# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### FORM 8-K

#### CURRENT REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (Date of earliest event reported):

February 7, 2013

#### PRIMERICA, INC.

(Exact Name of Registrant as Specified in Its Charter)

**Delaware** (State or Other Jurisdiction of Incorporation) 001-34680

(Commission File Number)

27-1204330 (I.R.S. Employer Identification Number)

3120 Breckinridge Blvd. Duluth, Georgia 30099 (Address of Principal Executive Offices)

(770) 381-1000

(Registrant's telephone number, including area code)

Not applicable.

(Former name or former address, if changed since last report)

Check	$the \ appropriate \ box \ below \ if the \ Form \ 8-K \ filing \ is \ intended \ to \ simultaneously \ satisfy \ the \ filing \ obligation \ of \ the \ registrant \ under \ any \ of \ the \ following \ provisions:$
	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### Item 2.02 Results of Operations and Financial Condition.

On February 7, 2013, Primerica, Inc. (the "Company") announced its results of operations for the quarter ended December 31, 2012. A copy of the press release is attached hereto as Exhibit 99.1.

The information provided pursuant to this Item 2.02, including Exhibit 99.1 in Item 9.01, is "furnished" and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of such section, and shall not be incorporated by reference in any filing made by the Company under the Exchange Act or the Securities Act of 1933, as amended (the "Securities Act"), except to the extent expressly set forth by specific reference in any such filings.

#### **Use of Non-GAAP Financial Measures**

In addition to reporting financial results in accordance with U.S. generally accepted accounting principles ("GAAP"), the Company presents certain non-GAAP financial measures. Specifically, the Company presents operating revenues, operating income before income taxes, net operating income, adjusted stockholders' equity and diluted operating earnings per share. Operating revenues, operating income taxes, net operating income and diluted operating earnings per share exclude the impact of realized investment gains and losses for all periods presented. Operating income before income taxes and net operating income exclude the expense associated with our IPO-related equity awards for all periods presented. Adjusted stockholders' equity excludes the impact of net unrealized gains and losses on invested assets for all periods presented.

We exclude these items because they are considered unusual and not indicative of our ongoing operations. Our definitions of these non-GAAP financial measures may differ from the definitions of similar measures used by other companies. Management uses these non-GAAP financial measures in making financial, operating and planning decisions and in evaluating the Company's performance. Furthermore, management believes that these non-GAAP financial measures may provide users with additional meaningful comparisons between current results and results of prior periods as they are expected to be reflective of our core ongoing business. These measures have limitations, and investors should not consider them in isolation or as a substitute for analysis of the Company's results as reported under GAAP.

Reconciliations of non-GAAP to GAAP financial measures are included as attachments to the press release which has been posted in the "Investor Relations" section of our website at http://investors.primerica.com.

#### Item 7.01 Regulation FD Disclosure.

On February 7, 2013, the Company posted to the "Investor Relations" section of its website certain supplemental financial information relating to the quarter ended December 31, 2012. A copy of the supplemental financial information is attached hereto as Exhibit 99.2.

The information provided pursuant to this Item 7.01, including Exhibit 99.2 in Item 9.01, is "furnished" and shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of such section, and shall not be incorporated by reference in any filing made by the Company under the Exchange Act or the Securities Act, except to the extent expressly set forth by specific reference in any such filings.

#### Item 9.01. Financial Statements and Exhibits.

#### (d) Exhibits.

99.1 Press Release dated February 7, 2013 – Primerica Reports Fourth Quarter 2012 Results

99.2 Primerica, Inc. Supplemental Financial Information – Fourth Quarter 2012

#### SIGNATURES

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

Date: February 7, 2013 PRIMERICA, INC.

/s/ Alison S. Rand

Alison S. Rand

Executive Vice President and Chief Financial Officer

#### EXHIBIT INDEX

#### Exhibit No. Description

99.1 Press Release dated February 7, 2013 – Primerica Reports Fourth Quarter 2012 Results

99.2 Primerica, Inc. Supplemental Financial Information – Fourth Quarter 2012



#### PRIMERICA REPORTS FOURTH QUARTER 2012 RESULTS

Diluted EPS of \$0.67 up 29% in the fourth quarter of 2012; Diluted operating EPS of \$0.69 up 36%

8% increase in net income in the fourth quarter of 2012; 14% increase in net operating income

30% growth in Investment and Savings Products sales in the fourth quarter

Life insurance licensed sales force increased to 92,373

**Duluth, GA, February 7, 2013** – Primerica, Inc. (NYSE: PRI) announced today financial results for the fourth quarter and full year ended December 31, 2012. Total revenues were \$304.5 million in the fourth quarter of 2012 and net income was \$40.3 million, or \$0.67 per diluted share. For the full year 2012, total revenues were \$1.19 billion and net income was \$173.8 million or \$2.71 net income per diluted share.

Operating revenues increased by 12% to \$303.4 million in the fourth quarter of 2012 compared with \$271.6 million in the fourth quarter of 2011. Net operating income per diluted share grew 36% to \$0.69 from \$0.51 in the prior year period with net operating income growing 14% to \$41.6 million in the fourth quarter of 2012 from \$36.7 million in the fourth quarter of 2011. Net income return on stockholders' equity (ROE) was 12.3% (14.0% on a net operating income and adjusted stockholders' equity basis) for the quarter ended December 31, 2012. Results for the fourth quarter of 2012 reflect continued growth in the Term Life business as well as strong Investment and Savings Products (ISP) sales and the favorable impact of market performance on client assets values. Net investment income declined compared with the fourth quarter of 2011 largely due to our lower invested asset base following our stock repurchases. Year-over-year net operating income was impacted by an increase in premium-related and employee-related expenses as well as higher legal fees and expenses, partially offset by specific charges in the fourth quarter of 2011.

For the full year 2012, net operating income increased 12% to \$174.5 million compared with \$156.0 million for 2011, which when combined with active capital management, resulted in a 32% year-over-year increase in diluted operating EPS to \$2.72. Our 2012 results were driven by growth in the Term Life business coupled with lower non-deferred commissions as well as increased Investment and Savings Products sales and client asset values. Results also reflect lower invested assets due to our \$257.3 million of share repurchases during the year and increased interest expense largely related to the redundant reserve financing executed in 2012.

Rick Williams, Chairman of the Board and Co-Chief Executive Officer said, "Our results were marked by solid performance across segments including 20% growth in Term Life net premiums for the full year 2012. During the year we retired 15% of our common stock outstanding as of December 31, 2011 through repurchases. Our strong balance sheet and solid business fundamentals will enable us to continue delivering shareholder value long-term."

John Addison, Chairman of Primerica Distribution and Co-Chief Executive Officer said, "2012 was a pivotal year, demonstrating our ability to maintain financial momentum while reigniting growth in the size of the sales force. We made enhancements to the life insurance licensing process that drove a 30% increase in the ratio of recruits obtaining a license and contributed to growth in the size of the sales force in 2012. Our Investment and Saving Products platform was expanded with the addition of third party fixed indexed annuities and managed accounts. ISP sales grew 30% in the fourth quarter and increased 10% in 2012. We are proud of our sales force leaders' accomplishments and their unwavering commitment to serving the financial needs of Main Street families. We continue to be confident in the strength of our business and our ability to execute a strategy that positions Primerica for future success."

#### **Distribution Results**

• The size of our life-licensed insurance sales force increased to 92,373 at December 31, 2012 from 91,506 at September 30, 2012 and 91,176 at December 31, 2011. While recruiting of new representatives declined 16% to 36,586 from the fourth quarter of 2011 due to the increased emphasis on the licensing of new recruits, our new life licenses increased by 3%, to 8,376, largely reflecting a 22% increase in the fourth quarter in the rate of new recruits obtaining a license compared to the year ago period. Non-renewals were lower than the fourth quarter a year ago, primarily due to Hurricane Sandy related mandated license renewal extensions in 2012 in New York and New Jersey and a high level of terminations last year following the convention recruiting surge. Sequentially, recruiting declined by 23% and new life licenses declined by 3% from the third quarter of 2012 reflecting seasonally-higher third quarter experience.

- Term Life net premium revenue increased 16% to \$139.9 million in the fourth quarter of 2012 compared with the fourth quarter a year ago as we continue to build the Term Life book of business. In the fourth quarter of 2012, term life insurance policies issued were 52,324, a 15% decline from the fourth quarter of 2011 largely due to productivity returning to a normalized level compared with the elevated productivity levels related to the post-convention recruiting surge in the prior year period. Sequentially, term life insurance policies issued were flat with the third quarter.
- The 30% year-over-year growth in Investment and Savings Products sales to \$1.24 billion in the fourth quarter of 2012 resulted from a 24%, or \$116.0 million, increase in retail mutual funds sales as well as \$154.9 million of fixed indexed annuity sales. Sales were driven by the successful implementation of new products in 2012 and growing investor confidence in the market in the fourth quarter. ISP sales increased 13% compared with the third quarter of 2012. Client asset values increased by 11% to \$37.39 billion at December 31, 2012 relative to a year ago and were consistent with the end of the third quarter, primarily reflecting market performance in the U.S. and Canada.

#### **Segment Results**

Primerica operates in two primary business segments: Term Life Insurance and Investment and Savings Products, and has a third segment, Corporate and Other Distributed Products. Results for the segments are shown below.

				Actual				O	perating (1)	
		Q4 2012	- (	Q4 2011(2)	% Change		Q4 2012		Q4 2011(2)	% Change
Revenues:	'		(\$	in thousands)				(\$	in thousands)	
Term Life Insurance	\$	164,490	\$	144,678	14%	\$	164,490	\$	144,678	14%
Investment and Savings Products		109,700		93,785	17%		109,700		93,785	17%
Corporate and Other Distributed Products		30,311		37,392	-19%		29,253		33,136	-12%
Total revenues	\$	304,501	\$	275,855	10%	\$	303,443	\$	271,599	12%
Income (loss) before income taxes:										
Term Life Insurance	\$	44,246	\$	37,045	19%	\$	44,246	\$	37,045	19%
Investment and Savings Products		31,194		28,821	8%		31,194		28,821	8%
Corporate and Other Distributed Products		(14,494)		(9,185)	-58%		(12,478)		(10,026)	-24%
Total income before income taxes	\$	60,946	\$	56,681	8%	\$	62,962	\$	55,840	13%

<sup>(1)</sup> See the Non-GAAP Financial Measures section and the segment Operating Results Reconcilations at the end of this release for additional information.

<sup>(2)</sup> Reflects revised accounting standards related to costs associated with acquiring or renewing insurance contracts.

**Term Life Insurance.** Operating revenues grew by 14% to \$164.5 million in the fourth quarter of 2012 compared with the same period a year ago. Net premiums were up 16% from the prior year period reflecting the continued layering of New Term policies onto our recurring in force premium base. Allocated net investment income increased year-over-year consistent with the growth in Term Life allocated assets.

Operating income before income taxes increased by 19% over the prior year period to \$44.2 million reflecting revenue growth and lower non-deferred commissions, partially offset by growth in premium-related and employee-related expenses as well as higher interest expense associated with our redundant reserve financing. While total incurred claims were slightly lower versus the prior year period, the trend was largely driven by the fourth quarter 2011 charge related to our search of public death records. Excluding this charge in 2011, incurred claims increased reflecting higher experience and growth in the business. Persistency experience in the fourth quarter improved modestly over the prior year period.

Sequentially, operating income before income taxes declined by 9%. The continued growth in net premium was more than offset by increased DAC amortization due to seasonally worse persistency in the fourth quarter and higher insurance expenses due to a favorable annual true-up of employee benefit accruals and other items in the previous quarter.

Investment and Savings Products. Operating revenues increased 17% to \$109.7 million and operating income before income taxes grew 8% to \$31.2 million in the fourth quarter of 2012 compared with the fourth quarter of 2011. Results reflect strong sales and an 11% increase in our average client asset values, partially offset by a lower volume-related incentive payment earned for 2012 variable annuity sales. We also incurred \$2.9 million of legal fees and expenses, which impacted net operating earnings per diluted share by \$.03, associated with preparation for hearings that have been scheduled in 2013 in connection with arbitrations that have been described in our SEC filings. Canadian segregated fund DAC amortization was unfavorably impacted in the fourth quarter of 2012 by lower equity returns compared with a favorable impact in the prior year period, resulting in a \$1.5 million year-over-year increase in DAC amortization.

Sequentially, operating income before income taxes was consistent with the third quarter of 2012 primarily reflecting the fourth quarter sales growth, the higher client asset values and the variable annuity incentive payment, offset by legal fees and expenses as well as higher Canadian segregated fund DAC amortization.

Corporate and Other Distributed Products. Operating revenues decreased by 12% to \$29.3 million and operating losses before income taxes increased by \$2.5 million compared with the fourth quarter of 2011. Results largely reflect lower net investment income due to a lower invested asset base following our stock repurchases and lower expenses due to non-recurring charges from the fourth quarter of 2011, partially offset by higher employee-related expenses in 2012.

#### Taxes

Our effective income tax rate for the fourth quarter of 2012 was 33.9%, consistent with the prior year period and lower than the 35.4% in the third quarter. Sequentially, the lower tax rate in the fourth quarter reflects the recognition of certain tax benefits due to statute of limitations expirations that occur annually at the end of the calendar year.

#### Capital and Liquidity

We repurchased \$98.2 million of common stock in the fourth quarter of 2012. For the full year, 9.5 million shares of common stock were repurchased for \$257.3 million, enabling us to retire 15% of the common stock outstanding as of December 31, 2011.

As of December 31, 2012, our investments and cash totaled \$2.07 billion compared with \$2.18 billion as of September 30, 2012. Our invested asset portfolio had a net unrealized gain of \$182.6 million (net of unrealized losses of \$4.3 million) at December 31, 2012, down from a net unrealized gain of \$191.6 million (net of unrealized losses of \$4.2 million) at September 30, 2012. Net realized gains for the quarter were \$1.1 million, which included \$0.1 million of other-than-temporary impairments.

Our debt-to-capital ratio increased slightly from the end of the third quarter to 22.7% as of December 31, 2012 following capital redeployment in the quarter. Primerica Life Insurance Company's statutory risk-based capital (RBC) ratio is estimated to be approximately 600% as of December 31, 2012 remaining well-positioned to support existing operations and fund future growth.

#### **Non-GAAP Financial Measures**

We report financial results in accordance with U.S. generally accepted accounting principles (GAAP). We also present operating revenues, operating income before income taxes, net operating income and adjusted stockholders' equity. Operating revenues, operating income before income taxes and net operating income exclude the impact of realized investment gains and losses for all periods presented. Operating income before income taxes and net operating income exclude the expense associated with our IPO-related equity awards for all periods presented. Adjusted stockholders' equity excludes the impact of net unrealized gains and losses on invested assets for all periods presented. Our definitions of these non-GAAP financial measures may differ from the definitions of similar measures used by other companies. Management uses these non-GAAP financial measures in making financial, operating and planning decisions and in evaluating our financial performance. Furthermore, management believes that these non-GAAP financial measures may provide users with additional meaningful comparisons between current results and results of prior periods as they are expected to be reflective of our core ongoing business. These measures have limitations, and investors should not consider them in isolation or as a substitute for analysis of our results as reported under GAAP. Reconciliations of non-GAAP financial measures are attached to this release.

#### **Earnings Webcast Information**

Primerica will hold a webcast Friday, February 8, 2013 at 9:00 am EDT, to discuss fourth quarter results. This release and a detailed financial supplement will be posted on Primerica's website. Investors are encouraged to review these materials. To access the webcast go to <a href="http://investors.primerica.com">http://investors.primerica.com</a> at least 15 minutes prior to the event to register, download and install any necessary software.

A replay of the call will be available for approximately 30 days on Primerica's website http://investors.primerica.com.

#### Forward-Looking Statements

Except for historical information contained in this press release, the statements in this release are forward-looking and made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements contain known and unknown risks and uncertainties that may cause our actual results in future periods to differ materially from anticipated or projected results. Those risks and uncertainties include, among others, our failure to continue to attract and license new recruits, retain sales representatives or license or maintain the licensing of our sales representatives; our or our sales representatives' violation of or non-compliance with laws and regulations; incorrect assumptions used to price our insurance policies; the failure of our investment products to remain competitive with other investment options; our failure to meet RBC standards or other minimum capital and surplus requirements; a downgrade or potential downgrade in our insurance subsidiaries' financial strength ratings or our senior debt ratings; inadequate or unaffordable reinsurance or the failure of our reinsurers to perform their obligations; heightened standards of conduct or more stringent licensing requirements for our sales representatives; the inability of our subsidiaries to pay dividends or make distributions; the loss of key personnel; and general changes in economic and financial conditions, including the effects of credit deterioration and interest rate fluctuations on our invested asset portfolio. These and other risks and uncertainties affecting us are more fully described in our filings with the Securities and Exchange Commission, which are available in the "Investor Relations" section of our website at <a href="http://investors.primerica.com">http://investors.primerica.com</a>. Primerica assumes no duty to update its forward-looking statements as of any future date.

#### About Primerica, Inc.

Primerica, Inc., headquartered in Duluth, GA, is a leading distributor of financial products to middle-income families in North America. Primerica representatives educate their Main Street clients about how to better prepare for a more secure financial future by assessing their needs and providing appropriate solutions through term life insurance which we underwrite, and mutual funds, annuities and other financial products, which we distribute primarily on behalf of third parties. In addition, Primerica provides an entrepreneurial full or part-time business opportunity for individuals seeking to earn income by distributing the company's financial products. We insure more than 4.3 million lives and approximately 2 million clients maintain investment accounts with us. Primerica is a member of the Russell 2000 stock index and is traded on The New York Stock Exchange under the symbol "PRI".

#### **Investor Contact:**

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#### PRIMERICA, INC. AND SUBSIDIARIES Condensed Balance Sheets

	December 31, 2012 (1)	December 31, 2011 (2)
	(In t	housands)
Assets		
Investments:		
Fixed maturity securities available for sale, at fair value	\$ 1,887,014	. , ,
Equity securities available for sale, at fair value	37,147	,
Trading securities, at fair value	7,762	,
Policy loans and other invested assets	24,613	
Total investments	1,956,536	
Cash and cash equivalents	112,216	,
Accrued investment income	19,540	
Due from reinsurers	4,005,194	, ,
Deferred policy acquisition costs	1,066,422	,
Premiums and other receivables	165,188	,
Intangible assets	69,816	,
Other assets	302,126	,
Separate account assets	2,618,115	2,408,598
Total assets	<u>\$ 10,315,153</u>	\$ 9,851,820
Liabilities and Stockholders' Equity		
Liabilities:		
Future policy benefits	\$ 4,850,488	\$ 4,614,860
Unearned premiums	6,056	7,022
Policy claims and other benefits payable	254,533	3 241,754
Other policyholders' funds	345,721	340,766
Notes payable	374,433	300,000
Income taxes	91,887	81,316
Other liabilities	358,577	381,496
Payable under securities lending	139,927	149,358
Separate account liabilities	2,618,115	2,408,598
Total liabilities	9,039,737	8,525,170
Stockholders' equity:		
Common stock	564	649
Paid-in capital	602,269	
Retained earnings	503,173	,
Accumulated other comprehensive income, net of income tax	169,410	
Total stockholders' equity	1,275,416	
Total liabilities and stockholders' equity	\$ 10,315,153	
rotal natifices and stockholders equity	<del>\$ 10,313,133</del>	<u> 9,831,820</u>

<sup>(1)</sup> Unaudited

<sup>(2)</sup> Reflects revised accounting standards related to costs associated with acquiring or renewing insurance contracts.

#### PRIMERICA, INC. AND SUBSIDIARIES **Condensed Statements of Income**

	Three months e	nded December 31,
	2012 (1)	2011 (1) (2)
	· · · · · · · · · · · · · · · · · · ·	except per-share
Revenues:	am	ounts)
Direct premiums	\$ 569,591	\$ 555,778
Ceded premiums	(414,783)	
Net premiums	154,808	136,148
Commissions and fees	112,772	97,282
Net investment income	24,221	25,643
Realized investment gains (losses), including OTTI	1,058	4,256
Other, net	11,642	12,526
Total revenues	304,501	275,855
10001101000	201,001	270,000
Benefits and expenses:		
Benefits and claims	71,151	63,688
Amortization of deferred policy acquisition costs	34,628	30,185
Sales commissions	54,007	43,876
Insurance expenses	25,764	24,273
Insurance commissions	5,916	9,548
Interest expense	8,857	6,973
Other operating expenses	43,232	40,631
Total benefits and expenses	243,555	219,174
Income before income taxes	60,946	56,681
Income taxes	20,675	19,479
Net income	\$ 40,271	\$ 37,202
Earnings per share:		
Basic	\$ 0.68	\$ 0.52
Diluted	\$ 0.67	\$ 0.51
Shares used in computing earnings per share:		
Basic	57,416	69,366
Diluted	58,935	70,169
		,-07

<sup>(1)</sup> Unaudited
(2) Reflects revised accounting standards related to costs associated with acquiring or renewing insurance contracts.

#### PRIMERICA, INC. AND SUBSIDIARIES **Condensed Statements of Income**

	Year ended end	ded December 31,
	2012 (1)	2011 (2)
	(In thousands,	except per-share
	amo	ounts)
Revenues:		
Direct premiums	\$ 2,267,975	\$ 2,229,467
Ceded premiums	(1,663,753)	(1,703,075)
Net premiums	604,222	526,392
Commissions and fees	427,775	412,979
Net investment income	100,804	108,601
Realized investment gains (losses), including OTTI	11,382	6,440
Other, net	46,532	48,681
Total revenues	1,190,715	1,103,093
Benefits and expenses:		
Benefits and claims	278,747	242,696
Amortization of deferred policy acquisition costs	118,598	104,034
Sales commissions	204,569	191,722
Insurance expenses	96,541	89,192
Insurance commissions	27,555	38,618
Interest expense	33,101	27,968
Other operating expenses	164,716	164,954
Total benefits and expenses	923,827	859,184
Income before income taxes	266,888	243,909
Income taxes	93,082	86,718
Net income	\$ 173,806	\$ 157,191
Earnings per share:		
Basic	\$ 2.77	\$ 2.11
Diluted	\$ 2.71	\$ 2.08
Diluicu	\$ 2./1	<u>\$ 2.08</u>
Shares used in computing earnings per share:		
Basic	61,059	72,283
Diluted	62,401	73,107
		: ====

<sup>(1)</sup> Unaudited
(2) Reflects revised accounting standards related to costs associated with acquiring or renewing insurance contracts.

# PRIMERICA, INC. AND SUBSIDIARIES Consolidated Operating Results Reconciliation (Unaudited – in thousands)

	Three months ended December 31,								
		2012		2011 (1)	% Change				
Operating revenues Realized investment gains (losses), including OTTI	\$	303,443 1,058	\$	271,599 4,256	12%				
Total revenues	\$	304,501	\$	275,855	10%				
Operating income before income taxes	\$	62,962	\$	55,840	13%				
Realized investment gains (losses), including OTTI Other operating expense - equity awards		1,058 (3,074)		4,256 (3,415)					
Income before income taxes	\$	60,946	\$	56,681	8%				
Net operating income Realized investment gains (losses), including OTTI Other operating expense - equity awards	\$	41,603 1,058 (3,074)	\$	36,652 4,256 (3,415)	14%				
Tax impact of reconciling items  Net income	\$	684 40,271	\$	(291) 37,202	8%				
Diluted operating earnings per share (2) Net after-tax impact of operating adjustments	\$	0.69 (0.02)	\$	0.51	36%				
Diluted earnings per share (2)	\$	0.67	\$	0.51	29%				

<sup>(1)</sup> Reflects revised accounting standards related to costs associated with acquiring or renewing insurance contracts. (2) Percentage change in earnings per share is calculated prior to rounding per share amounts.

CORPORATE AND OTHER DISTRIBUTED PRODUCTS SEGMENT
Operating Results Reconciliation
(Unaudited – in thousands)

	Thr	Three months ended December 3					
		2012		2011 (1)			
Operating revenues	\$	29,253	\$	33,136			
Realized investment gains (losses), including OTTI		1,058		4,256			
Total revenues	\$	30,311	\$	37,392			
	-						
Operating loss before income taxes	\$	(12,478)	\$	(10,026)			
Realized investment gains (losses), including OTTI		1,058		4,256			
Other operating expense - equity awards		(3,074)		(3,415)			
Loss before income taxes	\$	(14,494)	\$	(9,185)			

### PRIMERICA, INC. AND SUBSIDIARIES Adjusted Stockholders' Equity Reconciliation (Unaudited – in thousands)

	 2012
Adjusted stockholders' equity	\$ 1,161,493
Unrealized net investment gains recorded in stockholders' equity, net of income tax	 113,923
Stockholders' equity	\$ 1,275,416

December 31,



# Supplemental Financial Information Fourth Quarter 2012

**PRIMERICA, INC.** Financial Supplement

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This document may contain forward-looking statements and information. Additional information and factors that could cause actual results to differ materially from any forward-looking statements or information in this document is available in our Form 10-K for the year ended December 31, 2011, as modified and updated by the Form 8-K filed on May 8, 2012.

Preface PRIMERICA, INC. Financial Supplement

#### **FOURTH QUARTER 2012**

This document is a financial supplement to our fourth quarter 2012 earnings release. It is designed to enable comprehensive analysis of our ongoing business using the same core metrics that our management utilizes in assessing our business and making strategic and operational decisions. Throughout this document we provide financial information that is derived from our U.S. GAAP financial statements and adjusted for two different purposes, as follows:

- Operating adjustments exclude the expense associated with equity awards granted in connection with our initial public offering ("IPO") and the impact of realized investment gains and losses. For periods which include the first quarter of 2011, operating adjustments exclude the impact of certain reinsurance recoveries which previously had not been recognized due to the uncertain nature of their recovery.
- Adjusted when used in describing stockholders' equity refers to the removal of the impact of net unrealized gains and losses on invested assets.

Management utilizes certain non-GAAP financial measures in managing the business and believes they present relevant and meaningful analytical metrics for evaluating the ongoing business. Reconciliations of non-GAAP to GAAP financial measures are included in this financial supplement.

Effective January 1, 2012, we adopted ASU 2010-26Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts and no longer defer certain indirect acquisition costs or costs attributable to unsuccessful efforts of acquiring life insurance policies. We adopted this accounting policy change retrospectively and, accordingly, our historical results have been adjusted to reflect all results on a consistent basis across all periods presented. See the table below for the impact on key metrics.

Certain items throughout this supplement may not add due to rounding and as such, may not agree to other public reporting of the respective item. Certain items throughout this supplement are noted as 'na' to indicate not applicable. Certain variances are noted as 'nm' to indicate not meaningful. Certain reclassifications have been made to prior-period amounts to conform to current-period reporting classifications. These reclassifications had no impact on net income or total stockholders' equity.

Financial Supplement

	Mar 31,	Jun 30,	Sep 30,	Dec 31,	Mar 31,	Jun 30,	Sep 30,	Dec 31,
(Dollars in thousands)	2011	2011	2011	2011	2012	2012	2012	2012
Condensed Balance Sheets								
Assets:								
Investments and cash	\$ 2,330,098	\$ 2,297,013	\$ 2,319,873	\$ 2,157,582	\$ 2,167,231	\$ 2,016,842	\$ 2,176,721	\$ 2,068,752
Due from reinsurers	3,769,599	3,793,995	3,818,759	3,855,318	3,895,162	3,903,028	3,993,603	4,005,194
Deferred policy acquisition costs	786,055	833,784	864,623	904,485	948,087	990,558	1,036,020	1,066,422
Other assets	582,079	567,482	586,647	525,836	522,123	540,010	597,465	556,669
Separate account assets	2,582,881	2,544,429	2,276,705	2,408,598	2,541,313	2,500,640	2,630,630	2,618,115
Total assets	\$ 10,050,712	\$ 10,036,703	\$ 9,866,607	\$ 9,851,820	\$ 10,073,917	\$ 9,951,077	\$ 10,434,439	\$ 10,315,153
Liabilities:								
Future policy benefits	\$ 4,470,185	\$ 4,532,615	\$ 4,557,535	\$ 4,614,860	\$ 4,676,374	\$ 4,723,359	\$ 4,797,815	\$ 4,850,488
Other policy liabilities	604,487	588,202	589,826	589,542	606,793	593,956	595,382	606,310
Income taxes	100,666	84,859	87,950	81,316	88,503	82,755	96,408	91.887
Other liabilities	396,195	363,181	389,319	381,495	331,112	329,539	424,706	358,577
Notes payable	300,000	300,000	300,000	300,000	300,000	300,000	374,421	374,433
Payable under securities lending	186,089	163,342	185,483	149,358	142,507	143,963	177,666	139,927
Separate account liabilities	2,582,881	2,544,429	2,276,705	2,408,598	2,541,313	2,500,640	2,630,630	2,618,115
Total liabilities	8,640,502	8,576,628	8,386,817	8,525,169	8,686,602	8,674,211	9,097,028	9,039,737
Stockholders' equity:	8,640,302	8,370,028	8,380,817	8,323,169	8,080,002	8,074,211	9,097,028	9,039,737
Common stock (\$0.01 par value) (1)	732	736	737	649	653	599	597	564
Paid-in capital	1,016,973	1,021,338	1,026,265	835,232	842,613	693,717	691,885	602,269
Retained earnings	240,739	276,089	308,912	344,104	383,847	426,936	468,223	503,173
Treasury stock	2.0,757	270,009				.20,550	.00,225	
Accumulated other comprehensive income (loss), net:								
Net unrealized investment gains (losses) not other-than-								
temporarily impaired	96,542	105,646	99,257	97,082	107,598	107,187	119,836	114,958
Net unrealized investment losses other-than-temporarily impaired	(2,275)	(2,275)	(2,363)	(1,665)	(1,981)	(2,031)	(1,364)	(1,035)
Cumulative translation adjustment	57,498	58,541	46,982	51,248	54,584	50,457	58,234	55,488
Total stockholders' equity	1,410,210	1,460,076	1,479,790	1,326,650	1,387,314	1,276,866	1,337,411	1,275,416
Total liabilities and stockholders' equity	\$ 10,050,712	\$ 10,036,703	\$ 9,866,607	\$ 9,851,820	\$ 10,073,917	\$ 9,951,077	\$ 10,434,439	\$ 10,315,153
Reconciliation of Adjusted Stockholders' Equity to Total								
Stockholders' Equity								
Adjusted stockholders' equity	\$ 1,315,943	\$ 1,356,704	\$ 1,382,895	\$ 1,231,233	\$ 1,281,697	\$ 1,171,709	\$ 1,218,939	\$ 1,161,494
Reconciling items:								
Net unrealized investment gains (losses) not other-than-temporarily	06.540	40.546			405 500	40=40=	440.006	444.050
impaired	96,542	105,646	99,257	97,082	107,598	107,187	119,836	114,958
Net unrealized investment losses other-than-temporarily impaired	(2,275)	(2,275)	(2,363)	(1,665)	(1,981)	(2,031)	(1,364)	(1,035)
Total reconciling items	94,268	103,372	96,894	95,417	105,617	105,156	118,472	113,923
Total stockholders' equity	\$ 1,410,210	\$ 1,460,076	\$ 1,479,790	\$ 1,326,650	\$ 1,387,314	\$ 1,276,866	\$ 1,337,411	\$ 1,275,416
Total stockholders equity	3 1,410,210	\$ 1,400,070	\$ 1,479,790	\$ 1,520,050	\$ 1,367,314	\$ 1,270,800	\$ 1,557,411	\$ 1,275,410
Deferred Policy Acquisition Costs Rollforward								
Balance, beginning of period	\$ 738,946	\$ 786,055	\$ 833,784	\$ 864,623	\$ 904,485	\$ 948,087	\$ 990,558	\$ 1,036,020
General expenses deferred	7,381	8,410	7,625	7,754	7,003	7,492	7,234	6,869
Commission costs deferred	56,822	62,091	61,785	58,793	60,116	66,540	61,238	60,349
Amortization of deferred policy acquisition costs	(23,229)	(23,975)	(26,645)	(30,185)	(26,531)	(28,205)	(29,234)	(34,628)
Foreign currency impact and other, net	6,135	1,203	(11,927)	3,501	3.015	(3,356)	6,223	(2,187)
Balance, end of period	\$ 786,055	\$ 833,784	\$ 864,623	\$ 904,485	\$ 948,087	\$ 990,558	\$ 1,036,020	\$ 1.066.422

<sup>(1)</sup> Outstanding common shares exclude restricted stock units.

(Dollars in										YOY	Q4			YOYY	/TD
thousands, except per-	Q 20		Q2 2011	Q3 2011	Q4 2011	Q1 2012	Q2 2012	Q3 2012	Q4 2012	Changa	% Change	YTD 2011	YTD 2012	\$ Change	% Change
Earnings per Share	20.	1	2011	2011	2011	2012	2012	2012	2012	Change	Change	2011	2012	Change	%Change
Basic earnings per share:	<del>-</del>														
Weighted average	l-														
common shares and fully vested															
equity awards	72,67	1,481	73,457,333	73,658,253	69,366,432	65,133,035	61,530,879	60,059,741	57,415,577	(11,950,855	-17.2%	72,283,068	61,059,404	(11,223,664)	-15.5%
Net income	\$ 4	7,272 \$	37,620 \$	35,096 \$	37,204	\$ 41,756 \$	46,179	\$ 45,600 \$	6 40,270	\$ 3,066	8.2%	\$ 157,193 \$	173,806	\$ 16,613	10.6%
Less income attributable															
to unvested participating		4.005	4.00	(200)			4440	4.1.0	4.000			(4.00.0	44.550		
securities Net income used		1,895)	(1,097)	(988)	(1,111)	(1,357)	(1,110)	(1,116)	(1,026)	84	7.6%	(4,906)	(4,650)	256	5.2%
in computing basic EPS	\$ 4	5,377 \$	36,523 \$	34,108 \$	36,094	\$ 40,400 \$	45,069	\$ 44,483 \$	39,244	\$ 3,150	8.7%	\$ 152,287 <b>\$</b>	169,156	\$ 16,869	11.1%
Basic earnings per															
share	\$	0.62 \$	0.50 \$	0.46 \$	0.52	\$ 0.62 \$	0.73	\$ 0.74 5	0.68	\$ 0.16	31.4%	\$ 2.11 \$	2.77	\$ 0.66	31.5%
Net operating income	\$ 4	3,441 \$	38,592 \$	37,301 \$	36,652	\$ 42,377 \$	45,455	\$ 45,103 5	41,603	\$ 4,950	13.5%	\$ 155,987 \$	174,538	\$ 18,551	11.9%
Less operating income															
attributable to unvested	_														
participating securities Net		1,741)	(1,126)	(1,051)	(1,094)	(1,377)	(1,093)	(1,104)	(1,061)	34	3.1%	(4,868)	(4,670)	199	4.1%
operating income used in	l														
computing basic operating															
EPS Basic	\$ 4	1,700 \$	37,467 \$	36,250 \$	35,558	\$ 41,000 \$	44,362	\$ 43,999	40,542	\$ 4,984	14.0%	\$ 151,119 \$	169,868	\$ 18,749	12.4%
operating income per share	\$	0.57 \$	0.51 \$	0.49 \$	0.51	\$ 0.63 \$	0.72	\$ 0.73 \$	6 0.71	\$ 0.19	37.7%	\$ 2.09 \$	2.78	\$ 0.69	33.1%
Diluted	<u>-</u>				-				-						
earnings per share: Weighted															
average common	•														
shares and fully vested equity															
awards Dilutive impact of	72,67	1,481	73,457,333	73,658,253	69,366,432	65,133,035	61,530,879	60,059,741	57,415,577	(11,950,855	-17.2%	72,283,068	61,059,404	(11,223,664)	-15.5%
warrants Shares		4,597	743,814	541,184	802,787	1,141,687	1,155,701	1,502,853	1,519,844	717,057	89.3%	823,497	1,341,887	518,390	62.9%
used to calculate diluted EPS	73,82	6,078	74,201,147	74,199,437	70,169,219	66,274,722	62,686,580	61,562,594	58,935,421	(11,233,798	3) -16.0%	73,106,565	62,401,291	(10,705,274)	-14.6%
Net income	\$ 4	7,272 \$	37,620 \$	35,096 \$	37,204	\$ 41,756 \$	46,179	\$ 45,600 \$	6 40,270	\$ 3,066	8.2%	\$ 157,193 \$	173,806	\$ 16,613	10.6%
Less income attributable															
to unvested participating securities		1,867)	(1,087)	(982)	(1,099)	(1,335)	(1,092)	(1,092)	(1,004)	95	8.6%	(4,855)	(4,561)	294	6.1%
Net income used		-,001)	(1,007)	(702)	(1,077)	(1,555)	(1,072)	(1,072)	(1,004)	,	0.070	(1,000)	(1,501)	254	0.170
in computing diluted EPS	\$ <u>4</u>	5,405 \$	36,533 \$	34,115 \$	36,105	\$ 40,421 \$	45,088	\$ 44,507	39,266	\$ 3,161	8.8%	\$ 152,338 \$	169,245	\$ 16,907	11.1%

Diluted earnings per share		0.62 \$	0.49 \$	0.46 \$	0.51 \$	0.61 \$	0.72 \$	0.72 \$	0.67	\$ 0.15	29.5% \$	2.08 \$	2.71	\$ 0.63	30.2%
	Ψ	0.02 \$	0.17 \$	0.10 ψ	0.51	0.01 ψ	0.72 ψ	0.72 \$	0.07	9 0.15	27.570 \$	2.00 ψ	2.71	<del>-</del> 0.05	30.270
Net operating income Less operating income	\$	43,441 \$	38,592 \$	37,301 \$	36,652 \$	42,377 \$	45,455 \$	45,103 \$	41,603	\$ 4,950	13.5% \$	155,987 \$	174,538	\$ 18,551	11.9%
attributable to unvested participating securities Net operating income used in		(1,715)	(1,115)	(1,044)	(1,083)	(1,355)	(1,074)	(1,080)	(1,037)	45	4.2%	(4,818)	(4,580)	237	4.9%
computing diluted															
operating EPS	\$	41,726 \$	37,477 \$	36,257 \$	35,570 \$	41,022 \$	44,381 \$	44,023 \$	40,566	\$ 4,996	14.0% \$	151,169 \$	169,958	\$ 18,788	12.4%
Diluted operating	d														,
income per share	\$	0.57 \$	0.51 \$	0.49 \$	0.51 \$	0.62 \$	0.71 \$	0.72 \$	0.69	\$ 0.18	35.8% \$	2.07 \$	2.72	\$ 0.66	31.7%

	01	02	01	04	01	02	01	0.4	YOY Q		V/PP	V/ED	YOY Y	
	Q1 2011	Q2 2011	Q3 2011	Q4 2011	Q1 2012	Q2 2012	Q3 2012	Q4 2012	Change	% Change	YTD 2011	YTD 2012	\$ Change	% Change
Annualized Return on Equity Average stockholders' equity \$ Average adjusted stockholders'	1,383,369 \$	1,435,143 \$	1,469,933	\$ 1,403,220	\$ 1,356,982 \$	1,332,090	\$ 1,307,138	\$ 1,306,413	\$ (96,807)	-6.9%	\$ 1,422,916 \$	3 1,325,656	\$ (97,260)	-6.8
quity \$	1,288,212 \$	1,336,324 \$	1,369,800	1,307,064	\$ 1,256,465 \$	1,226,703	\$ 1,195,324	\$ 1,190,216	\$ (116,848)	-8.9%	\$ 1,325,350 \$	1,217,177	\$ (108,173)	-8.2
Net Income return on stockholders' equity Net Income return on adjusted stockholders' equity	13.7%	10.5%	9.6% 10.2%	10.6% 11.4%	12.3%	13.9% 15.1%	14.0% 15.3%	12.3% 13.5%	1.7%		11.0%	13.1% 14.3%		nm nm
Net perating acome eturn on djusted ockholders' quity	13.5%	11.6%	10.9%	11.2%	13.5%	14.8%	15.1%	14.0%	2.8%	nm	11.8%	14.3%	2.6%	o nm
Capital tructure Debt-to- apital (1)	17.5%	17.0%	16.9%	18.4%	17.8%	19.0%	21.9%	22.7%	4.3%	nm	18.4%	22.7%	4.3%	o nm
Cash and avested ssets to cockholders' quity Cash and avested ssets to djusted cockholders' quity	1.7x 1.8x	1.6x	1.6x	1.6x	1.6x	1.6x	1.6x	1.6x	(0.0x)	nm	1.6x	1.6x	(0.0x)	nm
Share bunt, end f period (2) Adjusted ockholders' quity per nare \$	73,187,837	73,603,111	73,740,120	1.8x 64,882,643 8 18.98		59,868,486	59,722,559	1.8x 56,373,795 \$ 20.60	(8,508,848) \$ 1.63		64,882,643	1.8x 56,373,795 20.60	(8,508,848) \$ 1.63	-13.
nancial rength atings - imerica fe surance														

Moody's	na	A2	nm	nm	nm	nm	nm	nm						
S&P	AA-	AA-	AA-	AA-	AA-	AA-	AA-	AA-	nm	nm	nm	nm	nm	nm
A.M. Best	A+	A+	A+	A+	A+	A+	A+	A+	nm	nm	nm	nm	nm	nm
Fitch	A+	A+	A+	A+	A+	A+	A+	A+	nm	nm	nm	nm	nm	nm
Holding Company Senior Debt Ratings														
Moody's	na	Baa2	nm	nm	nm	nm	nm	nm						
S&P	na	A-	nm	nm	nm	nm	nm	nm						
A.M. Best	na	a-	nm	nm	nm	nm	nm	nm						

<sup>(1)</sup> (2) Capital in the debt-to-capital ratio includes stockholders' equity and the note payable.

Share count reflects outstanding common shares, including restricted shares, but excludes restricted stock units (RSUs).

Politic millione   Politic   Polit										YOY	7 <b>Q</b> 4			YOY	YTD
National of Foreign   Provided											%				
Direct permism   Cocke   Property   Property   Cocke   Property   Prop	(Dollars in thousands)	2011	2011	2011	2011	2012	2012	2012	2012	Change	Change	2011	2012	Change	Change
Discription   Section	Statement of Income														
Color   Persistent   Color	Revenues:														
Color   Persistent   Color	Direct premiums	\$ 552,069	\$ 560,881	\$ 560,739	\$ 555,778	\$ 561,037	\$ 570,073	\$ 567,273	\$ 569,591	\$ 13,813	2.5%	\$ 2,229,467	\$ 2,267,975	\$ 38,508	1.7%
Net income	Ceded premiums	(422,238)	(435,564)	(425,643)	(419,630)	(418,163)	(415,814)	(414,992)	(414,783)	4,847	1.2%		(1,663,753)	39,322	2.3%
Net income	Net premiums	129.831	125.317	135.096	136.148	142.874	154,259	152,282	154.808	18.660	13.7%	526,392	604.222	77.830	14.8%
Income   Commissions and Feet   Fee		,	,	,	,	,	,	,	,,	,		,	,	,,,,,,,	
Commissions and fees:   Sales-based (1)		28,626	27,229	27,103	25,644	26,097	23,605	26,882	24,221	(1.423)	-5.5%	108,601	100,804	(7.797)	-7.2%
Residence   Resi	Commissions and	-,-	,	.,	- ,-	.,	.,	.,	,	( ) -)		,	,	(1)111)	
Accountsions and fees															
Accountsions and fees	Sales-based (1)	43,128	44,904	42,244	40,086	44,467	47,269	43,120	50,142	10,055	25.1%	170,362	184,998	14,635	8.6%
(3) 10,432   11,811   10,140   9,615   9,373   9,494   9,826   9,817   202   2,1%   41,997   38,510   3,487)   8,38%   3,600   3,648			45,348	41,996	40,889			45,627		5,737	14.0%	173,059		6,666	3.9%
Other commissions and fees 7,731 6,635 6,502 6,693 6,343 6,248 5,764 6,188 (504) -7.5% 27,560 24,543 (3,017) -10.9% Realized investment (losses) gains 327 2,035 (178) 4,256 2,132 4,320 3,872 11.058 (3,198) -7.5% 6,440 11.382 4,942 76.7% Other, net 11.452 11.816 12.887 12.526 11.594 11.581 11.715 11.668 (844) -7.1% 48,681 46,532 (2,150) -4.4% Total revenues 276,352 275,995 275,790 275,855 28,6,601 30.525 299,087 304,501 28,646 10.4% 1,103,093 1,190,715 87,622 7.9% Benefits and expenses:  Benefits and claims Amortization of DAC 23,229 23,975 26,645 30,185 26,531 28,205 29,234 34,628 4,443 11.7% 104,034 118,598 14,564 14.0% Insurance commissions 8,998 9,532 10,536 9,553 8,496 6,457 6,684 5,916 (3,636) -38,1% 80,102 96,541 7,348 8.2% Sales commissions 15,798 26,898 22,133 24,273 22,444 24,589 23,744 25,764 1,491 6,1% 80,102 96,541 7,348 8.2% Sales commissions 8,998 9,532 10,536 9,553 8,496 6,457 6,684 5,916 (3,636) -38,1% 80,102 96,541 7,348 8.2% Insurance expenses 15,798 26,988 22,133 24,273 22,444 24,589 23,744 25,764 1,491 6,1% 80,102 96,541 7,348 8.2% Sales commissions 8,443 4 3,774 3,602 33,343 4,4745 15,031 15,557 16,157 2,622 2,203 19,4% 57,901 61,491 31,590 62,2% Other sales commissions 4,434 3,774 3,602 33,344 3,371 3,159 3,202 3,342 (192) 5,44% 11,8387 129,914 11,527 9,7% Asserbance (2) 15,451 15,111 13,805 13,505 13,534 14,745 15,031 15,557 16,157 2,623 19,4% 57,901 61,491 33,590 62,2% Other sales commissions 4,434 3,774 3,602 3,344 3,371 3,159 3,22 3,342 (192) 5,44% 57,901 61,491 33,590 62,2% Other sales commissions 4,434 3,774 3,602 3,344 3,371 3,159 3,259 8,887 1,883 27,0% 27,968 33,101 5,133 18,4% Other opening expenses 6,697 6,998 7,000 6,973 6,910 8,505 8,829 8,857 1,883 27,0% 27,968 33,101 5,133 18,4% Other opening expenses 40,001 41,500 42,732 40,630 41,104 40,447 39,933 43,233 2,603 6,4% 164,954 164,717 (237) -0.1% Total benefits and expenses 10,001 41,500 42,732 40,630 44,458 \$1,124 50,458 8,757 5,48 24,908 8,26,888 22,980 9,4% 10,400 14,400 14,400 14,400 14,400 14,400 14,400 14,400 14,400 14,4		,	*	,	*	The state of the s	1		ĺ	1			,	,	
Other commissions and fees 7,731 6,635 6,502 6,693 6,343 6,248 5,764 6,188 (504) -7.5% 27,560 24,543 (3,017) -10.9% Realized investment (losses) gains 327 2,035 (178) 4,256 2,132 4,320 3,872 11.058 (3,198) -7.5% 6,440 11.382 4,942 76.7% Other, net 11.452 11.816 12.887 12.526 11.594 11.581 11.715 11.668 (844) -7.1% 48,681 46,532 (2,150) -4.4% Total revenues 276,352 275,995 275,790 275,855 28,6,601 30.525 299,087 304,501 28,646 10.4% 1,103,093 1,190,715 87,622 7.9% Benefits and expenses:  Benefits and claims Amortization of DAC 23,229 23,975 26,645 30,185 26,531 28,205 29,234 34,628 4,443 11.7% 104,034 118,598 14,564 14.0% Insurance commissions 8,998 9,532 10,536 9,553 8,496 6,457 6,684 5,916 (3,636) -38,1% 80,102 96,541 7,348 8.2% Sales commissions 15,798 26,898 22,133 24,273 22,444 24,589 23,744 25,764 1,491 6,1% 80,102 96,541 7,348 8.2% Sales commissions 8,998 9,532 10,536 9,553 8,496 6,457 6,684 5,916 (3,636) -38,1% 80,102 96,541 7,348 8.2% Insurance expenses 15,798 26,988 22,133 24,273 22,444 24,589 23,744 25,764 1,491 6,1% 80,102 96,541 7,348 8.2% Sales commissions 8,443 4 3,774 3,602 33,343 4,4745 15,031 15,557 16,157 2,622 2,203 19,4% 57,901 61,491 31,590 62,2% Other sales commissions 4,434 3,774 3,602 33,344 3,371 3,159 3,202 3,342 (192) 5,44% 11,8387 129,914 11,527 9,7% Asserbance (2) 15,451 15,111 13,805 13,505 13,534 14,745 15,031 15,557 16,157 2,623 19,4% 57,901 61,491 33,590 62,2% Other sales commissions 4,434 3,774 3,602 3,344 3,371 3,159 3,22 3,342 (192) 5,44% 57,901 61,491 33,590 62,2% Other sales commissions 4,434 3,774 3,602 3,344 3,371 3,159 3,259 8,887 1,883 27,0% 27,968 33,101 5,133 18,4% Other opening expenses 6,697 6,998 7,000 6,973 6,910 8,505 8,829 8,857 1,883 27,0% 27,968 33,101 5,133 18,4% Other opening expenses 40,001 41,500 42,732 40,630 41,104 40,447 39,933 43,233 2,603 6,4% 164,954 164,717 (237) -0.1% Total benefits and expenses 10,001 41,500 42,732 40,630 44,458 \$1,124 50,458 8,757 5,48 24,908 8,26,888 22,980 9,4% 10,400 14,400 14,400 14,400 14,400 14,400 14,400 14,400 14,400 14,4	(3)	10.432	11.811	10.140	9,615	9,373	9,494	9.826	9.817	202	2.1%	41.997	38.510	(3,487)	-8.3%
Fees   7,731   6,655   6,502   6,603   6,343   6,248   5,764   6,188   (504)   7.5%   27,560   24,543   (3,017)   10.9%	Other	,	*	,	*	,	,		,			*	, in the second		
Realized investment (losses) game   327   2,035   (178)   4,256   2,132   4,320   3,872   1,058   (3,198)   -75,196   6,440   11,382   4,942   76,796   (0her, net   11,452   11,816   12,887   12,526   11,594   11,818   11,715   11,642   (884)   -7,196   4,8681   46,532   (2,150)   4,4%   (2,1	commissions and														
Control   Cont	fees	7,731	6,635	6,502	6,693	6,343	6,248	5,764	6,188	(504)	-7.5%	27,560	24,543	(3,017)	-10.9%
Total revenues   11,452   11,816   12,887   12,526   11,594   11,581   11,715   11,642   (884)   -7,1%   48,681   46,532   (2,150)   -4,4%   17,7%   104,107,107   107,756   10,4%   11,03,093   1,190,715   87,622   7,9%   10,596   10,4%   1,03,093   1,190,715   87,622   7,9%   10,596   10,596   10,4%   1,103,093   1,190,715   87,622   7,9%   10,596   10,596   10,4%   1,103,093   1,100,715   87,622   7,9%   10,596	Realized investment					,			,	. ,		*			
Other net	(losses) gains	327	2,035	(178)	4,256	2,132	4,320	3,872	1,058	(3,198)	-75.1%	6,440	11,382	4,942	76.7%
Total revenues   \$276,352   \$275,095   \$27		11,452						11,715	11,642				46,532	(2,150)	
Penefits and claims   S7,635   S7,272   G4,101   G3,688   G7,933   G8,925   T0,738   T1,151   T,463   T1,7%   242,696   278,747   36,051   14,9%   Amortization of DAC   23,229   23,975   26,645   30,185   26,531   28,205   29,234   34,628   4,443   14,7%   104,034   118,598   14,564   14,0%   Insurance commissions   8,998   9,532   10,536   9,553   8,496   6,457   6,684   5,916   (3,656)   -38,11%   38,618   27,555   (11,064)   -28,65%   Insurance expenses   15,798   26,988   22,133   24,273   22,444   24,589   23,744   25,764   1,491   6,1%   89,192   96,541   7,348   8,25%   Sales-based (1)   30,553   31,889   29,640   26,805   31,600   33,285   30,521   34,508   4,443   4,475   4,491   4,494   4,	Total revenues	276 352		275 790	275 855	286 601	300 525	299 087	304 501	28 646	10.4%	1 103 093	1 190 715	87 622	
Benefits and claims   S7,635   S7,272   64,101   63,688   67,933   68,925   70,738   71,151   7,463   11.7%   242,696   278,747   36,051   14.9%   Amortization of DAC   23,229   23,975   26,645   30,185   26,531   28,205   29,234   34,628   4,443   14.7%   104,034   118,598   14,564   14.0%   Insurance commissions   8,998   9,532   10,336   9,553   8,496   6,457   6,684   5,916   (3,636)   -38,11%   8,618   27,555   (11,064)   -28,6%   18.000   18.000   15,798   26,988   22,133   24,273   24,2473   22,444   24,589   23,474   25,764   1,491   6.1%   89,192   96,541   7,348   8.2%   Sales-based (1)   30,553   31,389   29,640   26,805   31,600   33,285   30,521   34,508   7,703   28,7%   118,387   129,914   11,527   9,7%   Asset-based (2)   15,451   15,111   13,805   13,534   14,745   15,031   15,557   16,157   2,623   19,4%   57,901   61,491   3,590   62,2%   00   00   00   00   00   00   00		270,552	2,0,0,0	275,770	270,000	200,001	200,222	2>>,007	501,501	20,010	10.170	1,100,000	1,170,710	07,022	7.570
Description of DAC   Companies   Compani															
Amortization of DAC		57 635	57 272	64 101	63 688	67 933	68 925	70.738	71 151	7.463	11.7%	242 696	278 747	36.051	14 9%
DAC Insurance Commissions R.998 9,532 10,536 9,553 8,496 6,457 6,684 5,916 (3,636) -38.1% 38,618 27,555 (11,064) -28.6% Insurance expenses 15,798 26,988 22,133 24,273 22,444 24,589 23,744 25,764 1,491 6.1% 89,192 96,541 7,348 8.2% Sales-based (1) 30,553 31,389 29,640 26,805 31,600 33,285 30,521 34,508 7,703 28.7% 118,387 129,914 11,527 9,7% Asset-based (2) 15,451 15,111 13,805 13,534 14,745 15,031 15,557 16,157 2,623 19,4% 57,901 61,491 3,590 6.2% Other sales commissions A4,434 3,774 3,692 3,534 3,371 3,159 3,292 3,342 (192) -5,4% 15,434 13,164 (2,270) -14,7% Other operating expenses Other operating expenses A0,001 41,590 42,732 40,630 41,104 40,447 39,933 43,233 2,603 6,4% 164,954 164,717 (237) -0.1% Total benefits and expenses Income before income taxes 73,256 58,465 55,505 56,681 63,466 71,921 70,556 60,946 4,265 7,5% 243,998 26,888 22,980 9,4% Net income taxes 73,256 58,465 55,505 56,681 63,466 71,921 70,556 60,946 4,265 7,5% 243,998 26,888 22,980 9,4% Net income taxes 84,7272 \$37,620 \$35,096 \$37,204 \$41,756 \$44,175 \$44,245 \$0,004 \$42,005 \$44,245 \$0,004 \$42,005 \$44,		37,033	31,212	04,101	05,000	07,733	00,723	70,730	71,131	7,403	11.770	242,070	270,747	30,031	14.570
Insurance commissions		23 220	23 975	26 645	30 185	26 531	28 205	29 234	34 628	4 443	14 7%	104 034	118 508	14 564	14.0%
Commissions   R.998   9.532   10,536   9.553   R.496   6.457   6.684   5.916   (3.636)   38.1%   8.918   27,555   (11,064)   -28.6%   Sales commissions:   Sales-based (1)   30,553   31,389   29,640   26,805   31,600   33,285   30,521   34,508   7,703   28.7%   118,387   129,914   11,527   9.7%   Asset-based (2)   15,451   15,111   13,805   13,534   14,745   15,031   15,557   16,157   2,623   19,4%   57,901   61,491   3,590   6.2%   0.2%		23,227	23,773	20,015	50,105	20,551	20,203	27,231	51,020	1,113	11.770	101,031	110,570	11,501	1 1.070
Insurance expenses   15,798   26,988   22,133   24,273   22,444   24,589   23,744   25,764   1,491   6.1%   89,192   96,541   7,348   8.2%   Sales-based (1)   30,553   31,389   29,640   26,805   31,600   33,285   30,521   34,508   7,703   28.7%   118,387   129,914   11,527   9,7%   Asset-based (2)   15,451   15,111   13,805   13,534   14,745   15,031   15,557   16,157   2,623   19,4%   57,901   61,491   3,590   6.2%   Other sales commissions   4,434   3,774   3,692   3,534   3,371   3,159   3,292   3,342   (192)   5,4%   15,434   13,164   (2,270)   -14,7%   Interest expense   6,997   6,998   7,000   6,973   6,910   8,505   8,829   8,857   1,883   27.0%   27,968   33,101   5,133   18,4%   Other potenting expenses   40,001   41,590   42,732   40,630   41,104   40,447   39,933   43,233   2,603   6.4%   164,954   164,717   (237)   -0.1%   Total benefits and expenses   203,095   216,630   220,285   219,175   223,135   228,605   228,532   243,555   24,381   11,1%   859,185   923,827   64,643   7.5%   Income taxes   73,256   58,465   55,505   56,681   63,466   71,921   70,556   60,946   4,265   7,5%   243,908   266,888   22,980   9,4%   10,000   10,00		8 998	9 532	10 536	9 553	8 496	6.457	6 684	5 916	(3.636)	-38 1%	38 618	27 555	(11.064)	-28.6%
Sales commissions: Sales commissions: Sales commissions: Sales based (1) 30,553 31,389 29,640 26,805 31,600 33,285 30,521 34,508 7,703 28,7% 118,387 129,914 11,527 9,7% Asset-based (2) 15,451				,	,					N 7 7		,			
Sales-based (1) 30,553 31,389 29,640 26,805 31,600 33,285 30,521 34,508 7,703 28,7% 118,387 129,914 11,527 9,7% Asser-based (2) 15,451 15,111 13,805 13,534 14,745 15,031 15,557 16,157 2,623 19,4% 57,901 61,491 3,590 62% commissions 4,434 3,774 3,692 3,534 3,371 3,159 3,292 3,342 (192) -5,4% 15,434 13,164 (2,270) -14,7% Other operating expenses Other operating expenses 40,001 41,590 42,732 40,630 41,104 40,447 39,933 43,233 2,603 6,4% 164,954 164,717 (237) -0.1% Total benefits and expenses 1,000 20,000 20,285 219,175 223,135 228,605 228,532 243,555 24,381 11,1% 859,185 923,827 64,643 7,5% Income before income taxes 73,256 58,465 55,505 56,681 63,466 71,921 70,556 60,946 4,265 7,5% 243,908 266,888 22,980 9,4% Income taxes 25,985 20,845 20,409 19,477 21,709 25,741 24,956 20,675 1,199 6,2% 86,715 93,082 6,367 7,3% Net income Taxes by Segment Term Life Income Taxes by Segment Products 31,039 30,470 26,746 28,821 28,869 29,444 31,608 31,194 2,373 8,2% 117,076 121,116 4,040 3,5% Corporate & Other Other Cor	•	15,770	20,700	22,100	2.,275	22,	2.,000	23,7	20,70.	1,.,1	0.170	05,152	,0,5.1	7,5 .0	0.270
Asset-based (2)		30.553	31 380	29 640	26.805	31 600	33 285	30 521	34 508	7 703	28 7%	118 387	120 014	11 527	0.7%
Other sales commissions   4,434   3,774   3,692   3,534   3,371   3,159   3,292   3,342   (192)   -5.4%   15,434   13,164   (2,270)   -14.7%				,						-					
Commissions   4,434   3,774   3,692   3,534   3,371   3,159   3,292   3,342   (192)   -5.4%   15,434   13,164   (2,270)   -14.7%	· · · · · · · · · · · · · · · · · · ·	15,451	13,111	13,603	15,554	14,743	13,031	13,337	10,137	2,023	19.4/0	37,901	01,491	3,390	0.270
Interest expense Other operating expenses		4 434	3 774	3 602	3 534	3 371	3 150	3 202	3 342	(192)	-5.4%	15 434	13 164	(2.270)	-14 7%
Other operating expenses														N 7 7	
expenses 40,001 41,590 42,732 40,630 41,104 40,447 39,933 43,233 2,603 6.4% 164,954 164,717 (237) -0.1% Total benefits and expenses 203,095 216,630 220,285 219,175 223,135 228,605 228,532 243,555 24,381 11.1% 859,185 923,827 64,643 7.5% Income taxes Income taxes 73,256 58,465 55,505 56,681 63,466 71,921 70,556 60,946 4,265 7.5% 243,908 266,888 22,980 9.4% Income taxes 25,985 20,845 20,409 19,477 21,709 25,741 24,956 20,675 1,199 6.2% 86,715 93,082 6,367 7.3% Net income Taxes by Segment Term Life Income Taxes by Segment Term Life Investment & Savings Products 31,039 30,470 26,746 28,821 28,869 29,444 31,608 31,194 2,373 8.2% 117,076 121,116 4,040 3.5% Corporate & Other Distributed Products (7,498) (8,032) (10,903) (9,185) (9,687) (9,246) (9,629) (14,495) (5,309) -57.8% (35,618) (43,057) (7,439) -20.9% Income before	1	0,557	0,770	7,000	0,773	0,710	0,505	0,027	0,057	1,005	27.070	27,700	33,101	3,133	10.170
Total benefits and expenses		40 001	41 590	42 732	40.630	41 104	40 447	39 933	43 233	2 603	6.4%	164 954	164 717	(237)	-0.1%
Income before   Income before   Income before   Income before   Income before   Income taxes   73,256   58,465   55,505   56,681   63,466   71,921   70,556   60,946   4,265   7.5%   243,908   266,888   22,980   9.4%   11,000	•	10,001	11,570	12,732	10,050	11,101	10,117	37,733	13,233	2,003	0.170	101,751	101,717	(231)	0.170
Income before   Income taxes   73,256   58,465   55,505   56,681   63,466   71,921   70,556   60,946   4,265   7.5%   243,908   266,888   22,980   9.4%   25,985   20,845   20,409   19,477   21,709   25,741   24,956   20,675   1,199   6.2%   86,715   93,082   6,367   7.3%		203 005	216 630	220.285	210 175	223 135	228 605	228 522	242 555	24 381	11 10/	850 185	023 827	64 643	7 50/
Income taxes Net income taxes   73,256   58,465   55,505   56,681   63,466   71,921   70,556   60,946   4,265   7.5%   243,908   266,888   22,980   9.4%   25,985   20,845   20,409   19,477   21,709   25,741   24,956   20,675   1,199   6.2%   86,715   93,082   6,367   7.3%	•	203,093	210,030	220,263	219,173	223,133	220,003	220,332	243,333	24,361	11.1/0	659,165	923,627	04,043	7.570
Income taxes   25,985   20,845   20,409   19,477   21,709   25,741   24,956   20,675   1,199   6.2%   86,715   93,082   6,367   7.3%		72.256	E9 16E	55 505	56 691	62.466	71.021	70.556	60.046	1 265	7.50/	242.009	266 999	22.090	0.40/
Net income    47,272   \$ 37,620   \$ 35,096   \$ 37,204   \$ 41,756   \$ 46,179   \$ 45,600   \$ 40,270   \$ 3,066   8.2%   \$ 157,193   \$ 173,806   \$ 16,613   10.6%															
Income Before   Income Taxes by   Segment		- ,		.,	.,	,	- ,-	,		,		,	,		
Income Taxes by Segment	Net income	\$ 47,272	\$ 37,620	\$ 35,096	\$ 37,204	\$ 41,756	\$ 46,179	\$ 45,600	\$ 40,270	\$ 3,066	8.2%	\$ 157,193	\$ 173,806	\$ 16,613	10.6%
Income Taxes by Segment															
Segment         Term Life         \$ 49,716         \$ 36,027         \$ 39,663         \$ 37,045         \$ 44,283         \$ 51,722         \$ 48,577         \$ 44,246         \$ 7,201         19.4%         \$ 162,450         \$ 188,829         \$ 26,379         16.2%           Investment & Savings Products         31,039         30,470         26,746         28,821         28,869         29,444         31,608         31,194         2,373         8.2%         117,076         121,116         4,040         3.5%           Corporate & Other Distributed Products         (7,498)         (8,032)         (10,903)         (9,185)         (9,687)         (9,246)         (9,629)         (14,495)         (5,309)         -57.8%         (35,618)         (43,057)         (7,439)         -20.9%	Income Before														
Term Life Investment & Savings Products Corporate & Other Distributed Products Income before Income before Investment & Savings Products (7,498)   (8,032)   (10,903)   (9,185)   (9,687)   (9,687)   (9,687)   (9,246)   (9,629)   (14,495)   (5,309)   -57.8%   (35,618)   (43,057)   (7,439)   -20.9%   (7,439)   -20.9%	Income Taxes by														
Investment & Savings Products Other Distributed Products Income before    1,498   1,99	Segment														
Products 31,039 30,470 26,746 28,821 28,869 29,444 31,608 31,194 2,373 8.2% 117,076 121,116 4,040 3.5% Corporate & Other Distributed Products Income before (7,498) (8,032) (10,903) (9,185) (9,687) (9,246) (9,629) (14,495) (5,309) -57.8% (35,618) (43,057) (7,439) -20.9%	Term Life	\$ 49,716	\$ 36,027	\$ 39,663	\$ 37,045	\$ 44,283	\$ 51,722	\$ 48,577	\$ 44,246	\$ 7,201	19.4%	\$ 162,450	\$ 188,829	\$ 26,379	16.2%
Corporate & Other Distributed Products Income before  (7,498) (8,032) (10,903) (9,185) (9,687) (9,246) (9,629) (14,495) (5,309) -57.8% (35,618) (43,057) (7,439) -20.9%	Investment & Savings														
Distributed Products Income before (7,498) (8,032) (10,903) (9,185) (9,687) (9,246) (9,629) (14,495) (5,309) -57.8% (35,618) (43,057) (7,439) -20.9%	Products	31,039	30,470	26,746	28,821	28,869	29,444	31,608	31,194	2,373	8.2%	117,076	121,116	4,040	3.5%
Income before	Corporate & Other														
	Distributed Products	(7,498)	(8,032)	(10,903)	(9,185)	(9,687)	(9,246)	(9,629)	(14,495)	(5,309)	-57.8%	(35,618)	(43,057)	(7,439)	-20.9%
income taxes \$\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	Income before														
	income taxes	\$ 73,256	\$ 58,465	\$ 55,505	\$ 56,681	\$ 63,466	\$ 71,921	\$ 70,556	\$ 60,946	\$ 4,265	7.5%	\$ 243,908	\$ 266,888	\$ 22,980	9.4%

Sales-based - revenues or commission expenses relating to the sales of mutual funds and variable annuities

Asset-based - revenues or commission expenses relating to the value of assets in client accounts for which we earn ongoing service, distribution, and other fees

Account-based - revenues relating to the fee generating client accounts we administer (1) (2) (3)

									voi	7.04			VOV	. LUTED
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	\$	% Q4	YTD	YTD	\$	YTD %
(Dollars in thousands)	2011	2011	2011	2011	2012	2012	2012	2012	Change	Change	2011	2012	Change	Change
Reconciliation from Operating Revenues to Total Revenues										0/	© 1 007 024 ×			
Operating revenues	\$ 267,296	\$ 273,060 \$	3 275,968 \$	271,600	\$ 284,469 \$	296,206 \$	295,215	\$ 303,443	\$ 31,844	11.7%	\$ 1,087,924 \$	1,179,333	\$ 91,409	8.4%
Operating revenues reconciling items: Realized investment gains/losses Ceded premiums - reinsurance recoveries Total operating	327 8,729	2,035	(178)	4,256	2,132	4,320	3,872	1,058	nm nm	nm nm	6,440 8,729	11,382	nm nm	nm nm
revenues reconciling items	9,056	2,035	(178)	4,256	2,132	4,320	3,872	1,058	nm	nm		11,382	nm	nm
Total revenues	\$ 276,352	\$ 275,095 \$	3 275,790 \$	275,855	\$ 286,601 \$	300,525 \$	299,087	\$ 304,501	\$ 28,646	10.4%	\$ 1,103,093	\$1,190,715	\$87,622	7.9%
Reconciliation from Operating Income Before Income Taxes to Income Before Income Taxes Operating income before income taxes Operating income before income taxes reconciling items:	\$ 67,321	\$ 59,976 \$	5 58,992 \$	55,840	\$ 64,409 \$	70,793 \$	69,787	\$ 62,962	\$ 7,122	% 12.8	\$ 242,129 \$	267,951	\$ 25,823	10.7%
Realized investment gains/losses Ceded premiums - reinsurance recoveries Initial & accelerated management / field grant expense	327 8,729 (3,120)	2,035	(178) — (3,309)	4,256	2,132	4,320 — (3,192)	3,872	1,058	nm nm	nm nm nm	6,440 8,729 (13,389)	11,382	nm nm	nm nm nm
Total operating income before income taxes reconciling items	5,936	(1,510)	(3,487)	841	(943)	1,128	768	(2,016)	nm	nm	1,779	(1,063)	nm	nm
Income before income taxes	\$ 73,256	\$ 58,465 \$	5 55,505 \$	56,681	\$ 63,466 \$	71,921 \$	70,556	\$ 60,946	\$ 4,265	7.5	\$ 243,908	\$ 266,888	\$22,980	9.4%
Reconciliation from Net Operating Income to Net Income Net operating income Net operating income	\$ 43,441	\$ 38,592 \$	37,301 \$	36,652	\$ 42,377 \$	45,455 \$	45,103	\$ 41,603	\$ 4,950	13.5%	\$ 155,987 \$	174,538	\$ 18,551	11.9%
reconciling items: Operating income before income taxes reconciling items Tax impact of operating income reconciling items at effective tax rate Total net	5,936	(1,510)	(3,487)	841 (289)	(943)	1,128	768 (272)	(2,016)	nm nm	nm nm	1,779 (574)	(1,063)	nm nm	nm nm
operating income reconciling items	3,830	(972)	(2,205)	552	(621)	724	497	(1,332)	nm	nm		(732)	nm	nm
Net income	\$ 47,272 5	\$ 37,620 \$	35,096 \$	37,204	\$ 41,756 \$	46,179 \$	45,600	\$ 40,270	\$ 3,066	8.2%	\$ 157,193 <sub>\$</sub>	173,806	\$ 16,613	10.6%

									YOY	04			YOY	YTD
	test in thousands)  2011  2011  2011  2011  2011  2012  2012  2012  2012  2012  Change Change Change Change  Change Change Change Change Change  Change Change  Change Chan		%											
(Dollars in thousands)	2011	2011	2011	2011	2012	2012	2012	2012	Change	Change	2011	2012	Change	Change
Term Life Insurance Revenues:														
	5 532,167	\$ 540,283	5 539,693	537,450	\$ 542,157	\$ 550,329	\$ 549,069	\$ 551,725	\$14,275	2.7%	\$ 2,149,594	\$ 2,193,280	\$ 43,686	2.0%
Ceded premiums				-									-	2.8%
Net premiums	104,786	108,393	117,760	120,973	127,598	138,292	137,829	139,939	18,966	15.7%	451,912	543,658	91,746	20.3%
Allocated net investment income	15,794	15,669	15,664	15,560	16,659	16,685	18,395	17,282	1,722	11.1%	62,688	69,022	6,334	10.1%
Other, net													(1,309)	-4.1%
Operating revenues	128,233	131,641	141,713	144,678	151,805	162,730	164,012	164,490	19,812	13.7%	546,266	643,037	96,771	17.7%
Benefits and expenses:							co <b>=22</b>		<b></b>	42 50/	405450	***	40.40	24.407
Benefits and claims				-					-				-	21.4%
				-							-		-	16.5% -50.5%
Insurance expenses				-							-			13.5%
Interest expense				-							-		-	38.1%
-	87,246	95,615	102,050	107,633	107,521	111,008	115,435	120,244	12,610	11.7%	392,545	454,208	61,663	15.7%
	40 987 9	\$ 36,027 9	39 663 9	37.045	\$ 44.283	\$ 51.722	\$ 48 577	\$ 44.246	\$ 7 201	19.4%	\$ 153.721	\$ 188 829	\$ 35 108	22.8%
before meome taxes	10,707 4	50,027	37,003 (	57,015	Φ 11,205	Ψ 31,722	Ψ 10,577	ψ 11,210	ψ 7,201	17.170	ψ 133,721	ψ 100,02 <i>)</i>	\$ 55,100	22.070
Investment & Savings Products														
Revenues:														
Commissions and fees:														
	43,128 \$	\$ 44,904 \$				\$ 47,269	\$ 43,120	\$ 50,142	\$10,055	25.1%			\$ 14,635	8.6%
Asset-based	44,825	45,348	41,996	40,889	43,722	43,751	45,627	46,626	5,737	14.0%	173,059	179,725	6,666	3.9%
Account-based	10,432	11,811	10,140	9,615	9,373	9,494	9,826	9,817	202	2.1%	41,997	38,510	(3,487)	-8.3%
Other, net	2,461	2,522	3,105	3,196	2,572	2,454 102,967	2,590	3,117	(79)	-2.5%	11,285 396,703	10,732 413,965	(552)	-4.9%
Operating revenues	100,846	104,586	97,486	93,786	100,133	102,967	101,163	109,701	15,915	17.0%	390,703	413,903	17,262	4.4%
Benefits and expenses: Amortization of DAC	2,785	3,751	4,034	1,913	3,223	2,881	1,411	3,442	1,529	80.0%	12,482	10,956	(1,526)	-12.2%
Insurance commissions	2,140	2,344	2,277	2,089	2,149	2,252	2,323	2,347	258	12.3%	8,851	9,070	219	2.5%
Sales commissions:	,	,-	,	,	, .	, .	,-	,			.,	.,		
Sales-based	30,553	31,389	29,640	26,805	31,600	33,285	30,521	34,508	7,703	28.7%	118,387	129,914	11,527	9.7%
Asset-based	15,451	15,111	13,805	13,534	14,745	15,031	15,557	16,157	2,623	19.4%	57,901	61,491	3,590	6.2%
Other operating expenses	18,878	21,519	20,984	20,624	19,547	20,074	19,744	22,052	1,429	6.9%	82,005	81,418	(588)	-0.7%
Operating benefits and expenses	69,807	74,115	70,740	64,964	71,264	73,523	69,556	78,506	13,542	20.8%	279,626	292,849	13,222	4.7%
Operating income	03,007	7 1,110	70,710	0.,,,,	71,201	75,525	03,000	70,500	15,5 12	20.070	277,020	2,2,0.,	15,222	,,0
before income taxes	31,039 \$	\$ 30,470 \$	26,746 \$	8 28,821	\$ 28,869	\$ 29,444	\$ 31,608	\$ 31,194	\$ 2,373	8.2%	\$ 117,076	\$ 121,116	\$ 4,040	3.5%
Corporate & Other Distributed Products														
Revenues:														
	19,902 \$	\$ 20,597 \$	3 21,046 \$	18 328	\$ 18,880	\$ 19,744	\$ 18 204	\$ 17,866	\$ (461)	-2.5%	\$ 79,873	s 74 694	\$ (5,178)	-6.5%
Direct premiums									` ′					
Ceded premiums	(3,585)	(3,674)	(3,710)	(3,153)	(3,604)	(3,777)	(3,752)	(2,998)	155	4.9%	(14,122)	(14,130)	(9)	-0.1%
Net premiums	16,317	16,924	17,336	15,174	15,276	15,967	14,453	14,869	(306)	-2.0%	65,751	60,564	(5,187)	-7.9%
Allocated net investment income Commissions and fees:	12,831	11,560	11,439	10,083	9,437	6,919	8,487	6,939	(3,144)	-31.2%	45,914	31,782	(14,131)	-30.8%
Loans	1,528	1,202	1,126	1,134	913	627	438	400	(734)	-64.7%	4,990	2,378	(2,612)	-52.4%
DebtWatchers	1,071	805	840	791	717	648	609	548	(242)	-30.7%	3,507	2,522	(984)	nm
Prepaid Legal Services	2,619	2,345	2,329	2,321	2,289	2,266	2,364	2,318	(3)	-0.1%	9,614	9,236	(377)	-3.9%
Auto and Homeowners	1.00=	1.50=	1 40=	1		1.025		4.500		11 =0:		e =0c	2.50	£ 607
Insurance	1,687	1,507	1,427	1,606	1,689	1,836	1,271	1,791	184	11.5%	6,228	6,588	360	5.8%
Long-Term Care Insurance Other sales commissions	825 1	775 0	764 16	835 5	724 12	650 222	746 334	765 367	(70) 361	-8.4% nm	3,200 23	2,885 935	(315) 912	-9.8% nm
Other, net	1,337	1,715	1,493	1,186	1,475	1,373	1,337	1,257	71	6.0%	5,730	5,442	(289)	-5.0%
Operating revenues	38,216	36,833	36,770	33,136	32,531	30,508	30,039	29,253	(3,883)	-11.7%	144,955	122,331	(22,624)	-15.6%
Benefits and expenses:		•												
Benefits and claims	10,284	13,352	12,034	9,867	10,424	8,941	10,004	10,031	164	1.7%	45,537	39,401	(6,137)	-13.5%
Amortization of DAC	317	330	322	1,110	(625)	2,778	178	1,040	(70)	-6.3%	2,078	3,371	1,292	62.2%
Insurance commissions	2,794	1,867	2,626	3,084	2,770	1,891	2,194	2,031	(1,053)	-34.1%	10,371	8,886	(1,485)	-14.3%
Insurance expenses	2,965	3,381	2,947	4,851	2,727	2,807	3,213	2,638	(2,213)	-45.6%	14,145	11,385	(2,759)	-19.5%
Sales commissions Interest expense	4,434 4,125	3,774 4,125	3,692 4,125	3,534 4,125	3,371 4,125	3,159 4,125	3,292 4,472	3,342 4,544	(192) 419	-5.4% 10.2%	15,434 16,500	13,164 17,266	(2,270) 766	-14.7% 4.6%
Other operating expenses	18,003	16,525	18,440	16,591	18,482	17,181	17,085	18,106	1,515	9.1%	69,559	70,854	1,295	1.9%
Operating benefits	-,	-,- 20	-,	-,-/1	-,.02	,	,500	,100	-,-10	,.170	,,	,00 1	,,.	//
and expenses	42,922	43,354	44,186	43,162	41,275	40,882	40,437	41,731	(1,431)	-3.3%	173,624	164,326	(9,299)	-5.4%
Operating income	(A 705) 4	F (6 501) 4	7.410.4	(10.020	e (0.714A)	e (10.274)	¢ (10.200)	e (10.470)	e (0.45m	24.59/	e (20.000)	e (41.004)	0 (12 225)	AC 50/
before income taxes	(4,/05) \$	(6,521) \$	(7,410)	(10,020)	φ (δ,/44)	\$ (10,374)	\$ (10,398)	ə (12,4/8)	\$ (2,452)	-24.5%	\$ (28,669)	\$ (41,994)	\$(13,325)	-46.5%

(Dollars in thousands)										YOY	-			YOY	
Term Life Insurance O Income Before Income		Q1 2011	Q2 2011	Q3 2011	Q4 2011	Q1 2012	Q2 2012	Q3 2012	Q4 2012	\$ Change	% Change	YTD 2011	YTD 2012	\$ Change	% Change
Revenues:  Direct premiums		\$ 532 167	\$ 540,283	¢ 530 603	\$ 527.450	© 5/12 157	\$ 550 320	\$ 540,060	\$ 551 725	\$ 14,275	2.7%	\$ 2 140 504	\$ 2,193,280	\$ 43,686	2.0%
Ceded premiums	,	(427,382)			(416,477)	(414,559)	(412,038)			4,692	1.1%	(1,697,682)	(1,649,622)	48,059	2.8%
	Net premiums	104,786	108,393	117,760	120,973	127,598	138,292	137,829	139,939	18,966	15.7%	451,912	543,658	91,746	20.3%
income	siment	15,794	15,669	15,664	15,560	16,659	16,685	18,395	17,282	1,722	11.1%	62,688	69,022	6,334	10.1%
Other, net	Operating	7,653	7,580	8,289	8,144	7,547	7,753	7,788	7,268	(876)	-10.8%	31,666	30,357	(1,309)	-4.1%
	revenues	128,233	131,641	141,713	144,678	151,805	162,730	164,012	164,490	19,812	13.7%	546,266	643,037	96,771	17.7%
Benefits and expenses:			42.024					co. <b>200</b>			12.50/	405450		40.40	
Benefits and claim Amortization of D		47,351 20,127	43,921 19,894	52,067 22,289	53,820 27,163	57,509 23,933	59,984 22,547	60,733 27,645	61,120 30,147	7,300 2,984	13.6% 11.0%	197,159 89,474	239,346 104,272	42,187 14,798	21.4% 16.5%
Insurance commiss	sions	4,063	5,320	5,633	4,380	3,577	2,314	2,168	1,539	(2,841)	-64.9%	19,396	9,599	(9,797)	
Insurance expense	S	12,833	23,607	19,186	19,421	19,717	21,782	20,532	23,125	3,704	19.1%	75,048	85,156	10,108	13.5%
Interest expense	Operating	2,872	2,873	2,875	2,848	2,785	4,380	4,357	4,313	1,464	51.4%	11,468	15,835	4,367	38.1%
į	benefits														
	and expenses	87,246	95,615	102,050	107,633	107,521	111,008	115,435	120,244	12,610	11.7%	392,545	454,208	61,663	15.7%
	Operating												<u> </u>		
	income before														
	income										40.407				
,	taxes	\$ 40,987	\$ 36,027	\$ 39,663	\$ 37,045	\$ 44,283	\$ 51,722	\$ 48,577	\$ 44,246	\$ 7,201	19.4%	\$ 153,721	\$ 188,829	\$ 35,108	22.8%
New Term Life Insurar Operating Income Befo Income Taxes (1) Revenues:															
Direct premiums	:	\$ 46,771	\$ 56,581	\$ 64,655	\$ 71,240	\$ 79,146	\$ 88,860	\$ 94,133	\$ 99,458	\$ 28,218	39.6%	\$ 239,247	\$ 361,596	\$122,349	51.1%
Ceded premiums		(8,075)	(9,320)	(8,513)	(8,753)	(13,012)	(14,450)			(5,288)	-60.4%	(34,661)	(54,835)	(20,174)	-58.2%
	Net premiums	38,697	47,261	56,142	62,487	66,134	74,410	80,800	85,417	22,930	36.7%	204,586	306,761	102,175	49.9%
Allocated net inve															
income Other, net		630 7,614	722 7,605	986 8,287	1,195 8,151	1,302 7,501	2,431 7,671	2,996 7,778	3,387 7,243	2,191 (908)	nm -11.1%	3,534 31,657	10,115 30,193	6,581 (1,464)	nm -4.6%
	Operating				-			•							
	revenues	46,941	55,588	65,415	71,833	74,938	84,512	91,573	96,047	24,214	33.7%	239,777	347,070	107,293	44.7%
Benefits and expenses: Benefits and claim	ıs	14,002	17,380	21,086	23,261	25,056	26,667	31,057	32,460	9,199	39.5%	75,729	115,240	39,511	52.2%
Amortization of D		9,249	8,324	11,193	14,893	14,674	12,117	17,199	20,033	5,140	34.5%	43,659	64,022	20,363	46.6%
Insurance commiss		3,737	5,052	5,366	4,123	3,364	1,965	1,806	1,177	(2,946)	-71.5%	18,278	8,313	(9,965)	-54.5%
Insurance expense Interest expense	S	21,976	32,353	28,054	28,915	28,133	29,911 266	29,043 303	31,271 334	2,356 334	8.1% nm	111,298	118,358 903	7,060 903	6.3% nm
_	Operating						200	303	331	331	11111		703	703	
	benefits and														
	expenses	48,963	63,109	65,700	71,193	71,227	70,927	79,407	85,275	14,082	19.8%	248,964	306,835	57,871	23.2%
	Operating income														
	before income														
		\$ (2,023)	\$ (7,520)	\$ (284)	\$ 640	\$ 3,711	\$ 13,585	\$ 12,166	\$ 10,772	\$ 10,132	nm	\$ (9,187)	\$ 40,234	\$ 49,421	nm
Legacy Term Life Insu Operating Income Befo Income Taxes (2) Revenues:															
Direct premiums Ceded premiums			\$ 483,702 (422,570)					\$ 454,936 (397,907)		\$(13,943) 9,979	-3.0% 2.4%	\$ 1,910,347 (1,663,021)	\$ 1,831,684 (1,594,787)	\$ (78,663) 68,234	-4.1% 4.1%
	Net premiums	66,089	61,132	61,618	58,487	61,464	63,882	57,029	54,522	(3,964)	-6.8%	247,326	236,897	(10,429)	-4.2%
income	ouncill.	15,164	14,947	14,678	14,365	15,357	14,255	15,400	13,895	(470)	-3.3%	59,154	58,907	(247)	-0.4%
Other, net	O	39	(26)	2	(7)	46	82	10	25	32	nm	9	164	155	nm
	Operating revenues	81,293	76,053	76,298	72,845	76,867	78,218	72,439	68,443	(4,402)	-6.0%	306,489	295,967	(10,521)	-3.4%
Benefits and expenses:	•		-	-											
Benefits and claim		33,349	26,541	30,981	30,560	32,453	33,317	29,676	28,660	(1,900)	-6.2%	121,430	124,106	2,676	2.2%
Amortization of D. Insurance commiss		10,878 327	11,571 268	11,096 267	12,270 257	9,259 213	10,430 349	10,446 362	10,114 362	(2,156) 106	-17.6% 41.1%	45,815 1,118	40,250 1,286	(5,565) 168	-12.1% 15.0%
Insurance expense		9,366	9,466	9,014	7,989	9,162	9,164	8,557	8,682	693	8.7%	35,834	35,565	(269)	
Insurance expense allowance		(18,508)	(18,212)	(17,883)	(17,483)	(17,579)	(17,293)	(17,068)	(16,827)	655	3.7%	(72,085)	(68,767)	3,317	4.6%
Interest expense		2,872	2,873	2,875	2,848	2,785	4,114	4,054	3,979	1,130	39.7%	11,468	14,932	3,465	30.2%
;	Operating benefits and														
	and expenses	38,283	32,506	36,351	36,441	36,294	40,082	36,028	34,969	(1,472)	-4.0%	143,581	147,372	3,792	2.6%

Operating income before income \$ 43,010 \$ 43,547 \$ 39,947 \$ 36,405 \$ 40,573 \$ 38,137 \$ 36,411 \$ 33,474 **\$** (2,930) -8.8% 162,908 \$ 148,595 \$ (14,313) -8.0% \$ taxes

- Represents results associated with business written subsequent to the 2010 Citi reinsurance transactions. Represents results associated with business subject to the 2010 Citi reinsurance transactions.
- (1) (2)

									YOY	Q4			YOY	YTD
(Dollars in thousands, except as noted)	Q1 2011	Q2 2011	Q3 2011	Q4 2011	Q1 2012	Q2 2012	Q3 2012	Q4 2012	\$ Change	% Change	YTD 2011	YTD 2012	\$ Change	% Change
Key Statistics														
Life-insurance licensed sales force,														
beginning of period New life-licensed	94,850	92,212	90,519	91,970	91,176	89,651	90,868	91,506	(464)	-0.5%	94,850	91,176	(3,674)	-3.9%
representatives Non-renewal and	7,145	8,061	10,334	8,171	7,650	9,786	8,613	8,376	205	2.5%	33,711	34,425	714	2.1%
terminated representatives	(9,783)	(9,754)	(8,883)	(8,965)	(9,175)	(8,569)	(7,975)	(7,509)	1,456	16.2%	(37,385)	(33,228)	4,157	11.1%
Life-insurance licensed sales force, end of period	92,212	90,519	91,970(6)	91,176	89,651	90,868	91,506	92,373	1,197	1.3%	91,176	92,373	1,197	1.3%
Estimated annualized issued term life premium (\$mills) (1): Premium from new														
	\$ 41.1	\$ 47.5	\$ 50.1	\$ 48.9	\$ 44.7	\$ 47.8	\$ 41.8	\$ 41.7	\$ (7.2)	-14.7%	\$ 187.6	\$ 176.1	\$ (11.5)	-6.1%
increases in premium Total estimated	10.4	11.4	11.5	11.6	10.7	11.4	11.6	11.8	0.2	1.9%	44.9	45.5	0.5	1.2%
annualized issued term life premium	\$ 51.5	\$ 58.9	\$ 61.7	\$ 60.4	\$ 55.4	\$ 59.2	\$ 53.4	\$ 53.5	\$ (7.0)	-11.5%	\$ 232.5	\$ 221.5	\$ (11.0)	-4.7%
Issued term life policies Estimated average	51,281	59,826	65,067	61,361	56,145	60,583	53,506	52,324	(9,037)	-14.7%	237,535	222,558	(14,977)	-6.3%
annualized issued term life premium per	\$ 802	\$ 794	\$ 771	\$ 796	\$ 797	\$ 790	\$ 782	\$ 796	\$ 0	nm	\$ 790	\$ 791	\$ 1	0.2%
Term life face amount in-force, beginning of period (\$mills)	\$656,791	\$658,523	\$663,617	\$ 666,182	\$ 664,955	\$664,423	\$668,024	\$ 669,132	\$ 2,949	0.4%	\$ 656,791	\$ 664,955	\$ 8,164	1.2%
Issued term life face amount (3)	16,735	18,974	18,885	18,552	16,983	18,307	16,345	16,418	(2,134)	-11.5%	73,146	68,053	(5,093)	-7.0%
Terminated term life face amount	(17,247)	(14,724)	(16,221)	(18,760)	(16,307)	(14,322)	(15,566)	(15,398)	3,362	17.9%	(66,951)	(61,593)	5,358	8.0%
Foreign currency impact, net	2,244	843	(98)	(1,019)	(1,208)	(384)	329	260	1,279	nm	1,970	(1,003)	(2,973)	nm
Term life face amount in-force, end of period	\$658,523	\$663,617	\$ 666,182	\$ 664,955	\$ 664,423	\$668,024	\$669,132	\$670,412	\$ 5,457	0.8%	\$ 664,955	\$ 670,412	\$ 5,457	0.8%
New Term Life Insurance - Financial Analysis	e 46 771	\$ 56,581	© CA (55	£ 71.240	© 70.146	£ 99.940	e 04 122	© 00 459	28 218	39.6%	© 220.247	\$ 261.506	\$ 122,349	51.1%
Direct premium  New term life	\$ 40,771	\$ 50,561	\$ 04,033	\$ 71,240	5 /9,140	\$ 88,860	\$ 94,133	\$ 99,436	28,218	39.076	\$ 239,247	\$ 361,596	\$ 122,349	31.170
operating income before income taxes % of direct premium		2.7	200	\$ 640 0.9%	\$ 3,711 4.7%	\$ 13,585 5 15.3%			10,132 nm	nm nm	\$ (9,187) -3.8%		\$ 49,421 nm	nm nm
Benefits & expenses, net (4) % of direct premium		\$ 40,076 70.8%		\$ 51,030 71.6%	\$ 56,105 70.9%	\$ 55,199 6 62.1%			16,680 nm	32.7% nm	\$ 172,327 72.0%	\$ 242,410 67.0%	\$ 70,083 nm	40.7% nm
Insurance expenses, net (5) % of direct premium		\$ 24,747 43.7%		\$ 20,764 29.1%	\$ 20,632 26.1%	\$ 22,240 5 25.0%		\$ 24,028 6 24.2%	3,264 nm	15.7% nm	\$ 79,641 33.3%		\$ 8,523 nm	10.7% nm
Legacy Term Life Insurance - Financial Analysis														
Direct premium	\$485,396	\$483,702	\$475,038	\$466,211	\$ 463,011	\$461,470	\$454,936	\$452,267	(13,943)	-3.0%	\$1,910,347	\$1,831,684	\$ (78,663)	-4.1%
Legacy term life operating income before income taxes % of direct premium		\$ 43,547 9.0%		\$ 36,405 7.8%	-	\$ 38,137 5 8.3%			(2,930) nm	-8.0% nm	\$ 162,908 8.5%	\$ 148,595 8.1%	\$ (14,313) nm	-8.8% nm

<sup>(1)</sup> Estimated annualized issued term life premium - estimated as average premium per \$1,000 of face amounts issued on new policies and additions (before free look returns) multiplied by actual face amount issued on new policies, rider additions and face amount increases.

- Issued term life face amount includes face amount on issued term life policies, additional riders added to existing policies, and face increases under increasing benefit riders Benefits & expenses, net includes total benefits & claims, ceded premiums, insurance commissions, and amortization of deferred policy acquisition costs

  Insurance expenses, net insurance expenses, net of other net revenues

  Reflects a change in methodology for terminating representatives that was implemented in the fourth quarter of 2011.

(2) In whole dollars
(3) <u>Issued term life for the sequent of t</u>

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(Dollars in thousands, except as noted)									YOY	⁄ <b>Q</b> 4			YOY	YTD
Investment & Savings Products Operating Income Before Income Taxes	Q1 2011	Q2 2011	Q3 2011	Q4 2011	Q1 2012	Q2 2012	Q3 2012	Q4 2012	\$ Change	% Change	YTD 2011	YTD 2012	\$ Change	% Change
Revenues:	2011	2011	2011	2011	2012	2012	2012	2012	Change	Change	2011	2012	Change	Change
Commissions and fees:														
Sales-based	\$ 43,128	\$ 44,904	\$ 42,244	\$40,086	\$ 44,467	\$ 47,269	\$ 43,120	\$ 50,142	\$10,055	25.1%	\$170,362	\$184,998	\$14,635	8.6%
Asset-based	44,825	45,348	41,996	40,889	43,722	43,751	45,627	46,626	5,737	14.0%	173,059	179,725	6,666	3.9%
Account-based	10,432	11,811	10,140	9,615	9,373	9,494	9,826	9,817	202	2.1%	41,997	38,510	(3,487)	-8.3%
Other, net	2,461	2,522	3,105	3,196	2,572	2,454	2,590	3,117	(79)	-2.5%	11,285	10,732	(552)	-4.9%
Operating revenues	_	104,586	97,486	93,786	100,133	102,967	101,163	109,701	15,915	17.0%	396,703	413,965	17,262	4.4%
Benefits and expenses:														
Amortization of DAC	2,785	3,751	4,034	1,913	3,223	2,881	1,411	3,442	1,529	80.0%	12,482	10,956	(1,526)	-12.2%
Insurance commissions	2,140	2,344	2,277	2,089	2,149	2,252	2,323	2,347	258	12.3%	8,851	9,070	219	2.5%
Sales commissions:	20.552	21 200	20.640	26.005	21.600	22.205	20.521	24.500	7.702	20.70/	110 207	120.014	11.505	0.70/
Sales-based	30,553	31,389	29,640	26,805	31,600	33,285	30,521	34,508	7,703	28.7% 19.4%	118,387	129,914	11,527 3,590	9.7%
Asset-based Other operating expenses	15,451 18,878	15,111 21,519	13,805 20,984	13,534 20,624	14,745 19,547	15,031 20,074	15,557 19,744	16,157 22,052	2,623 1,429	6.9%	57,901 82,005	61,491 81,418	(588)	6.2% -0.7%
Other operating expenses  Operating		21,319	20,964	20,024	19,347	20,074	19,744	22,032	1,429	0.970	82,003	01,410	(300)	-0.770
benefits	5													
and														
expenses		74,115	70,740	64,964	71,264	73,523	69,556	78,506	13,542	20.8%	279,626	292,849	13,222	4.7%
Operating income before income	g 5													
taxes	\$ 31,039	\$ 30,470	\$ 26,746	\$28,821	\$ 28,869	\$ 29,444	\$ 31,608	\$ 31,194	\$ 2,373	8.2%	\$117,076	\$121,116	\$ 4,040	3.5%
Key Statistics Product sales (\$mills)	•													
Retail Mutual Funds	\$ 646.0	\$ 603.1	\$ 498.3	\$ 482.5	\$ 611.9	\$ 589.6	\$ 545.7	\$ 598.5	\$ 116.0	24.0%	\$ 2,229.9	\$ 2,345.8	\$ 115.9	5.2%
Variable Annuities and	244.6	450.0	402.4	200.4	120.0	500.2	445.2	527.4	120.1	25 90/	1.674.4	1 001 0	227.4	12 60/
other Total sales-	344.6	458.0	483.4	388.4	428.9	500.3	445.2	527.4	139.1	35.8%	1,674.4	1,901.9	227.4	13.6%
based revenue														
generating														
product sales	990.6	1,061.1	981.7	870.9	1,040.8	1,090.0	990.9	1,126.0	255.1	29.3%	3,904.3	4,247.6	343.3	8.8%
Managed Mutual Funds	_	0.2	11.8	16.6	23.1	39.6	37.3	35.8	19.2	115.4%	28.6	135.8	107.2	nm
Segregated Funds	123.1	74.2	66.6	68.4	123.7	64.3	63.5	77.3	8.9	13.0%	332.2	328.8	(3.3)	-1.0%
Total product sales	\$ 1,113.7	\$ 1,135.5	\$1,060,0	¢ 055 8	\$ 1,187.7	\$ 1,193.9	\$ 1,091.7	\$ 1,239.0	\$ 283.2	29.6%	\$ 4,265.1	\$ 4,712.2	\$ 447.2	10.5%
saics	\$ 1,113.7	\$ 1,133.3	\$1,000.0	\$ 955.0	\$ 1,167.7	\$ 1,193.9	\$ 1,091.7	\$ 1,239.0	\$ 203.2	29.070	\$ 4,203.1	\$ 4,712.2	\$ 447.2	10.370
Client asset values, beginning of														
period (\$mills)	\$ 34,869	\$ 36,187	\$ 36,020	\$31,623	\$ 33,664	\$ 36,279	\$ 35,286	\$ 36,903	\$ 5,280	16.7%	\$ 34,869	\$ 33,664	\$ (1,205)	-3.5%
Inflows	1,114	1,136	1,060	956	1,188	1,194	1,092	1,239	283	29.6%	4,265	4,712	447	10.5%
Outflows (1)	(1,083)	(1,118)	(1,091)	(983)	(1,233)	(1,144)	(1,014)	(1,052)	(69)	-7.0%	(4,275)	(4,442)	(167)	-3.9%
Net flows	31	18	(31)	(27)	(45)	50	78	187	214	nm	(10)		280	nm
Change in market value, net		10	(31)	(21)	(43)	50	76	107	217	11111	(10)	270	200	11111
and other (2)	1,288	(185)	(4,365)	2,068	2,660	(1,043)	1,540	296	(1,772)	nm	(1,195)	3,453	4,648	nm
Client asset values, end of period	\$ 36,187	\$ 36,020	\$ 31,623	\$33,664	\$ 36,279	\$ 35,286	\$ 36,903	\$ 37,386	\$ 3,723	11.1%	\$ 33,664	\$ 37,386	\$ 3,723	11.1%
Average client asset values														
(\$mills)														
Retail Mutual Funds	\$ 24,882	\$ 25,330	\$ 23,500	\$22,583	\$ 23,694	\$ 23,724	\$ 23,750	\$ 24,198	\$ 1,615	7.2%	\$ 24,074	\$ 23,842	\$ (232)	-1.0%
Managed Mutual Funds	_	0	21	104	212	326	425	528	424	nm	31	373	341	nm
Variable Annuities and														
other	8,242	8,588	8,192	8,083	8,717	8,972	9,245	9,661	1,579	19.5%	8,276	9,149	873	10.5%
Segregated Funds	2,477	2,545	2,479	2,454	2,499	2,527	2,542	2,596	142	5.8%	2,489	2,541	52	2.1%
Total	\$ 35,602	\$ 36,463	\$ 34,192	\$33,224	\$ 35,122	\$ 35,550	\$ 35,962	\$ 36,983	\$ 3,759	11.3%	\$ 34,870	\$ 35,904	\$ 1,034	3.0%
Average number of fee-														
generating accounts (thous) (3)	2,662	2,611	2,626	2,611	2,584	2,583	2,552	2,547	(64)	-2.4%	2,627	2,567	(61)	-2.3%
g, ( ( ( ( (	-,	-,	-,	-,	_,= .	_,	_,	_,	(4.)		_,	=,	(**)	
Financial Analysis														
Sales-based net revenue as % of	1 270	/ 1.270	/ 1.200	/ 1.520/	1 240/	1 200	/ 1.270	/ 1.200/			1 220	/ 1.200/	,	
sales (4)	1.27%	6 1.27%	6 1.28%	6 1.53%	1.24%	6 1.28%	6 1.27%	6 1.39%	nm	nm	1.33%	6 1.30%	o nm	nm
Asset-based net revenue as % of														
average asset values (5)	0.07%	6 0.07%	6 0.06%	6 0.07%	0.07%	6 0.07%	6 0.07%	6 0.07%	nm	nm	0.27%	6 0.27%	nm nm	nm
-														
Account-based revenue per														
average fee generating account (6)	\$ 3.92	\$ 4.52	\$ 3.86	\$ 3.68	\$ 3.63	\$ 3.67	\$ 3.85	\$ 3.85	nm	nm	\$ 15.98	\$ 15.00	nm	nm
(~)	J 3.72	ψ F.J2	ψ J.60	Ç 5.00	5.05	\$ 5.07	. J.03	Ψ 5.05	11111	11111	÷ 15.76	ų 15.00		11111
					•				•		-		•	

- (1) Asset value outflows include (a) redemptions of assets, (b) sales charges on the inflow sales figures, and (c) the net flow of money market funds sold and redeemed on the company's recordkeeping platform. The redemptions of assets must be estimated for approximately 8% of account values as these figures are not readily available. Actual redemptions as a percentage of account values for similar known account values are used to estimate the unknown redemption values.
- (2)
- (3)
- Change in market value, net market value fluctuations net of fees, expenses, and foreign currency impact
  Fee generating accounts mutual fund accounts for which we receive recording keeping and/or custodial fees
  Sales-based net revenue commission and fee revenue less commissions paid to the sales force based on product sales activity
  Asset-based net revenue commission and fee revenue less commissions paid to the sales force earned based on product account values including amortization of deferred acquisition costs for (4) (5) segregated funds
- In whole dollars

					As	s of or for the pe	eriod ended Decem	ber 31, 2012		
							% of Te	otal	Avg	
		Market	A	Amortized Cost	U	nrealized	Market	Amortized Cost	Book Yield	Avg
(Dollars in thousands)  Investment Portfolio by Asset Class		Value		Cost		G/(L)	Value	Cost	rieid	Rating
Cash and cash equivalents	\$	112,216	\$	112,216	\$	-	5.5%	6.0%		
Fixed Income:										
Treasury		28,777		25,781		2,996	1.4%	1.4%	3.16%	AAA
Government		124,210		106,797		17,412	6.1%	5.7%	4.58%	AA
Tax-Exempt Municipal		8,020		7,738		282	0.4%	0.4%	3.25%	AA
Corporate		1,262,557		1,138,531		124,026	61.8%	61.2%	5.53%	BBB+
Mortgage-Backed		185,137		168,947		16,191	9.1%	9.1%	5.55%	AAA
Asset-Backed		44,887		45,734		(847)	2.2%	2.5%	1.45%	AA+
CMBS		103,900		96,370		7,530	5.1%	5.2%	4.79%	AAA
Private		125,845		117,807		8,038	6.2%	6.3%	5.72%	BBB
Redeemable Preferred		2,024		2,632		(608)	0.1%	0.1%	29.28%	BBB+
Convertible		9,417		9,005		412	0.1%	0.5%	3.30%	A A
	_	•								
Total Fixed Income	_	1,894,776		1,719,344		175,432	92.7%	92.4%	5.32%	A
Equities:										
Perpetual Preferred		6,189		5,585		604	0.3%	0.3%		
Common Stock		12,702		9,851		2,851	0.6%	0.5%		
Mutual Fund		8,029		4,291		3,738	0.4%	0.2%		
Other		10,227		10,227		0	0.5%	0.5%		
Total Equities	_	37,147		29,955		7,192	1.8%	1.6%		
Total Invested Assets	\$	2,044,139	\$	1,861,515	\$	182,624	100.0%	100.0%		
Corporate Portfolio by Sector										
Consumer Non Cyclical	\$	142,518	\$	124,400	\$	18,118	11.3%	10.9%		
Electric		126,372		108,842		17,530	10.0%	9.6%		
Reits		122,160		111,831		10,329	9.7%	9.8%		
Basic Industry		110,846		101,485		9,361	8.8%	8.9%		
Banking		104,690		97,392		7,298	8.3%	8.6%		
Insurance		94,989		85,755		9,234	7.5%	7.5%		
Energy		91,703		81,433		10,270	7.3%	7.2%		
Capital Goods		86,254		78,451		7,803	6.8%	6.9%		
Technology		70,345		66,011		4,334	5.6%	5.8%		
Communications		69,265		61,804		7,461	5.5%	5.4%		
Natural Gas		63,106		55,818		7,288	5.0%	4.9%		
Consumer Cyclical		58,940		54,388		4,552	4.7%	4.8%		
Industrial Other		32,314		30,351		1,963	2.6%	2.7%		
Finance Companies		31,296		27,427		3,868	2.5%	2.4%		
Transportation		22,606		20,348		2,258	1.8%	1.8%		
Brokerage		17,865		16,291		1,575	1.4%	1.4%		
Financial Other		12,212		11,506		705	1.0%	1.0%		
Utility Other		5,078		4,999		79	0.4%	0.4%		
Total Corporate portfolio	\$	1,262,557	\$	1,138,531	\$	124,026	100.0%	100.0%		
Fixed-Maturity Securities - Effective Maturity										
Effective meturity										
Effective maturity < 1 Yr.	\$	190,993	e	184,860	e	6 122	10 10/	10.8%	5.68%	
	2		\$		\$	6,132	10.1%			
1-2 Yrs.		277,071		260,405		16,666	14.6%	15.1%	5.36%	
2-5 Yrs.		608,445		555,730		52,714	32.1%	32.3%	5.07%	
5-10 Yrs.		761,879		669,923		91,956	40.2%	39.0%	5.43%	
> 10 Yrs.	_	56,388		48,425		7,963	3.0%	2.8%	5.03%	
m + 1 m 1 m		4 00 4 55 6		4 54 6 6 4 4	_	455 400	400.007	100.00/		

Duration

Fixed Income portfolio duration

Total Fixed Income

3.9 years

1,894,776 \$

175,432

100.0%

100.0%

1,719,344 \$

(Dollars in thousands)		
Investment Portfolio Quality Ratings (1)		
	Amortized	% of
	Cost	Total
Total Fixed Income portfolio:		
Rating		
AAA	\$ 317,104	18.4%
AA	132,021	7.7%
A	403,029	23.4%
BBB	777,719	45.2%
Below Investment Grade	88,422	5.1%
NA	 1,049	0.1%
Total Fixed Income	\$ 1,719,344	100.0%

			Amortized Cost	% of Total			Amortized Cost	% of Total
Corporate ass	et class:				Private asset class:			
Rating					Rating			
AAA		\$	350	0.0%		\$	172	0.19
AA			66,759	5.9%	AA		6,378	5.4%
A			334,802	29.4%	A		14,276	12.1%
BBB Below Invest	t t C d-		664,145 72,130	58.3% 6.3%	BBB Below Investment Grade		87,685 8,659	74.4% 7.4%
NA	unent Grade		346	0.0%	NA		637	0.5%
IVA	Total Corporate	•	1,138,531	100.0%	Total Private	•	117,807	100.0%
	Total Corporate	3	1,136,331	100.076	Total Filvate	<u> </u>	117,007	100.07
CMBS asset cl	lass:				Mortgage-Backed asset class:			
Rating					Rating			
AAA		\$	80,958	84.0%		\$	152,851	90.5%
AA			7,245	7.5%	AA		179	0.1%
A			5,576	5.8%			7,812	4.6%
BBB			2,000	2.1%	BBB		2,665	1.6%
Below Invest	tment Grade		589	0.6%	Below Investment Grade		5,440	3.2%
NA	m . 1 a) ma		2	0.0%	NA To the control of	_	4.00.045	
	Total CMBS	\$	96,370	100.0%	Total Mortgage-Backed	\$	168,947	100.0%
Asset-Backed Rating	asset class:				Treasury & Government asset classes: Rating			
AAA		\$	35,050	76.6%	AAA	\$	47,101	35.5%
AA			636	1.4%	AA		44,802	33.8%
A			3,475	7.6%	A		30,058	22.7%
BBB			5,000	10.9%	BBB		10,618	8.0%
Below Invest	tment Grade		1,573	3.4%	Below Investment Grade		-	_
NA			-		NA		-	
	Total Asset-Backed	\$	45,734	100.0%	Total Treasury & Government	\$	132,578	100.0%
NAIC Designa	itions							
1		\$	709,397	46.2%				
2		4	745,912	48.5%				
3			57,314	3.7%				
4			21,524	1.4%				
5			500	0.0%				
6			2,220	0.1%				
	U.S. Insurer Fixed Income (2)		1,536,867	100.0%				

Ratings method for split ratings: If by 2 NRSROs, use lower of the two; if by 3 or more NRSROs, use second lowest NAIC ratings for our U.S. insurance companies' fixed income portfolios Other consists of assets held by our non-life companies, Canadian insurance company, and unrated equities

212,431

112,216 1,861,515

Total Invested Assets

Other (3)

Cash and cash equivalents

																		YOY	24
(Dollars in thousands)		Q1 2011		Q2 2011		Q3 2011		Q4 2011		Q1 2012		Q2 2012		Q3 2012		Q4 2012		\$ Change	% Change
Net Investment Income by Source																			
Bonds & notes	\$	29,014	\$	27,462	\$	27,413	\$	26,019	\$	25,762	\$	23,797	\$	26,601	\$	24,360	\$	(1,659)	-6.4%
Preferred and common stocks		188		165		170		194		223		244		245		339		145	74.7%
Deposit asset underlying 10% reinsurance treaty		508		650		449		412		1,030		574		986		315		(97)	-23.5%
Policy loans		347		306		441		326		314		223		275		325		(1)	nm
Cash & cash equivalents		70		65		63		109		135		111		101		106		(3)	-2.8%
Other	_	(19)		13		_				37		38		40				_	nm
Total investment income		30,108		28,662		28,536		27,060		27,500		24,987		28,248		25,445		(1,615)	-6.0%
Investment expenses		1,482		1,433		1,433		1,417		1,403		1,382		1,367		1,224		(193)	-13.6%
Net investment income	\$	28,626	\$	27,229	\$	27,103	\$	25,643	\$	26,097	\$	23,605	\$	26,881	\$	24,221	\$	(1,422)	-5.5%
Fixed income book yield, end of period		5.30%	ó	5.38%	ó	5.33%	ó	5.52%	ó	5.46%	ó	5.48%	6	5.30%	6	5.32%	6		
New money yield		2.72%	Ď	4.45%	ó	2.42%	ó	3.69%	ó	2.69%	ó	3.46%	ó	2.64%	6	2.94%	6		

	Q1 2011	Q2 2011	Q3 2011	Q4 2011	Q1 2012	Q2 2012	Q3 2012	Q4 2012	YOY Q4 % Pt Change
Fixed Income Portfolio Quality Ratings									<u>.</u>
Rating									
AAA	26.1%	25.3%	24.9%	23.5%	23.1%	21.2%	19.8%	18.4%	-5.1%
AA	9.5%	9.8%	9.9%	8.3%	8.5%	7.6%	8.3%	7.7%	-0.6%
A	22.4%	22.6%	22.6%	23.7%	23.3%	23.4%	23.7%	23.4%	-0.2%
BBB	35.8%	35.9%	35.9%	37.6%	38.8%	41.3%	42.8%	45.2%	7.7%
Below Investment Grade	6.2%	6.3%	6.6%	6.9%	6.3%	6.4%	5.2%	5.1%	-1.8%
NA	0.0%	0.1%	0.0%	0.0%	0.1%	0.1%	0.2%	0.1%	0.0%
Total Fixed Income	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	nm
Average rating by amortized cost	Α	Α	Α	A	Α	Α	Α	Α	na

		As of December 31, 2012					As of Dece	mber	31, 2012		A	As of Decen	31, 2012	
		Market Amortized Credit Value Cost Rating		-	Market Amortized Value Cost					Market Value		Amortized Cost		
Top 2	25 Exposures					Foreign Exposure (1)				Government Investments (1)				
1	Canada	\$ 31,225	\$	28,455	AAA	United Kingdom	\$ 72,056	\$	66,460	AAA	\$		\$	
2	General Electric Co	26,800		22,761	A	Canada	52,088		47,685	AA		8,902		8,002
3	International Business Machines	13,470		12,323	AA-	Australia	46,290		41,632	A		14,285		12,749
4	Bank of America Corp	12,136		11,126	BBB	France	24,445		22,998	BBB		12,292		10,618
5	Province of Ontario Canada National Rural Utilities	11,741		9,412	AA-	Brazil	20,511		18,061	Below Investment Grade				
6	Cooperative	10,574		7,188	A+	Netherlands	17,680		15,212	NA				
7	Iberdrola SA	10,570		9,447	BBB+	Germany	17,614		16,240	Total	\$	35,479	\$	31,368
8	Prologis Inc	10,412		9,415	BBB-	Ireland Republic of	14,302		12,743		_			
9	Verizon Communications Inc	9,515		8,535	A-	Korea	13,618		12,534					
		. ,		-,			- ,		,	Non-Government				
10	Province of Quebec Canada	8,794		7,043	A+	Spain	12,554		12,598	Investments (1)				
11	Ventas Inc	8,440		8,103	BBB	Italy	12,256		11,710		•			
12	Roche Holding AG	8,136		6,569	A+	Switzerland	10,113		8,467	AAA	\$		\$	
13	Phillips 66	8,134		6,963	BBB	Mexico	9,046		8,209	AA		24,457		21,888
14	Vale SA	8,007		7,098	BBB	Luxembourg	8,097		7,194	A		112,054		101,459
	Washington Real Estate					· ·								
15	Investments	7,920		7,314	BBB	Bermuda Emerging	7,893		7,132	BBB		199,143		184,459
16	ArcelorMittal	7,911		7,029	BB+	Markets (2)	12,635		11,499	Below Investment Grade		20,953		20,019
17	Altria Group Inc	7,841		5,919	BBB	All Other	44,731		41,148	NA		3,843		2,329
18	Prudential Financial Inc	7,721		6,810	BBB	Total	\$ 395,928	\$	361,522	Total	\$	360,449	\$	330,154
19	Tesco PLC	7,547		6,320	BBB+		-							
20	Enel SpA	7,398		6,977	BBB									
21	Liberty Property Trust	7,140		6,721	BBB									
22	MetLife Inc	7,109		6,639	A+									
23	Republic of Korea	7,056		6,371	A+									
24	TransCanada Corp	7,024		6,337	A-									
25	Duke Realty Corp	6,828		6,252	BBB									
	Total	\$ 259,449	\$ 2	227,127										
	% of total fixed income			_										
	portfolio	12.7%	ó	12.2%										

US\$ denominated investments in issuers outside of the United States based on country of risk Emerging markets is as defined by MSCI, Inc. which include Chile, India, Peru, Poland and South Africa (1) (2)

1110 Teal Historical Rey Statistics							Financial Supplement							
(Dollars in millions)	2008	2009	2010	2011	2012	Q1 2011	Q2 2011	Q3 2011	Q4 2011	Q1 2012	Q2 2012	Q3 2012	Q4 2012	
Recruits	235,125	221,920	231,390	244,756	191,752	52,813	65,138	83,074	43,731	58,551	48,976	47,639	36,586	
Life-insurance licensed sales force, beginning of period New life-licensed	97,125	100,651	99,785	94,850	91,176	94,850	92,212	90,519	91,970	91,176	89,651	90,868	91,506	
representatives Non-renewal and terminated representatives	39,383 (35,857)	37,629 (38,495)	34,488 (39,423)	33,711 (37,385)	34,425 (33,228)	7,145 (9,783)	8,061 (9,754)	10,334 (8,883)	8,171 (8,965)	7,650 (9,175)	9,786 (8,569)	8,613 (7,975)	8,376 (7,509)	
Life-insurance licensed sales force, end of period	100,651	99,785	94,850	91,176	92,373	92,212	90,519	91,970	91,176	89,651	90,868	91,506	92,373	
Issued term life policies	241,173	233,837	223,514	237,535	222,558	51,281	59,826	65,067	61,361	56,145	60,583	53,506	52,324	
Issued term life face amount	\$ 87,279	\$ 80,497	\$ 74,401	\$ 73,146	\$ 68,053	\$ 16,735	\$ 18,974	\$ 18,885	\$ 18,552	\$ 16,983	\$ 18,307	\$ 16,345	\$ 16,418	
Term life face amount in force, beginning of period Issued term life face amount Terminated term life face amount Foreign currency impact, net	\$ 632,086 87,279 (72,008) (13,891)	\$ 633,467 80,497 (74,642) 10,873	\$ 650,195 74,401 (70,964) 3,158	\$ 656,791 73,146 (66,951) 1,970	\$ 664,955 68,053 (61,593) (1,003)	656,791 16,735 (17,247) 2,244	\$ 658,523 18,974 (14,724) 843	\$ 663,617 18,885 (16,221) (98)	\$ 666,182 18,552 (18,760) (1,019)	\$ 664,955 16,983 (16,307) (1,208)	\$ 664,423 18,307 (14,322) (384)	\$ 668,024 16,345 (15,566) 329	\$ 669,132 16,418 (15,398) 260	
Term life face amount in force, end of period	\$ 633,467	\$ 650,195	\$ 656,791	\$ 664,955	\$ 670,412	\$ 658,523	\$ 663,617	\$ 666,182	\$ 664,955	\$ 664,423	\$ 668,024	\$ 669,132	\$ 670,412	
Estimated annualized issued term life premium Premium from new policies Additions and increases in premium Total estimated annualized issued term life premium	\$ 205.0 43.0 \$ 248.0	\$ 193.7 42.6 \$ 236.3	\$ 180.8 44.6 \$ 225.4	\$ 187.6 44.9 \$ 232.5	\$ 176.1 45.5 \$ 221.5	\$ 41.1 10.4 \$ 51.5	\$ 47.5 11.4 \$ 58.9	\$ 50.1 11.5 \$ 61.7	\$ 48.9 11.6 \$ 60.4	\$ 44.7 10.7 \$ 55.4	\$ 47.8 11.4 \$ 59.2	\$ 41.8 11.6 \$ 53.4	\$ 41.7 11.8 \$ 53.5	
Investment & Savings product sales Investment & Savings average	\$ 4,458.4	\$ 3,006.6	\$ 3,623.6	\$ 4,265.1	\$ 4,712.2	\$ 1,113.7	\$ 1,135.5	\$ 1,060.0	\$ 955.8	\$ 1,187.7	\$ 1,193.9	\$ 1,091.7	\$ 1,239.0	
client asset values	\$ 32,763	\$ 26,845	\$ 31,908	\$ 34,870	\$ 35,904	\$ 35,602	\$ 36,463	\$ 34,192	\$ 33,224	\$ 35,122	\$ 35,550	\$ 35,962	\$ 36,983	

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