income	-	10,639
Balance - December 31, 2016	<u>\$ 6,809,332</u>	<u>\$ (3,308)</u>

The following tables summarize Level 1, 2 and 3 financial assets and financial liabilities measured at fair value on a nonrecurring basis by their classification in the condensed consolidated balance sheet at December 31, 2016.

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets accounted for at fair value on a nonrecurring basis				
Impaired mortgage loans on real estate	\$ 2,809,925	\$ -	\$ -	\$ 2,809,925
Mortgage servicing rights additions	8,603,154	-	-	8,603,154
Real estate held for investment	<u>2,347,820</u>	<u>-</u>	<u>-</u>	<u>2,347,820</u>
Total assets accounted for at fair value on a nonrecurring basis	<u>\$13,760,899</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,760,899</u>

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7) Fair Value of Financial Instruments (Continued)

**Fair Value of Financial Instruments Carried at Other Than Fair Value**

ASC 825, Financial Instruments, requires disclosure of fair value information about financial instruments, whether or not recognized in the balance sheet, for which it is practicable to estimate that value.

Management uses its best judgment in estimating the fair value of the Company's financial instruments; however, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented herein are not necessarily indicative of the amounts the Company could have realized in a sales transaction at June 30, 2017 and December 31, 2016. The estimated fair value amounts for June 30, 2017 and December 31, 2016 have been measured as of period-end, and have not been reevaluated or updated for purposes of these Condensed Consolidated Financial Statements subsequent to those dates. As such, the estimated fair values of these financial instruments subsequent to the reporting date may be different than the amounts reported at period-end.

The carrying values and estimated fair values for such financial instruments, and their corresponding placement in the fair value hierarchy, are summarized as follows as of June 30, 2017:

	<u>Carrying Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total Estimated Fair Value</u>
<b>Assets</b>					
Fixed maturity securities, held to maturity	\$ 193,208,660	\$ -	\$205,044,443	\$ -	\$ 205,044,443
Mortgage loans:					
Residential	61,306,680	-	-	65,473,057	65,473,057
Residential construction	34,300,908	-	-	34,300,908	34,300,908
Commercial	39,391,676	-	-	40,945,013	40,945,013
Mortgage loans, net	\$ 134,999,264	\$ -	\$ -	\$ 140,718,978	\$ 140,718,978
Loans held for sale	173,367,938	-	-	177,060,605	177,060,605
Policy loans	6,685,452	-	-	6,685,452	6,685,452
Insurance assignments, net	31,377,542	-	-	31,377,542	31,377,542
Short-term investments	23,448,480	-	23,448,480	-	23,448,480
Mortgage servicing rights	20,096,965	-	-	26,448,288	26,448,288
<b>Liabilities</b>					
Bank and other loans payable	\$(163,581,969)	\$ -	\$ -	\$(163,581,969)	\$(163,581,969)
Policyholder account balances	(48,540,633)	-	-	(37,834,097)	(37,834,097)
Future policy benefits - annuities	(99,076,489)	-	-	(99,975,768)	(99,975,768)

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7) Fair Value of Financial Instruments (Continued)

The carrying values and estimated fair values for such financial instruments, and their corresponding placement in the fair value hierarchy, are summarized as follows as of December 31, 2016:

	Carrying Value	Level 1	Level 2	Level 3	Total Estimated Fair Value
<b>Assets</b>					
Fixed maturity securities, held to maturity	\$ 184,979,644	\$ -	\$ 191,850,749	\$ -	\$ 191,850,749
Mortgage loans:					
Residential	57,132,082	-	-	61,357,393	61,357,393
Residential construction	40,700,003	-	-	40,700,003	40,700,003
Commercial	51,349,493	-	-	53,299,800	53,299,800
Mortgage loans, net	\$ 149,181,578	\$ -	\$ -	\$ 155,357,196	\$ 155,357,196
Loans held for sale	189,578,243	-	-	192,289,854	192,289,854
Policy loans	6,694,148	-	-	6,694,148	6,694,148
Insurance assignments, net	32,477,246	-	-	32,477,246	32,477,246
Short-term investments	27,560,040	-	27,560,040	-	27,560,040
Mortgage servicing rights	18,872,362	-	-	25,496,832	25,496,832
<b>Liabilities</b>					
Bank and other loans payable	\$(152,137,371)	\$ -	\$ -	\$(152,137,371)	\$(152,137,371)
Policyholder account balances	(49,421,125)	-	-	(38,530,031)	(38,530,031)
Future policy benefits - annuities	(99,388,662)	-	-	(100,253,261)	(100,253,261)

The methods, assumptions and significant valuation techniques and inputs used to estimate the fair value of financial instruments are summarized as follows:

Fixed Maturity Securities, Held to Maturity: 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.

Mortgage Loans on Real Estate: The estimated fair value of the Company's mortgage loans is determined using various methods. The Company's mortgage loans are grouped into three categories: Residential, Residential Construction and Commercial. When estimating the expected future cash flows, it is assumed that all loans will be held to maturity, and any loans that are non-performing are evaluated individually for impairment.

Residential - The estimated fair value of mortgage loans originated prior to 2013 is determined by estimating expected future cash flows of interest payments and discounting them using current interest rates from single family mortgages. The estimated fair value of mortgage loans originated in 2013 thru 2017 is determined from pricing of similar loans that were sold in 2016.

Residential Construction - These loans are primarily short in maturity (4-6 months) accordingly, the estimated fair value is determined to be the net book value.

Commercial - The estimated fair value is determined by estimating expected future cash flows of interest payments and discounting them using current interest rates for commercial mortgages.

7) Fair Value of Financial Instruments (Continued)

Loans Held for Sale: The fair value is based on quoted market prices, when available. When a quoted market price is not readily available, the Company uses the market price from its last sale of similar assets.

Policy Loans: The carrying amounts reported in the accompanying condensed consolidated balance sheet for these financial instruments approximate their fair values because they are fully collateralized by the cash surrender value of the underlying insurance policies.

Insurance Assignments, Net: These investments are short in maturity accordingly, the carrying amounts reported in the accompanying condensed consolidated balance sheet for these financial instruments approximate their fair values.

Short-Term Investments: The carrying amounts reported in the accompanying condensed consolidated balance sheet for these financial instruments approximate their fair values due to their short-term nature.

Bank and Other Loans Payable: The carrying amounts reported in the accompanying condensed consolidated balance sheet for these financial instruments approximate their fair values due to their relatively short-term maturities and variable rates.

Policyholder Account Balances and Future Policy Benefits-Annuities: 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 1.5% to 6.5%. The fair values for the Company's liabilities under investment-type insurance contracts (disclosed as policyholder account balances and future policy benefits - annuities) are estimated based on the present value of liability cash flows.

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

8) Allowance for Doubtful Accounts, Allowance for Loan Losses and Impaired Loans

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

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

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

The allowance for losses on mortgage loans held for investment could change based on changes in the value of the underlying collateral, the performance status of the loans, or the Company's actual collection experience. The actual losses could change, in the near term, from the established allowance, based upon the occurrence or non-occurrence of these events.

## 9) Derivative Instruments

### Mortgage Banking Derivatives

#### Loan Commitments

The Company is exposed to price risk due to the potential impact of changes in interest rates on the values of loan commitments from the time a 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 loan commitments that will be exercised (i.e., the number of loans that will be funded) fluctuates. The probability that a loan will not be funded or the loan application is denied or withdrawn within the terms of the commitment is driven by a number of factors, particularly the change, if any, in mortgage rates following the issuance of the loan commitment.

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

The Company estimates the fair value of a loan commitment based on the change in estimated fair value of the underlying mortgage loan, quoted MBS prices, estimates of the fair value of mortgage servicing rights, and an estimate of 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 loan commitment is issued and is shown net of expenses. Following issuance, the value of a loan commitment can be either positive or negative depending upon the change in value of the underlying mortgage loans.

#### Forward Sale Commitments

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

The net changes in fair value of all loan commitments and forward sale commitments are shown in current earnings as a component of mortgage fee income.

### Call and Put Options

The Company uses a strategy of selling "out of the money" call options on its available for sale equity securities as a source of revenue. The options give the purchaser the right to buy from the Company specified equity securities at a set price up to a pre-determined date in the future. The Company uses the strategy of selling put options as a means of generating cash or purchasing equity securities at lower than current market prices. The Company receives an immediate payment of cash for the value of the option and establishes a liability for the fair value of the option. The liability for options is adjusted to fair value at each reporting date. In the event a call option is exercised, the Company recognizes a gain on the sale of the equity security enhanced by the value of the option that was sold. If the option expires unexercised, the Company recognizes a gain from the sale of the option. In the event a put option is exercised, the Company acquires an equity security at the strike price of the option reduced by the value received from the sale of the put option. The equity security is then traded as a normal equity security in the Company's portfolio.

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9) Derivative Instruments (Continued)

The following table shows the fair value of derivatives as of June 30, 2017 and December 31, 2016.

Balance Sheet Location		Fair Values and Notional Values of Derivative Instruments					
		June 30, 2017			December 31, 2016		
		Notional Amount	Asset Fair Value	Liability Fair Value	Notional Amount	Asset Fair Value	Liability Fair Value
Derivatives not designated as hedging instruments:							
Loan commitments	Other assets and other liabilities	\$216,706,500	\$ 7,986,876	\$ 21,830	\$191,757,193	\$ 6,911,544	\$ 102,212
Call options	Other liabilities	1,076,550	--	24,670	2,169,850	--	109,474
Put options	Other liabilities	2,392,950	--	44,573	1,336,750	--	26,494
Derivatives designated as hedging instruments:							
Interest rate swaps	Bank and other loans payable	87,881	--	692	175,762	--	3,308
Total		<u>\$220,263,881</u>	<u>\$ 7,986,876</u>	<u>\$ 91,765</u>	<u>\$195,439,555</u>	<u>\$ 6,911,544</u>	<u>\$ 241,488</u>

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

Derivative	Classification	Net Amount Gain (Loss)		Net Amount Gain (Loss)	
		Three Months Ended June 30		Six Months Ended June 30	
		2017	2016	2017	2016
Interest Rate Swaps	Other comprehensive income	\$ 1,021	\$ 2,804	\$ 2,616	\$ 5,541
Tax Effect		398	1,094	1,020	2,161
Total		<u>\$ 623</u>	<u>\$ 1,710</u>	<u>\$ 1,596</u>	<u>\$ 3,380</u>
Loan commitments	Mortgage fee income	<u>\$(1,011,879)</u>	<u>\$ 1,004,254</u>	<u>\$ 1,155,714</u>	<u>\$ 2,965,388</u>
Call and put options	Realized gains on investments and other assets	<u>\$ 54,266</u>	<u>\$ 82,667</u>	<u>\$ 188,828</u>	<u>\$ 137,272</u>

10) Reinsurance, Commitments and Contingencies

**Reinsurance**

The Company follows the procedure of reinsuring risks in excess of a specified limit, which ranges from \$25,000 to \$100,000. 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.

**Mortgage Loan Loss Settlements**

Future loan losses can be extremely difficult to estimate. However, management believes that the Company's reserve methodology and its current practice of property preservation allow it to estimate its potential losses on loans sold. The estimated liability for indemnification losses is included in other liabilities and accrued expenses and, as of June 30, 2017 and December 31, 2016, the balances were \$1,135,000 and \$628,000, respectively.

9) Derivative Instruments (Continued)

**Mortgage Loan Loss Litigation**

For a description of the litigation involving SecurityNational Mortgage and Lehman Brothers Holdings, reference is to Part II, Item 1. Legal Proceedings.

Other Contingencies and Commitments

The Company has entered into commitments to fund construction and land development loans and has also provided financing for land acquisition and development. As of June 30, 2017, the Company's commitments were approximately \$52,551,000 for these loans of which \$34,513,000 had been funded. The Company will advance funds once the work has been completed and an independent inspection is made. The maximum loan commitment ranges between 50% and 80% of appraised value. The Company receives fees and interest for these loans and the interest rate is generally fixed 5.50% to 8.00% per annum. Maturities range between six and eighteen months.

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10) Reinsurance, Commitments and Contingencies (Continued)

The Company belongs to a captive insurance group for certain casualty insurance, worker compensation and liability programs. 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 coverage. When estimating the insurance liabilities and related reserves, the captive insurance management considers a number of factors, which include historical claims experience, demographic factors, severity factors and valuations provided by independent third-party actuaries. 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 captive insurance 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. At June 30, 2017, \$653,627 of reserves was established related to such insurance programs versus \$416,576 at December 31, 2016.

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.

11) Mortgage Servicing Rights

The Company reports these MSRs pursuant to the accounting policy discussed in Note 7.

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

	As of June 30 2017	As of December 31 2016
Amortized cost:		
Balance before valuation allowance at beginning of year	\$18,872,362	\$12,679,755
MSRs proceeds from loan sales	2,867,263	8,603,154
Amortization	(1,642,660)	(2,410,547)
Application of valuation allowance to write down MSRs with other than temporary impairment	-	-
Balance before valuation allowance at end of period	<u>\$20,096,965</u>	<u>\$18,872,362</u>
Valuation allowance for impairment of MSRs:		
Balance at beginning of year	\$ -	\$ -
Additions	-	-
Application of valuation allowance to write down MSRs with other than temporary impairment	-	-
Balance at end of period	<u>\$ -</u>	<u>\$ -</u>
Mortgage servicing rights, net	<u>\$20,096,965</u>	<u>\$18,872,362</u>
Estimated fair value of MSRs at end of period	<u>\$26,448,288</u>	<u>\$25,496,832</u>



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11) Mortgage Servicing Rights (Continued)

The following table summarizes the Company's estimate of future amortization of its existing MSRs carried at amortized cost.

	Estimated MSR Amortization
2017	\$ 1,053,392
2018	3,173,929
2019	3,173,929
2020	3,173,929
2021	3,173,929
Thereafter	6,347,857
Total	<u>\$20,096,965</u>

The Company collected the following contractual servicing fee income and late fee income as reported in other revenues on the Condensed Consolidated Statement of Earnings:

	Three Months Ended June 30		Six Months Ended June 30	
	2017	2016	2017	2016
Contractual servicing fees	\$ 1,785,361	\$ 1,326,781	\$ 3,510,594	\$ 2,528,355
Late fees	67,585	44,339	137,527	88,947
Total	<u>\$ 1,852,946</u>	<u>\$ 1,371,120</u>	<u>\$ 3,648,121</u>	<u>\$ 2,617,302</u>

The following is a summary of the unpaid principal balances (UPB) of the servicing portfolio for the periods presented:

	As of June 30 2017	As of December 31 2016
Servicing UPB	<u>\$2,744,354,316</u>	<u>\$2,720,441,340</u>

The following key assumptions were used in determining MSR value:

	Prepayment Speeds	Average Life(Years)	Discount Rate
June 30, 2017	3.79%	6.28	10.01
December 31, 2016	3.77%	6.52	10.01

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12) Acquisitions

Acquisition of First Guaranty Insurance Company

On July 11, 2016, the Company, through its wholly owned subsidiary Security National Life, completed the stock purchase transaction with the shareholders of Reppond Holding Corporation, an Arkansas corporation ("Reppond Holding") and sole shareholder of First Guaranty Insurance Company, a Louisiana domestic stock legal reserve life insurance company ("First Guaranty"), to purchase all the outstanding shares of common stock of Reppond Holding. Under the terms of the stock purchase agreement, dated February 17, 2016, between Security National Life and Reppond Holding, which was later amended on March 4 and 17, 2016, Security National Life paid a total of \$6,753,000 at the closing in consideration for the purchase of all the outstanding shares of stock of Reppond Holding from its shareholders.

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

Fixed maturity securities, held to maturity	\$ 43,878,084
Equity securities, available for sale	646,335
Mortgage loans on real estate	4,528,582
Real estate held for investment	528,947
Policy loans	145,953
Accrued investment income	585,985
Cash and cash equivalents	7,782,883
Receivables	73,347
Property and equipment	21,083
Deferred tax asset	1,190,862
Receivable from reinsurers	34,948
Other	57,768
<b>Total assets acquired</b>	<b><u>59,474,777</u></b>
Future life, annuity, and other benefits	(52,648,838)
Accounts payable	(6,953)
Other liabilities and accrued expenses	(65,986)
<b>Total liabilities assumed</b>	<b><u>(52,721,777)</u></b>
<b>Fair value of net assets acquired/consideration paid</b>	<b><u>\$ 6,753,000</u></b>

The estimated fair value of the fixed maturity securities and the equity securities is based on unadjusted quoted prices for identical assets in an active market. These types of financial assets are considered Level 1 under the fair value hierarchy. The estimated fair value of future life, annuity, and other benefits is based on assumptions of the future value of the business acquired. Based on the unobservable nature of certain of these assumptions, the valuation for these financial liabilities is considered to be Level 3 under the fair value hierarchy. The Company determined that the estimated fair value of the remaining assets and liabilities acquired approximated their book values. The fair value of assets acquired and liabilities assumed were subject to adjustment during the first twelve months after the acquisition date if additional information became available to indicate a more accurate or appropriate value for an asset or liability. No adjustment is expected.

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12) Acquisitions (Continued)

The following unaudited pro forma information has been prepared to present the results of operations of the Company assuming the acquisition of First Guaranty had occurred at the beginning of the three and six-month periods ended June 30, 2016. This pro forma information is supplemental and does not necessarily present the operations of the Company that would have occurred had the acquisition occurred on those dates and may not reflect the operations that will occur in the future:

	For the Three Months Ended June 30, 2016 <u>(unaudited)</u>	For the Six Months Ended June 30, 2016 <u>(unaudited)</u>
Total revenues	\$81,065,790	\$151,680,444
Net earnings	\$ 4,987,815	\$ 7,289,973
Net earnings per Class A equivalent common share	\$ 0.34	\$ 0.50
Net earnings per Class A equivalent common share assuming dilution	\$ 0.33	\$ 0.48

The pro forma results for the three and six-month periods ended June 30, 2017 are not included in the table above because the operating results for the First Guaranty acquisition were included in the Company's condensed consolidated statements of earnings for these periods.

## Item 2. 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 relatively low interest rates by originating mortgage loans.

### Insurance Operations

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

A funeral plan is a small face value life insurance policy that generally has face coverage of up to \$25,000. The Company believes that funeral plans represent a marketing niche that has lower competition because most insurance companies do not offer similar coverage. The purpose of the funeral plan policy is to pay the costs and expenses incurred at the time of 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.

The following table shows the condensed financial results of the insurance operations for three and six months ended June 30, 2017 and 2016. See Note 6 to the Condensed Consolidated Financial Statements.

	Three months ended June 30 (in thousands of dollars)			Six months ended June 30 (in thousands of dollars)		
	2017	2016	% Increase (Decrease)	2017	2016	% Increase (Decrease)
Revenues from external customers						
Insurance premiums	\$ 17,498	\$ 15,899	10%	\$ 34,855	\$ 30,351	15%
Net investment income	7,665	6,892	11%	15,251	13,855	10%
Income from loan originations	282	613	(54%)	1,470	1,085	35%
Other	278	166	67%	306	354	(14%)
Total	<u>\$ 25,723</u>	<u>\$ 23,570</u>	<u>9%</u>	<u>\$ 51,882</u>	<u>\$ 45,645</u>	<u>14%</u>
Intersegment revenue	<u>\$ 2,977</u>	<u>\$ 3,359</u>	<u>(11%)</u>	<u>\$ 5,966</u>	<u>\$ 6,462</u>	<u>(8%)</u>
Earnings before income taxes	<u>\$ 2,819</u>	<u>\$ 2,542</u>	<u>11%</u>	<u>\$ 4,302</u>	<u>\$ 3,646</u>	<u>18%</u>

Intersegment revenues are primarily interest income from the warehouse line provided to SecurityNational Mortgage Company ("SecurityNational Mortgage"). Profitability in the three and six months ended June 30, 2017 has increased due to increases in insurance premiums, mortgage fee income and net investment income.

## Cemetery and Mortuary Operations

The Company sells mortuary services and products through its eight mortuaries in Utah. The Company also sells cemetery products and services through its five cemeteries in Utah and one cemetery in San Diego County, California. At-need product sales and services are recognized as revenue when the services are performed or when the products are delivered. Pre-need cemetery product sales are deferred until the merchandise is delivered and services performed. Recognition of revenue for cemetery land sales occurs when 10% of the purchase price is received.

The following table shows the condensed financial results of the Cemetery and Mortuary operations for the three and six months ended June 30, 2017 and 2016. See Note 6 to the Condensed Consolidated Financial Statements.

	Three months ended June 30 (in thousands of dollars)			Six months ended June 30 (in thousands of dollars)		
	2017	2016	% Increase (Decrease)	2017	2016	% Increase (Decrease)
Revenues from external customers						
Mortuary revenues	\$ 1,182	\$ 1,286	(8%)	\$ 2,588	\$ 2,654	(2%)
Cemetery revenues	2,213	2,349	(6%)	4,344	4,320	1%
Other	(81)	178	(146%)	(13)	170	(108%)
Total	\$ 3,314	\$ 3,813	(13%)	\$ 6,919	\$ 7,144	(3%)
Earnings before income taxes	\$ 336	\$ 760	(56%)	\$ 1,095	\$ 1,229	(11%)

Included in other revenue is rental income from residential and commercial properties purchased from Security National Life. Memorial Estates purchased these properties from financing provided by Security National Life. The rental income is offset by property insurance, taxes and maintenance expenses. Memorial Estates has recorded depreciation on these properties of \$163,000 and \$180,000 for the three months ended June 30, 2017 and 2016, respectively, and \$333,000 and \$367,000 for the six months ended June 30, 2017 and 2016, respectively.

## Mortgage Operations

### Overview

The Company's wholly owned subsidiaries, SecurityNational Mortgage and EverLEND Mortgage Company (formerly known as Green Street Mortgage Services, Inc.), are mortgage lenders incorporated under the laws of the State of Utah and approved and regulated by the Federal Housing Administration (FHA), a department of the U.S. Department of Housing and Urban Development (HUD), incorporated under the laws of the State of Utah and approved and regulated by the Federal Housing Administration (FHA), a department of the U.S. Department of Housing and Urban Development (HUD), which originate mortgage loans that qualify for government insurance in the event of default by the borrower, in addition to various conventional mortgage loan products. SecurityNational Mortgage and EverLEND Mortgage obtain mortgage loans originated in retail offices and through independent brokers. Mortgage loans originated by the Company's mortgage subsidiaries are funded through loan purchase agreements from Security National Life and unaffiliated financial institutions.

The Company's mortgage subsidiaries receive fees from the borrowers and secondary fees from third party investors that purchase their loans. Loans originated by SecurityNational Mortgage are generally sold with mortgage servicing rights released to third party investors or retained by SecurityNational Mortgage. SecurityNational Mortgage currently retains the mortgage servicing rights on approximately 30% of its loan origination volume. These loans are serviced by an approved third party sub-servicer.

For the six months ended June 30, 2017 and 2016, SecurityNational Mortgage originated 6,551 loans (\$1,271,565,000 total volume) and 7,413 loans (\$1,414,207,000 total volume), respectively. For the six months ended June 30, 2017 and 2016, EverLEND Mortgage originated six loans (\$1,202,000 total volume) and -0- loans (\$-0- total volume), respectively.

The following table shows the condensed financial results of the mortgage operations for the three and six months ended June 30, 2017 and 2016. See Note 6 to the Condensed Consolidated Financial Statements.

	Three months ended June 30 (in thousands of dollars)			Six months ended June 30 (in thousands of dollars)		
	2017	2016	% Increase (Decrease)	2017	2016	% Increase (Decrease)
Revenues from external customers						
Income from loan originations	\$ 37,453	\$ 43,997	(15%)	\$ 73,275	\$ 80,792	(9%)
Secondary gains from investors	6,681	8,707	(23%)	11,925	15,962	(25%)
<b>Total</b>	<b>\$ 44,134</b>	<b>\$ 52,704</b>	<b>(16%)</b>	<b>\$ 85,200</b>	<b>\$ 96,754</b>	<b>(12%)</b>
Earnings before income taxes	\$ 840	\$ 4,684	(82%)	\$ 1,495	\$ 7,182	(79%)

The decrease in earnings for the three and six months ended June 30, 2017 was due to a reduction in mortgage loan originations.

### Mortgage Loan Loss Settlements

Future loan losses can be extremely difficult to estimate. However, management believes that the Company's reserve methodology and its current practice of property preservation allow it to estimate its potential losses on loans sold. The estimated liability for indemnification losses was included in other liabilities and accrued expenses and, as of June 30, 2017 and December 31, 2016, the balances were \$1,135,000 and \$628,000, respectively.

## **Mortgage Loan Loss Litigation**

For a description of the litigation involving SecurityNational Mortgage and Lehman Brothers Holdings, reference is to Part II, Item 1. Legal Proceedings.

## **Consolidation**

### **Three Months Ended June 30, 2017 Compared to Three Months Ended June 30, 2016**

Total revenues decreased by \$6,916,000, or 8.6%, to \$73,171,000 for the three months ended June 30, 2017, from \$80,087,000 for the comparable period in 2016. Contributing to this decrease in total revenues was a \$9,878,000 decrease in mortgage fee income, a \$240,000 decrease in net mortuary and cemetery sales, and a \$236,000 increase in other than temporary impairments on investments. This decrease in total revenues was partially offset by a \$1,599,000 increase in insurance premiums and other considerations, a \$767,000 increase in realized gains on investments and other assets, a \$612,000 increase in net investment income, and a \$460,000 increase in other revenues.

Insurance premiums and other considerations increased by \$1,599,000, or 10.1%, to \$17,499,000 for the three months ended June 30, 2017, from \$15,900,000 for the comparable period in 2016. This increase was primarily due to an increase in renewal premiums and an increase in first year premiums as a result of increased insurance sales.

Net investment income increased by \$612,000, or 6.7%, to \$9,748,000 for the three months ended June 30, 2017, from \$9,136,000 for the comparable period in 2016. This increase was primarily attributable to a \$422,000 increase in fixed maturity securities income, a \$246,000 increase in rental income from real estate owned, a \$154,000 increase in insurance assignment income, and a \$62,000 increase in policy loan income. This increase was partially offset by a \$101,000 increase in investment expenses, a \$167,000 decrease in mortgage loan interest, and a \$12,000 decrease in short-term investment income.

Net mortuary and cemetery sales decreased by \$240,000, or 6.8%, to \$3,280,000 for the three months ended June 30, 2017, from \$3,520,000 for the comparable period in 2016. This decrease was primarily due to a decrease in sales in both the cemetery and mortuary operations.

Realized gains on investments and other assets increased by \$767,000, or 636.2%, to \$887,000 in realized gains for the three months ended June 30, 2017, from \$120,000 in realized gains for the comparable period in 2016. This increase in realized gains on investments and other assets was primarily attributable to a \$1,021,000 increase in realized gains on other assets due to the sale of a commercial real estate property and various residential real estate properties. This increase was partially offset by a \$178,000 decrease in realized gains on fixed maturity securities, and a \$76,000 decrease in realized gains on securities available for sale.

Mortgage fee income decreased by \$9,878,000, or 19.8%, to \$39,948,000, for the three months ended June 30, 2017, from \$49,826,000 for the comparable period in 2016. This decrease was primarily due to a reduction in mortgage loan originations, which was a reflection of the mortgage loan industry as a whole. The decrease in mortgage loan originations was the result of a shortage of available housing for purchase transactions and the decline in mortgage loan refinancings as a consequence of recent increases in interest rates on mortgage loans.

Other revenues increased by \$460,000, or 28.5%, to \$2,076,000 for the three months ended June 30, 2017, from \$1,616,000 for the comparable period in 2016. This increase was due to an increase in mortgage servicing fees.

Total benefits and expenses were \$69,177,000, or 94.3% of total revenues, for the three months ended June 30, 2017, as compared to \$72,101,000, or 90.0% of total revenues, for the comparable period in 2016.

Death benefits, surrenders and other policy benefits, and future policy benefits increased by an aggregate of \$1,424,000 or 10.8%, to \$14,593,000 for the three months ended June 30, 2017, from \$13,169,000 for the comparable period in 2016. This increase was primarily the result of a \$1,211,000 increase in death benefits, a \$119,000 increase in surrender and other policy benefits, and a \$94,000 increase in future policy benefits.

Amortization of deferred policy and pre-need acquisition costs and value of business acquired increased by \$61,000, or 3.6%, to \$1,769,000 for the three months ended June 30, 2017, from \$1,708,000 for the comparable period in 2016. This increase was primarily due to an increase in insurance sales expenses.

Selling, general and administrative expenses decreased by \$4,639,000, or 8.4%, to \$50,898,000 for the three months ended June 30, 2017, from \$55,537,000 for the comparable period in 2016. This decrease was primarily the result of a \$6,086,000 decrease in commissions resulting from a decrease in sales, and a \$484,000 decrease in advertising. This decrease was partially offset by a \$929,000 increase in other expenses, a \$382,000 increase in personnel expenses, a \$327,000 increase in costs related to funding mortgage loans, a \$248,000 increase in rent and rent related expenses, and a \$45,000 increase in depreciation on property and equipment.

Interest expense increased by \$150,000, or 12.2%, to \$1,385,000 for the three months ended June 30, 2017, from \$1,235,000 for the comparable period in 2016. This increase was primarily due to an increase in interest expense on mortgage warehouse lines.

Comprehensive income for the three months ended June 30, 2017 and 2016 amounted to gains of \$2,442,000 and \$5,030,000, respectively. This \$2,588,000 decrease in comprehensive income was primarily the result of a \$2,531,000 decrease in net income, and a \$57,000 decrease in unrealized gains in securities available for sale.

#### **Six Months Ended June 30, 2017 Compared to Six Months Ended June 30, 2016**

Total revenues decreased by \$5,543,000, or 3.7%, to \$144,001,000 for the six months ended June 30, 2017, from \$149,544,000 for the comparable period in 2016. Contributing to this decrease in total revenues was a \$12,662,000 decrease in mortgage fee income, a \$215,000 increase in other than temporary impairments on investments, and a \$127,000 decrease in net mortuary and cemetery sales. This decrease in total revenues was partially offset by \$4,505,000 increase in insurance premiums and other considerations, a \$1,183,000 increase in net investment income, a \$959,000 increase in other revenues, and a \$814,000 increase in realized gains on investments and other assets.

Insurance premiums and other considerations increased by \$4,505,000, or 14.8%, to \$34,856,000 for the six months ended June 30, 2017, from \$30,351,000 for the comparable period in 2016. This increase was primarily due to an increase in renewal premiums and an increase in first year premiums as a result of increased insurance sales.

Net investment income increased by \$1,183,000, or 6.5%, to \$19,311,000 for the six months ended June 30, 2017, from \$18,128,000 for the comparable period in 2016. This increase was primarily attributable to a \$730,000 increase in fixed maturity securities income, a \$419,000 increase in insurance assignment income, a \$296,000 increase in rental income from real estate owned, a \$74,000 increase in policy loan income, and a \$34,000 increase in mortgage loan interest. This increase was partially offset by a \$303,000 increase in investment expenses, and a \$75,000 decrease in short-term investment income.

Net mortuary and cemetery sales decreased by \$127,000, or 1.9%, to \$6,639,000 for the six months ended June 30, 2017, from \$6,766,000 for the comparable period in 2016. This decrease was primarily due to a decrease in sales in both the cemetery and mortuary operations.

Realized gains on investments and other assets increased by \$814,000, or 372.7%, to \$1,033,000 in realized gains for the six months ended June 30, 2017, from \$219,000 in realized gains for the comparable period in 2016. This increase in realized gains on investments and other assets was primarily attributable to a \$1,046,000 increase in realized gains on other assets due to the sale of a commercial real estate property and various residential real estate properties. This increase was partially offset by a \$173,000 decrease in realized gains on fixed maturity securities, and a \$59,000 decrease in realized gains on securities available for sale.

Mortgage fee income decreased by \$12,662,000, or 13.9%, to \$78,376,000, for the six months ended June 30, 2017, from \$91,038,000 for the comparable period in 2016. This decrease was primarily due to a reduction in mortgage loan originations, which was a reflection of the mortgage loan industry as a whole. The decrease in mortgage loan originations was the result of a shortage of available housing for purchase transactions and the decline in mortgage loan refinancings as a consequence of recent increases in interest rates on mortgage loans.

Other revenues increased by \$959,000, or 30.5%, to \$4,105,000 for the six months ended June 30, 2017, from \$3,146,000 for the comparable period in 2016. This increase was due to an increase in mortgage servicing fees.

Total benefits and expenses were \$137,109,000, or 95.1% of total revenues, for the six months ended June 30, 2017, as compared to \$137,487,000, or 91.9% of total revenues, for the comparable period in 2016.

Death benefits, surrenders and other policy benefits, and future policy benefits increased by an aggregate of \$4,180,000 or 16.3%, to \$29,813,000 for the six months ended June 30, 2017, from \$25,633,000 for the comparable period in 2016. This increase was primarily the result of a \$2,182,000 increase in death benefits, a \$1,540,000 increase in future policy benefits, and a \$458,000 increase in surrender and other policy benefits.



Amortization of deferred policy and pre-need acquisition costs and value of business acquired increased by \$113,000, or 2.9%, to \$4,033,000 for the six months ended June 30, 2017, from \$3,920,000 for the comparable period in 2016. This increase was primarily due to an increase in insurance sales expenses.

Selling, general and administrative expenses decreased by \$5,154,000, or 4.9%, to \$99,569,000 for the six months ended June 30, 2017, from \$104,723,000 for the comparable period in 2016. This decrease was primarily the result of a \$8,942,000 decrease in commissions resulting from a decrease in sales, a \$251,000 decrease in advertising, and a \$86,000 decrease in costs related to funding mortgage loans. This increase was partially offset by a \$1,879,000 increase in other expenses, a \$1,774,000 increase in personnel expenses, a \$323,000 increase in rent and rent related expenses, and a \$149,000 increase in depreciation on property and equipment.

Interest expense increased by \$340,000, or 14.8%, to \$2,639,000 for the six months ended June 30, 2017, from \$2,299,000 for the comparable period in 2016. This increase was primarily due to an increase in interest expense on mortgage warehouse lines.

Comprehensive income for the six months ended June 30, 2017 and 2016 amounted to gains of \$4,323,000 and \$7,867,000, respectively. This \$3,544,000 decrease in comprehensive income was primarily the result of a \$3,209,000 decrease in net income, and a \$333,000 decrease in unrealized gains in securities available for sale.

## **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 subsidiaries realize 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 related to the issuance of new policies, the maintenance of existing policies, debt service, and to meet current operating expenses.

During the six months ended June 30, 2017, the Company's operations provided cash of \$20,042,000. This was due primarily to an increase in cash collected on loans held for sale. During the six months ended June 30, 2016, the Company's operations used cash of \$11,694,000. This was due primarily to a decrease in cash collected on loans held for sale.

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

The Company attempts to match the duration of invested assets with its policyholder and cemetery and mortuary liabilities. The Company may sell investments other than those held to maturity in the portfolio to help in this timing. The Company purchases short-term investments on a temporary basis to meet the expectations of short-term requirements of the Company's products. The Company's investment philosophy is intended to provide a rate of return that 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, real estate, 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 \$192,585,000 and \$184,356,000 as of June 30, 2017 and December 31, 2016, respectively. This represents 34.8% and 33.1% of the total investments as of June 30, 2017 and December 31, 2016, 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 June 30, 2017, 8.3% (or \$15,919,000) and at December 31, 2016, 9.0% (or \$16,513,000) of the Company's total bond investments were invested in bonds in rating categories three through six, which were considered non-investment grade.

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

The Company is subject to risk based capital guidelines established by statutory regulators requiring minimum capital levels based on the perceived risk of assets, liabilities, disintermediation, and business risk. At June 30, 2017 and December 31, 2016, the life insurance subsidiaries were in compliance with the regulatory criteria.

The Company's total capitalization of stockholders' equity, bank loans and notes payable was \$301,207,000 as of June 30, 2017, as compared to \$284,700,000 as of December 31, 2016. Stockholders' equity as a percent of total capitalization was 45.7% and 46.6% as of June 30, 2017 and December 31, 2016, respectively.

Lapse rates measure the amount of insurance terminated during a particular period. The Company's lapse rate for life insurance in 2016 was 9.6% as compared to a rate of 7.4% for 2015. The 2017 lapse rate to date has been approximately the same as 2016.

At June 30, 2017, the statutory capital and surplus of the Company's life insurance subsidiaries was \$43,453,000. The life insurance subsidiaries cannot pay a dividend to its parent company, without approval of state insurance regulatory authorities.

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

As a smaller reporting company, the Company is not required to provide information typically disclosed under this item.

### **Item 4. Controls and Procedures.**

#### Disclosure Controls and Procedures

As of June 30, 2017, the Company carried out an evaluation under the supervision and with the participation of its Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company's disclosure controls and procedures are designed to ensure that information required to be disclosed in the Securities and Exchange Commission (SEC) reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported within the time period specified by the SEC's rules and forms and that such information is accumulated and communicated to management, including the Company's CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure. The officers have concluded that the Company's disclosure controls and procedures were not effective as of June 30, 2017, and that the unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q fairly present, in all material respects, the Company's financial condition, results of operations and cash flows for the periods presented in conformity with United States Generally Accepted Accounting Principles (GAAP).

#### Changes in Internal Control over Financial Reporting

Except for the material weaknesses discussed in the Company's Annual Report on Form 10K/A, there have not been any significant changes in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities and Exchange Act of 1934, as amended) in the second quarter of 2017 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### ***Remediation Efforts to Address Material Weakness***

During the fourth quarter of 2016, there were changes in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. Two of the prior errors were determined to be immaterial errors and were noted in connection with the annual audit of the Company's consolidated financial statements for the fiscal year ended December 31, 2016. The other two errors were discovered as a result of a review of current accounting policies and were determined to be material errors. Management has corrected these errors in the Form 10-K/A for the fiscal year ended December 2016. See Notes 21 and 22 to the Company's Consolidated Financial Statements.

The Company is implementing measures to remediate the underlying causes that gave rise to the material weaknesses. The following remediation steps are among the measures currently being implemented at the time of this filing by management: (i) a thorough review of the accounting department to ensure that the staff has the appropriate training and the level of reviews are commensurate with the complexity of the accounting; and (ii) a thorough review of the processes and procedures used in the Company's accounting policies and the implementation of those policies.

The Company believes the measures described above will remediate the control deficiencies that it has identified and strengthen its internal control over financial reporting. The Company is committed to continuous improvement of its internal control processes and will continue to diligently review its financial reporting controls and procedures.

## **Part II - Other Information**

### **Item 1. Legal Proceedings.**

#### **Lehman Brothers Litigation - Delaware and New York**

In January 2014, Lehman Brothers Holdings, Inc. ("Lehman Holdings") entered into a settlement with the Federal National Mortgage Association (Fannie Mae) concerning the mortgage loan claims that Fannie Mae had asserted against Lehman Holdings, which were based on alleged breaches of certain representations and warranties by Lehman Holdings in the mortgage loans it had sold to Fannie Mae. Lehman Holdings acquired these loans from Aurora Bank, FSB, formerly known as Lehman Brothers Bank, FSB, which in turn purchased the loans from certain residential mortgage loan originators, including SecurityNational Mortgage. A settlement based on similar circumstances was entered into between Lehman Holdings and the Federal Home Loan Mortgage Corporation (Freddie Mac) in February 2014.

Lehman Holdings filed a motion in May 2014 with the U.S. Bankruptcy Court of the Southern District of New York to require the mortgage loan originators, including SecurityNational Mortgage, to engage in settlement discussions and non-binding mediations of the alleged indemnification claims against the mortgage loan originators concerning the Fannie Mae and Freddie Mac settlements with Lehman Holdings. The mediation was not successful in resolving any issues between SecurityNational Mortgage and Lehman Holdings.

On January 26, 2016, SecurityNational Mortgage filed a declaratory judgment action against Lehman Holdings in the Superior Court for the State of Delaware. In the Delaware action, SecurityNational Mortgage asserted its right to obtain a declaration of rights in that there are allegedly millions of dollars in dispute with Lehman Holdings pertaining to approximately 136 loans. SecurityNational Mortgage sought a declaratory judgment as to its rights as it contends that it has no liability to Lehman Holdings as a result of Lehman Holdings' settlements with Fannie Mae and Freddie Mac. Lehman Holdings filed a motion in the Delaware court seeking to stay or dismiss the declaratory judgment action. On August 24, 2016, the Court ruled that it would exercise its discretion to decline jurisdiction over the action and granted Lehman Holdings' motion to dismiss.

On February 3, 2016, Lehman Holdings filed an adversary proceeding against approximately 150 mortgage loan originators, including SecurityNational Mortgage, in the U.S. Bankruptcy Court of the Southern District of New York seeking a declaration of rights similar in nature to the declaratory judgment that SecurityNational Mortgage sought in its Delaware lawsuit, and for damages relating to the alleged obligations of the defendants under the indemnification provisions of the alleged agreements, in amounts to be determined at trial, including interest, attorneys' fees and costs incurred by Lehman Holdings in enforcing the obligations of the defendants. No response was required to be filed relative to the Complaint or the Amended Complaint dated March 7, 2016. A Case Management Order was entered on November 1, 2016.

On December 27, 2016, pursuant to the Case Management Order, Lehman Holdings filed a Second Amended Complaint against SecurityNational Mortgage, which eliminates the declaratory judgment claim but retains a similar claim for damages as in the Complaint. The case is presently in a motion period. Many of the defendants, including SecurityNational Mortgage, filed a joint motion in the case asserting that the Bankruptcy Court does not have subject matter jurisdiction concerning the matter and that venue is improper. Lehman Holdings' response memorandum was filed on May 31, 2017 and a reply memorandum of the defendants filing the motion was filed on July 14, 2017. A hearing date for the motion has not been set. No Answer to the Second Amended Complaint is required to be filed by SecurityNational Mortgage pending further order of the Court. SecurityNational Mortgage denies that it has any liability to Lehman Holdings and intends to vigorously protect and defend its position.

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

**Item 1A. Risk Factors.**

As a smaller reporting company, the Company is not required to provide information typically disclosed under this item.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.****Recent Sales of Unregistered Securities and Use of Proceeds from Registered Securities**

None.

**Issuer Purchases of Equity Securities**

On September 11, 2015, the Board approved the Company's Stock Purchase Plan for the mutual benefit of the Company and its stockholders. Under the terms of the Plan, the Company may, in its discretion, purchase shares of Class A common stock from its officers and directors who exercise the stock options granted to them under any of the Company's stock option plans with the proceeds from such purchase to be used to pay the taxes owed by such officers and directors as a result of the exercise of their stock options. Additionally, the officers and directors who exercise their stock options may, in their discretion, request that the Company purchase shares of their Class A common stock with the proceeds from such sale to be used to pay the taxes owed by such officers and directors as a result of the exercise of their stock options.

The Company is authorized under the plan to purchase no more than 60,000 shares of Class A common stock in any calendar year to pay the taxes owed by the officers and directors who exercise their stock options under the Stock Purchase Plan. The Company's purchase price for the Class A common stock under the Stock Purchase Plan shall be equal to the closing sales price of the Company's Class A common stock as reported by The Nasdaq National Market on the day that the applicable stock options are exercised by such officers and directors. The Company may only purchase shares of Class A common stock from the officers and directors exercising their stock options under the Stock Purchase Plan during the "Trading Window" as defined in the Company's Insider Trading Policy and Guidelines.

The following table shows the Company's repurchase activity during the six months ended June 30, 2017 under the Stock Purchase Plan.

Period	(a) Total Number of Class A Shares Purchased	(b) Average Price Paid per Class A Share	(c) Total Number of Class A Shares Purchased as Part of Publicly Announced Plan or Program	(d) Maximum Number (or Approximate Dollar Value) of Class A Shares that May Yet Be Purchased Under the Plan or Program
1/1/2017-1/31/2017	-	-		
2/1/2017-2/28/2017	-	-		
3/1/2017-3/31/2017	29,393 (1)	\$ 6.31		
4/1/2017-4/30/2017	-	-		
5/1/2017-5/31/2017	-	-		
6/1/2017-6/30/2017	-	-		
Total	<u>29,393</u>	<u>\$ 6.31</u>	<u>-</u>	<u>-</u>

(1) On March 29, 2017, the Company purchased 29,393 shares of its Class A common stock from Scott M. Quist, Chairman, President and Chief Executive Officer of the Company, pursuant to the Company's Stock Purchase

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosures.**

None.

**Item 5. Other Information.****Changes in the Company's Certifying Accountant**

On May 15, 2017, Edie Bailly LLP ("Eide Bailly") resigned as the independent registered public accounting firm of the Company. The resignation letter was sent by Eide Bailly to Norman G. Wilbur, Chairman of the Audit Committee of the Company's Board of Directors. Because Eide Bailly resigned as the Company's independent registered public accounting firm, the Company's Audit Committee had no alternative but to accept such resignation by Eide Bailly.

On June 1, 2017, the Company engaged the independent registered public accounting firm of Deloitte & Touche LLP (Deloitte & Touche") to audit and report on the Company's financial statements for the year ending December 31, 2017. The decision to appoint Deloitte & Touche as the Company's independent registered public accounting firm was recommended by the Company's Audit Committee of the Company's Board of Directors and approved by the Board of Directors.

During the fiscal years ended December 31, 2016 and 2015 and the subsequent interim period preceding the resignation by Eide Bailly, there were no disagreements (as defined in Item 304(a)(1)(iv) of Regulation S-K, as promulgated by the United States Securities and Exchange Commission) with Eide Bailly on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, or any reportable events (as described in Item 304(a)(1)(v) of Regulation S-K), which disagreement, if not resolved to the satisfaction of Eide Bailly, would have caused it to make reference to the subject matter of the disagreement in connection with its report. In addition, the reports by Eide Bailly on the Company's balance sheet as of December 31, 2016, and the related statements of operations, stockholders' equity, and cash flows for each of the years in the period ended December 31, 2016, did not contain an adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

**Completion of Acquisition of First Guaranty Insurance Company**

On July 11, 2016, the Company, through its wholly owned subsidiary, Security National Life, completed a stock purchase transaction with the shareholders of Reppond Holding Corporation, an Arkansas corporation ("Reppond Holding") and sole shareholder of First Guaranty Insurance Company, a Louisiana domestic stock legal reserve life insurance company ("First Guaranty"), to purchase all the outstanding shares of common stock of Reppond Holding. Under the terms of the Stock Purchase Agreement, dated February 17, 2016, between Security National Life and Reppond Holding, which was later amended on March 4, 2016 and March 17, 2016, Security National Life paid a total of \$6,753,000 at the closing in consideration for the purchase of all the outstanding shares of stock of Reppond Holding from its shareholders.

The transaction was completed following the satisfaction or waiver of certain conditions set forth in the Stock Purchase Agreement. These conditions included obtaining all the required material orders, consents, permits, authorizations, approvals and waivers (including, without limitation, obtaining the approval of the Louisiana Department of Insurance without the material abrogation or diminishment of First Guaranty's or Reppond Holding's authority or license or the imposition of signification restrictions upon the transactions contemplated thereby). This condition was satisfied on July 8, 2016 when the Department issued an order approving the transaction, as required. The closing of the transaction took place soon thereafter on July 11, 2016.

At December 31, 2015, First Guaranty had 37,069 policies in force and 320 agents. Also, as of December 31, 2015, First Guaranty had statutory revenues of \$8,102,000 and a statutory net loss of \$724,000. Additionally, as of December 31, 2015, the statutory assets and the capital and surplus of First Guaranty were \$55,550,000 and \$3,849,000, respectively. As of December 31, 2014, First Guaranty had revenues of \$8,080,000 and a net loss of \$172,000. Moreover, as of December 31, 2014, the statutory assets and the capital and surplus of First Guaranty were \$54,696,000 and \$4,581,000, respectively.

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

(a)(1) Financial Statements

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

(a)(2) Financial Statement Schedules

None

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

(a)(3) Exhibits

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

3.1 [Articles of Amendment to Articles of Incorporation \(10\)](#)

3.2 Amended Bylaws

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)

7.1 [Letter from Eide Bailly, LLP \(11\)](#)

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

10.2 [2003 Stock Option Plan \(2\)](#)

10.3 [2006 Director Stock Option Plan \(3\)](#)

10.4	<a href="#">2013 Amended Stock Option and Other Equity Incentive Awards Plan (9)</a>
10.5	<a href="#">2014 Director Stock Option Plan (5)</a>
10.6	<a href="#">Employment agreement with Scott M. Quist (7)</a>
10.7	<a href="#">Indemnification Agreement among SecurityNational Mortgage Company, Lehman Brothers Bank, and Aurora Loan Services (4)</a>
10.8	<a href="#">Purchase Agreement among Security National Financial Corporation, SNFC Subsidiary, LLC, American Funeral Financial, LLC, and Hypershop, LLC (6)</a>
10.9	<a href="#">Stock Purchase Agreement among Security National Financial Corporation, and Reppond Holding Company, to purchase First Guaranty Insurance Company (9)</a>
21	Subsidiaries of the Registrant
23.1	<a href="#">Consent of Eide Bailly LLP (8)</a>
23.2	<a href="#">Consent of Mackey Price &amp; Mecham (8)</a>
31.1	Certification pursuant to 18 U.S.C. Section 1350, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification pursuant to 18 U.S.C. Section 1350, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

101.xml	Instance Document
101.xsd	Taxonomy Extension Schema Document
101.cal	Taxonomy Extension Calculation Linkbase Document
101.def	Taxonomy Extension Definition Linkbase Document
101.lab	Taxonomy Extension Label Linkbase Document
101.pre	Taxonomy Extension Presentation Linkbase Document
(1)	Incorporated by reference from Registration Statement on Form S-1, as filed on September 29, 1987
(2)	Incorporated by reference from Schedule 14A Definitive Proxy Statement, as filed on June 5, 2003, relating to the Company's Annual Meeting of Stockholders
(3)	Incorporated by reference from Schedule 14A Definitive Proxy Statement, as filed on June 1, 2007, relating to the Company's Annual Meeting of Stockholders
(4)	Incorporated by reference from Report on Form 10-K, as filed on March 31, 2009
(5)	Incorporated by reference from Schedule 14A Definitive Proxy Statement, as filed on June 2, 2014, related to Company's Annual Meeting of Stockholders
(6)	Incorporated by reference from Report on Form 8-K, as filed on June 13, 2014
(7)	Incorporated by reference from Report on Form 10-Q, as filed on August 14, 2015
(8)	Incorporated by reference from Registration Statement on Form S-8, as filed on October 20, 2015
(9)	Incorporated by reference from Report on Form 10-Q, as filed on August 15, 2016
(10)	Incorporated by reference from Report on Form 10-K, as filed on March 31, 2017
(11)	Incorporated by reference from Report on Form 8-K, as filed on August 4, 2017



**SIGNATURES**

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

***REGISTRANT***

SECURITY NATIONAL FINANCIAL CORPORATION  
Registrant

Dated: August 25, 2017      /s/ Scott M. Quist  
Scott M. Quist  
Chairman, President and Chief Executive Officer  
(Principal Executive Officer)

Dated: August 25, 2017      /s/ Garrett S. Sill  
Garrett S. Sill  
Chief Financial Officer and Treasurer  
(Principal Financial Officer and Principal Accounting Officer)