

CITIZENS INC  
Form 10-Q  
November 06, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q

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Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended September 30, 2013

or  
 Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number: 000-16509

CITIZENS, INC.

(Exact name of registrant as specified in its charter)

Colorado

84-0755371

(State or other jurisdiction of incorporation or  
organization)

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

400 East Anderson Lane, Austin, TX  
(Address of principal executive offices)  
(512) 837-7100

78752  
(Zip Code)

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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

Yes  No

As of November 4, 2013, the Registrant had 49,080,114 shares of Class A common stock, no par value, outstanding and 1,001,714 shares of Class B common stock outstanding.

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## PART I. FINANCIAL INFORMATION

## Item 1. FINANCIAL STATEMENTS

## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

## Consolidated Statements of Financial Position

(In thousands)

	September 30, 2013 (Unaudited)	December 31, 2012
Assets		
Investments:		
Fixed maturities available-for-sale, at fair value (cost: \$585,127 and \$559,736 in 2013 and 2012, respectively)	\$599,379	604,520
Fixed maturities held-to-maturity, at amortized cost (fair value: \$221,115 and \$193,739 in 2013 and 2012, respectively)	223,339	187,008
Equity securities available-for-sale, at fair value (cost: \$52,392 and \$52,744 in 2013 and 2012, respectively)	53,067	53,741
Mortgage loans on real estate	680	1,509
Policy loans	47,359	42,993
Real estate held for investment (less \$1,392 and \$1,287 accumulated depreciation in 2013 and 2012, respectively)	8,477	8,496
Other long-term investments	56	57
Short-term investments	—	2,340
Total investments	932,357	900,664
Cash and cash equivalents	41,687	56,299
Accrued investment income	11,740	10,304
Reinsurance recoverable	4,490	9,651
Deferred policy acquisition costs	143,131	135,569
Cost of customer relationships acquired	23,901	25,116
Goodwill	17,160	17,160
Other intangible assets	858	879
Federal income tax receivable	—	270
Property and equipment, net	6,920	7,383
Due premiums, net (less \$1,296 and \$1,345 allowance for doubtful accounts in 2013 and 2012, respectively)	9,994	10,527
Prepaid expenses	875	344
Other assets	1,001	782
Total assets	\$1,194,114	1,174,948

(Continued)

See accompanying notes to consolidated financial statements.

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

## Consolidated Statements of Financial Position, Continued

(In thousands, except share amounts)

	September 30, 2013 (Unaudited)	December 31, 2012
Liabilities and Stockholders' Equity		
Liabilities:		
Policy liabilities:		
Future policy benefit reserves:		
Life insurance	\$812,824	762,319
Annuities	54,178	51,750
Accident and health	1,245	5,491
Dividend accumulations	13,234	11,962
Premiums paid in advance	30,504	27,455
Policy claims payable	8,044	11,015
Other policyholders' funds	8,006	9,440
Total policy liabilities	928,035	879,432
Commissions payable	2,096	2,606
Federal income tax payable	415	—
Deferred federal income tax	4,517	17,301
Payable for securities in process of settlement	1,712	2,358
Other liabilities	9,608	10,143
Total liabilities	946,383	911,840
Commitments and contingencies (Note 7)		
Stockholders' equity:		
Class A, no par value, 100,000,000 shares authorized, 52,215,852 shares issued and outstanding in 2013 and 2012, including shares in treasury of 3,135,738 in 2013 and 2012	259,383	259,383
Class B, no par value, 2,000,000 shares authorized, 1,001,714 shares issued and outstanding in 2013 and 2012	3,184	3,184
Accumulated deficit	(13,348	) (17,335 )
Accumulated other comprehensive income:		
Unrealized gains on securities, net of tax	9,523	28,887
Treasury stock, at cost	(11,011	) (11,011 )
Total stockholders' equity	247,731	263,108
Total liabilities and stockholders' equity	\$1,194,114	1,174,948

See accompanying notes to consolidated financial statements.

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

## Consolidated Statements of Comprehensive Income

Three Months Ended September 30,

(In thousands, except per share amounts)

(Unaudited)

	2013		2012
Revenues:			
Premiums:			
Life insurance	\$42,091		41,257
Accident and health insurance	380		414
Property insurance	1,276		1,281
Net investment income	9,570		8,114
Realized investment gains, net	30		763
Decrease in fair value of warrants	—		241
Other income	269		112
Total revenues	53,616		52,182
Benefits and expenses:			
Insurance benefits paid or provided:			
Claims and surrenders	16,763		15,627
Increase in future policy benefit reserves	17,398		16,901
Policyholders' dividends	2,362		2,600
Total insurance benefits paid or provided	36,523		35,128
Commissions	9,940		9,769
Other general expenses	6,163		6,055
Capitalization of deferred policy acquisition costs	(7,067)	)	(7,547)
Amortization of deferred policy acquisition costs	4,758		4,134
Amortization of cost of customer relationships acquired	681		598
Total benefits and expenses	50,998		48,137
Income before federal income tax	2,618		4,045
Federal income tax expense	794		1,134
Net income	1,824		2,911
Per Share Amounts:			
Basic earnings per share of Class A common stock	\$0.03		0.06
Basic earnings per share of Class B common stock	0.02		0.03
Diluted earnings per share of Class A common stock	0.03		0.06
Diluted earnings per share of Class B common stock	0.02		0.03
Other comprehensive income (loss):			
Unrealized gains (losses) on available-for-sale securities:			
Unrealized holding gains (losses) arising during period	(4,128)	)	8,542
Reclassification adjustment for gains included in net income	(84)	)	(708)
Unrealized gains (losses) on available-for-sale securities, net	(4,212)	)	7,834
Income tax expense (benefit) on unrealized gains (losses) on available-for-sale securities	(1,474)	)	2,878
Other comprehensive income (loss)	(2,738)	)	4,956
Comprehensive income (loss)	\$(914)	)	7,867

See accompanying notes to consolidated financial statements.



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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

## Consolidated Statements of Comprehensive Income

Nine Months Ended September 30,

(In thousands, except per share amounts)

(Unaudited)

	2013		2012
Revenues:			
Premiums:			
Life insurance	\$ 123,728		118,608
Accident and health insurance	1,135		1,244
Property insurance	3,658		3,792
Net investment income	27,224		23,303
Realized investment gains, net	143		1,107
Decrease in fair value of warrants	—		314
Other income	882		321
Total revenues	156,770		148,689
Benefits and expenses:			
Insurance benefits paid or provided:			
Claims and surrenders	48,229		46,490
Increase in future policy benefit reserves	52,253		47,793
Policyholders' dividends	6,671		6,755
Total insurance benefits paid or provided	107,153		101,038
Commissions	29,427		28,164
Other general expenses	20,204		19,013
Capitalization of deferred policy acquisition costs	(21,101)	)	(20,530)
Amortization of deferred policy acquisition costs	13,747		12,693
Amortization of cost of customer relationships acquired	1,819		1,834
Total benefits and expenses	151,249		142,212
Income before federal income tax	5,521		6,477
Federal income tax expense	1,534		1,651
Net income	3,987		4,826
Per Share Amounts:			
Basic earnings per share of Class A common stock	\$0.08		0.10
Basic earnings per share of Class B common stock	0.04		0.05
Diluted earnings per share of Class A common stock	0.08		0.10
Diluted earnings per share of Class B common stock	0.04		0.05
Other comprehensive income (loss):			
Unrealized gains (losses) on available-for-sale securities:			
Unrealized holding gains (losses) arising during period	(29,576)	)	17,106
Reclassification adjustment for gains included in net income	(188)	)	(915)
Unrealized gains (losses) on available-for-sale securities, net	(29,764)	)	16,191
Income tax expense (benefit) on unrealized gains (losses) on available-for-sale securities	(10,400)	)	5,837
Other comprehensive income (loss)	(19,364)	)	10,354
Comprehensive income (loss)	\$(15,377)	)	15,180

See accompanying notes to consolidated financial statements.





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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

## Consolidated Statements of Cash Flows

Nine Months Ended September 30,

(In thousands)

(Unaudited)

	2013	2012	
Cash flows from operating activities:			
Net income	\$3,987	4,826	
Adjustments to reconcile net income to net cash provided by operating activities:			
Realized gains on sale of investments and other assets	(143	) (1,107	)
Net deferred policy acquisition costs	(7,354	) (7,837	)
Amortization of cost of customer relationships acquired	1,819	1,834	
Decrease in fair value of warrants	—	(314	)
Depreciation	955	915	
Amortization of premiums and discounts on investments	6,228	4,115	
Deferred federal income tax benefit	(2,384	) (2,232	)
Change in:			
Accrued investment income	(1,436	) (2,391	)
Reinsurance recoverable	5,161	334	
Due premiums	533	(524	)
Future policy benefit reserves	47,989	47,530	
Other policyholders' liabilities	(84	) 3,025	)
Federal income tax receivable	685	2,089	
Commissions payable and other liabilities	(1,045	) (1,823	)
Other, net	(581	) (846	)
Net cash provided by operating activities	54,330	47,594	
Cash flows from investing activities:			
Sale of fixed maturities, available-for-sale	317	503	
Maturities and calls of fixed maturities, available-for-sale	41,054	125,622	
Maturities and calls of fixed maturities, held-to-maturity	37,213	154,630	
Purchase of fixed maturities, available-for-sale	(71,818	) (184,728	)
Purchase of fixed maturities, held-to-maturity	(75,386	) (138,756	)
Sales of equity securities, available-for-sale	—	2,856	
Calls of equity securities, available-for-sale	400	820	
Principal payments on mortgage loans	829	36	
Increase in policy loans, net	(4,366	) (3,694	)
Sale of other long-term investments	1	4	
Purchase of other long-term investments	(86	) (116	)
Purchase of property and equipment	(386	) (402	)
Maturity of short-term investments	2,841	2,000	
Purchase of short-term investments	(531	) (2,378	)
Net cash used in investing activities	(69,918	) (43,603	)

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

## Consolidated Statements of Cash Flows, Continued

Nine Months Ended September 30,

(In thousands)

(Unaudited)

	2013	2012
Cash flows from financing activities:		
Warrants exercised	\$—	822
Annuity deposits	4,293	4,769
Annuity withdrawals	(3,317	) (3,007
Net cash provided by financing activities	976	2,584
Net increase (decrease) in cash and cash equivalents	(14,612	) 6,575
Cash and cash equivalents at beginning of year	56,299	33,255
Cash and cash equivalents at end of period	\$41,687	39,830
Supplemental disclosures of operating activities:		
Cash paid during the period for income taxes, net	\$3,232	1,794

## Supplemental Disclosures of Non-Cash Investing Activities:

None.

See accompanying notes to consolidated financial statements.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements

September 30, 2013

(Unaudited)

(1) Financial Statements

Basis of Presentation and Consolidation

The accompanying consolidated financial statements of Citizens, Inc. and its wholly-owned subsidiaries have been prepared in conformity with U.S. generally accepted accounting principles ("U.S. GAAP").

The consolidated financial statements include the accounts and operations of Citizens, Inc. ("Citizens"), a Colorado corporation, and its wholly-owned subsidiaries, CICA Life Insurance Company of America ("CICA"), Security Plan Life Insurance Company ("SPLIC"), Security Plan Fire Insurance Company ("SPFIC"), Citizens National Life Insurance Company ("CNLIC"), Computing Technology, Inc. ("CTI") and Insurance Investors, Inc. ("III"). Citizens and its wholly-owned subsidiaries are collectively referred to as "the Company," "we," "us" or "our."

The consolidated statements of financial position for September 30, 2013, and the consolidated statements of comprehensive income for the three and nine month periods ended September 30, 2013 and 2012, and consolidated statement of cash flows for the nine-month periods ended September 30, 2013 and 2012, have been prepared by the Company without audit. In the opinion of management, all adjustments to present fairly the financial position, results of operations, and changes in cash flows at September 30, 2013 and for comparative periods have been made. The consolidated financial statements have been prepared in accordance with U.S. GAAP for interim financial information and with the instructions to Form 10-Q adopted by the Securities and Exchange Commission ("SEC"). Accordingly, the financial statements do not include all of the information and footnotes required for complete financial statements and should be read in conjunction with the Company's consolidated financial statements, and notes thereto, for the year ended December 31, 2012. Operating results for the interim periods disclosed herein are not necessarily indicative of the results that may be expected for a full year or any future period.

We provide primarily life insurance and a small amount of health insurance policies through our insurance subsidiaries: CICA, SPLIC, and CNLIC. CICA and CNLIC issue ordinary whole-life policies, endowments, credit life and disability, burial insurance, pre-need policies, and accident and health related policies, throughout the Midwest and southern United States. CICA also issues ordinary whole-life policies to non-U.S. residents. SPLIC offers final expense and home service life insurance in Louisiana, Arkansas and Mississippi and SPFIC, a wholly-owned subsidiary of SPLIC, writes a limited amount of property insurance in Louisiana.

CTI provides data processing systems and services, as well as furniture and equipment, to the Company. III provides aviation transportation to the Company.

Use of Estimates

The preparation of financial statements, in conformity with U.S. GAAP, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The most significant estimates include those used in the evaluation of other-than-temporary impairments on debt and equity securities and valuation allowances on investments, actuarially determined assets and liabilities and

assumptions, goodwill impairment, valuation allowance on deferred tax assets, and contingencies relating to litigation and regulatory matters. Certain of these estimates are particularly sensitive to market conditions, and deterioration and/or volatility in the worldwide debt or equity markets could have a material impact on the Consolidated Financial Statements.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

September 30, 2013

(Unaudited)

Significant Accounting Policies

For a description of significant accounting policies, see Note 1 of the Notes to Consolidated Financial Statements included in our 2012 Form 10-K Annual Report, which should be read in conjunction with these accompanying Consolidated Financial Statements.

(2) Accounting Pronouncements

Accounting Standards Recently Adopted

In February 2013, the FASB issued ASU No. 2013-02, "Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income" ("ASU 2013-02"), which requires enhanced reporting of such amounts either on the face of the financial statements or in the notes to the financial statements. Under ASU 2013-02, the type of reclassification out of accumulated other comprehensive income, as defined under current GAAP, will dictate whether the disclosure must provide the effect of the reclassification on the respective financial statement line items or whether cross-referencing to other disclosures that provide additional detail about the reclassification will be required. The amendments in ASU 2013-02 are effective prospectively for reporting periods beginning after December 15, 2012. We have included the enhanced disclosures in the financial statements.

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

September 30, 2013

(Unaudited)

## (3) Segment Information

The Company has three reportable segments: Life Insurance, Home Service Insurance, and Other Non-Insurance Enterprises. The accounting policies of the segments are in accordance with U.S. GAAP and are the same as those used in the preparation of the consolidated financial statements. The Company evaluates profit and loss performance based on U.S. GAAP income before federal income taxes for its three reportable segments.

The Company has no reportable differences between segments and consolidated operations.

	Three Months Ended September 30, 2013			
	Life Insurance	Home Service Insurance	Other Non-Insurance Enterprises	Consolidated
	(In thousands)			
Revenues:				
Premiums	\$32,800	10,947	—	43,747
Net investment income	5,924	3,309	337	9,570
Realized investment gains, net	23	2	5	30
Other income	261	(7	) 15	269
Total revenue	39,008	14,251	357	53,616
Benefits and expenses:				
Insurance benefits paid or provided:				
Claims and surrenders	11,249	5,514	—	16,763
Increase in future policy benefit reserves	16,756	642	—	17,398
Policyholders' dividends	2,343	19	—	2,362
Total insurance benefits paid or provided	30,348	6,175	—	36,523
Commissions	6,282	3,658	—	9,940
Other general expenses	2,780	3,205	178	6,163
Capitalization of deferred policy acquisition costs	(5,685	) (1,382	) —	(7,067
Amortization of deferred policy acquisition costs	3,947	811	—	4,758
Amortization of cost of customer relationships acquired	171	510	—	681
Total benefits and expenses	37,843	12,977	178	50,998
Income before income tax expense	\$1,165	1,274	179	2,618

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

September 30, 2013

(Unaudited)

	Nine Months Ended September 30, 2013			Consolidated
	Life Insurance	Home Service Insurance	Other Non-Insurance Enterprises	
	(In thousands)			
Revenues:				
Premiums	\$95,767	32,754	—	128,521
Net investment income	16,412	9,830	982	27,224
Realized investment gains, net	104	33	6	143
Other income	675	129	78	882
Total revenue	112,958	42,746	1,066	156,770
Benefits and expenses:				
Insurance benefits paid or provided:				
Claims and surrenders	32,016	16,213	—	48,229
Increase in future policy benefit reserves	49,845	2,408	—	52,253
Policyholders' dividends	6,618	53	—	6,671
Total insurance benefits paid or provided	88,479	18,674	—	107,153
Commissions	18,558	10,869	—	29,427
Other general expenses	8,560	9,696	1,948	20,204
Capitalization of deferred policy acquisition costs	(16,941	) (4,160	) —	(21,101
Amortization of deferred policy acquisition costs	11,802	1,945	—	13,747
Amortization of cost of customer relationships acquired	492	1,327	—	1,819
Total benefits and expenses	110,950	38,351	1,948	151,249
Income (loss) before income tax expense	\$2,008	4,395	(882	) 5,521



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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

September 30, 2013

(Unaudited)

	Three Months Ended September 30, 2012			
	Life Insurance	Home Service Insurance	Other Non-Insurance Enterprises	Consolidated
	(In thousands)			
Revenues:				
Premiums	\$31,876	11,076	—	42,952
Net investment income	4,538	3,273	303	8,114
Realized investment gains, net	720	43	—	763
Decrease in fair value of warrants	—	—	241	241
Other income	56	5	51	112
Total revenue	37,190	14,397	595	52,182
Benefits and expenses:				
Insurance benefits paid or provided:				
Claims and surrenders	10,213	5,414	—	15,627
Increase in future policy benefit reserves	16,058	843	—	16,901
Policyholders' dividends	2,395	205	—	2,600
Total insurance benefits paid or provided	28,666	6,462	—	35,128
Commissions	6,115	3,654	—	9,769
Other general expenses	2,622	2,962	471	6,055
Capitalization of deferred policy acquisition costs	(6,090	) (1,457	) —	(7,547
Amortization of deferred policy acquisition costs	3,358	776	—	4,134
Amortization of cost of customer relationships acquired	164	434	—	598
Total benefits and expenses	34,835	12,831	471	48,137
Income before income tax expense	\$2,355	1,566	124	4,045

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

September 30, 2013

(Unaudited)

	Nine Months Ended September 30, 2012			
	Life Insurance	Home Service Insurance	Other Non-Insurance Enterprises	Consolidated
	(In thousands)			
Revenues:				
Premiums	\$90,646	32,998	—	123,644
Net investment income	12,949	9,503	851	23,303
Realized investment gains, net	909	170	28	1,107
Decrease in fair value of warrants	—	—	314	314
Other income	188	17	116	321
Total revenue	104,692	42,688	1,309	148,689
Benefits and expenses:				
Insurance benefits paid or provided:				
Claims and surrenders	30,912	15,578	—	46,490
Increase in future policy benefit reserves	45,477	2,316	—	47,793
Policyholders' dividends	6,525	230	—	6,755
Total insurance benefits paid or provided	82,914	18,124	—	101,038
Commissions	17,127	11,037	—	28,164
Other general expenses	7,953	8,932	2,128	19,013
Capitalization of deferred policy acquisition costs	(16,109	) (4,421	) —	(20,530
Amortization of deferred policy acquisition costs	10,758	1,935	—	12,693
Amortization of cost of customer relationships acquired	557	1,277	—	1,834
Total benefits and expenses	103,200	36,884	2,128	142,212
Income (loss) before income tax expense	\$1,492	5,804	(819	) 6,477

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

September 30, 2013

(Unaudited)

## (4) Earnings Per Share

The following tables set forth the computation of basic and diluted earnings per share.

	Three Months Ended	
	September 30, 2013	September 30, 2012
	(In thousands, except per share amounts)	
Basic and diluted earnings per share:		
Numerator:		
Net income	\$1,824	2,911
Net income allocated to Class A common stock	\$1,806	2,882
Net income allocated to Class B common stock	18	29
Net income	\$1,824	2,911
Denominator:		
Weighted average shares of Class A outstanding - basic	49,080	49,019
Weighted average shares of Class A outstanding - diluted	49,080	49,030
Weighted average shares of Class B outstanding - basic and diluted	1,002	1,002
Basic earnings per share of Class A common stock	\$0.03	0.06
Basic earnings per share of Class B common stock	0.02	0.03
Diluted earnings per share of Class A common stock	0.03	0.06
Diluted earnings per share of Class B common stock	0.02	0.03
	Nine Months Ended	
	September 30, 2013	September 30, 2012
	(In thousands, except per share amounts)	
Basic and diluted earnings per share:		
Numerator:		
Net income	\$3,987	4,826
Net income allocated to Class A common stock	\$3,947	4,777
Net income allocated to Class B common stock	40	49
Net income	\$3,987	4,826
Denominator:		
Weighted average shares of Class A outstanding - basic	49,080	48,962
Weighted average shares of Class A outstanding - diluted	49,080	48,972
Weighted average shares of Class B outstanding - basic and diluted	1,002	1,002
Basic earnings per share of Class A common stock	\$0.08	0.10
Basic earnings per share of Class B common stock	0.04	0.05
Diluted earnings per share of Class A common stock	0.08	0.10
Diluted earnings per share of Class B common stock	0.04	0.05



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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

September 30, 2013

(Unaudited)

## (5) Investments

The Company invests primarily in fixed maturity securities, which totaled 84.4% of total investments and cash and cash equivalents at September 30, 2013.

	September 30, 2013		December 31, 2012		
	Carrying Value	% of Total Carrying Value	Carrying Value	% of Total Carrying Value	
	(In thousands)		(In thousands)		
Fixed maturity securities	\$822,718	84.4 %	\$791,528	82.7 %	
Equity securities	53,067	5.4 %	53,741	5.6 %	
Mortgage loans	680	0.1 %	1,509	0.2 %	
Policy loans	47,359	4.9 %	42,993	4.5 %	
Real estate and other long-term investments	8,533	0.9 %	8,553	0.9 %	
Short-term investments	—	— %	2,340	0.2 %	
Cash and cash equivalents	41,687	4.3 %	56,299	5.9 %	
Total cash, cash equivalents and investments	\$974,044	100.0 %	\$956,963	100.0 %	

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

September 30, 2013

(Unaudited)

The following tables represent the cost, gross unrealized gains and losses and fair value for fixed maturities and equity securities as of the periods indicated.

	September 30, 2013			
	Cost or Amortized Cost (In thousands)	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Fixed maturities:				
Available-for-sale:				
U.S. Treasury securities	\$10,124	2,679	—	12,803
U.S. Government-sponsored enterprises States and political subdivisions	62,949	1,510	152	64,307
Foreign governments	320,691	8,195	9,964	318,922
Corporate	104	27	—	131
Commercial mortgage-backed	187,120	13,093	1,442	198,771
Residential mortgage-backed	318	11	—	329
Total available-for-sale securities	3,821	297	2	4,116
Held-to-maturity securities:	585,127	25,812	11,560	599,379
U.S. Government-sponsored enterprises	8,909	283	—	9,192
States and political subdivisions	176,686	2,461	5,407	173,740
Corporate	37,744	752	313	38,183
Total held-to-maturity securities	223,339	3,496	5,720	221,115
Total fixed maturities	\$808,466	29,308	17,280	820,494
Equity securities:				
Stock mutual funds	\$10,463	1,022	—	11,485
Bond mutual funds	41,504	23	672	40,855
Common stock	17	—	3	14
Preferred stock	408	305	—	713
Total equity securities	\$52,392	1,350	675	53,067

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

September 30, 2013

(Unaudited)

	December 31, 2012			
	Cost or	Gross	Gross	Fair
	Amortized	Unrealized	Unrealized	Value
	Cost	Gains	Losses	
	(In thousands)			
Fixed maturities:				
Available-for-sale securities:				
U.S. Treasury securities	\$10,170	3,773	—	13,943
U.S. Government-sponsored enterprises	81,788	3,815	22	85,581
States and political subdivisions	265,812	17,227	777	282,262
Foreign governments	105	36	—	141
Corporate	195,755	20,536	286	216,005
Commercial mortgage-backed	481	17	2	496
Residential mortgage-backed	5,625	469	2	6,092
Total available-for-sale securities	559,736	45,873	1,089	604,520
Held-to-maturity securities:				
U.S. Government-sponsored enterprises	28,632	514	—	29,146
States and political subdivisions	125,634	5,435	378	130,691
Corporate	32,742	1,160	—	33,902
Total held-to-maturity securities	187,008	7,109	378	193,739
Total fixed maturity securities	\$746,744	52,982	1,467	798,259
Equity securities:				
Stock mutual funds	\$10,463	250	28	10,685
Bond mutual funds	41,504	541	129	41,916
Common stock	17	—	2	15
Preferred stock	760	365	—	1,125
Total equity securities	\$52,744	1,156	159	53,741

At September 30, 2013, the Company had \$4.1 million of mortgage-backed security holdings based on amortized cost, of which \$3.8 million, or 92.7%, were residential U.S. Government-sponsored issues. Mortgage-backed securities are also referred to as securities not due at a single maturity date throughout this report. The majority of the Company's equity securities are diversified stock and bond mutual funds.

## Valuation of Investments in Fixed Maturity and Equity Securities

Held-to-maturity securities are reported in the financial statements at amortized cost and available-for-sale securities are reported at fair value.

The Company monitors all debt and equity securities on an on-going basis relative to changes in credit ratings, market prices, earnings trends and financial performance, in addition to specific region or industry reviews. The assessment of whether impairments have occurred is based on a case-by-case evaluation of underlying reasons for the decline in fair value. The Company determines other-than-temporary impairment by reviewing relevant evidence related to the specific security issuer as well as the Company's intent to sell the security, or if it is more likely than not that the Company would be required to sell a security before recovery of its amortized cost.

When an other-than-temporary impairment has occurred, the amount of the other-than-temporary impairment recognized in earnings depends on whether the Company intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis. If the Company intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis, the other-than-temporary impairment is recognized in earnings equal to the

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

September 30, 2013

(Unaudited)

entire difference between the investment's cost and its fair value at the balance sheet date. If the Company does not intend to sell the security and it is more likely than not that the Company will not be required to sell the security before recovery of its amortized cost basis, the other-than-temporary impairment is separated into the following: (a) the amount representing the credit loss; and (b) the amount related to all other factors. The amount of the total other-than-temporary impairment related to the credit loss is recognized in earnings. The amount of the total other-than-temporary impairment related to other factors is recognized in other comprehensive income, net of applicable taxes. The previous amortized cost basis less the other-than-temporary impairment recognized in earnings becomes the new amortized cost basis of the investment. The new amortized cost basis is not adjusted for subsequent recoveries in fair value.

The Company evaluates whether a credit impairment exists for debt securities by considering primarily the following factors: (a) changes in the financial condition of the security's underlying collateral; (b) whether the issuer is current on contractually obligated interest and principal payments; (c) changes in the financial condition, credit rating and near-term prospects of the issuer; (d) the length of time to which the fair value has been less than the amortized cost of the security; and (e) the payment structure of the security. The Company's best estimate of expected future cash flows used to determine the credit loss amount is a quantitative and qualitative process. Quantitative review includes information received from third party sources such as financial statements, pricing and rating changes, liquidity and other statistical information. Qualitative factors include judgments related to business strategies, economic impacts on the issuer and overall judgment related to estimates and industry factors. The Company's best estimate of future cash flows involves assumptions including, but not limited to, various performance indicators, such as historical and projected default and recovery rates, credit ratings, and current delinquency rates. These assumptions require the use of significant management judgment and include the probability of issuer default and estimates regarding timing and amount of expected recoveries, which may include estimating the underlying collateral value. In addition, projections of expected future debt security cash flows may change based upon new information regarding the performance of the issuer.

The primary factors considered in evaluating whether an impairment exists for an equity security include, but are not limited to: (a) the length of time and the extent to which the fair value has been less than the cost of the security; (b) changes in the financial condition, credit rating and near-term prospects of the issuer; (c) whether the issuer is current on contractually obligated payments; and (d) the intent and ability of the Company to retain the investment for a period of time sufficient to allow for recovery.

The Company did not recognize any other-than-temporary impairments ("OTTI") during the nine months ended September 30, 2013 and 2012.

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

September 30, 2013

(Unaudited)

The following tables present the fair values and gross unrealized losses of fixed maturities and equity securities that have remained in a continuous unrealized loss position for the periods indicated.

	September 30, 2013								
	Less than 12 months			Greater than 12 months			Total		
	Fair Value	Unrealized Losses	# of Securities	Fair Value	Unrealized Losses	# of Securities	Fair Value	Unrealized Losses	# of Securities
	(In thousands, except for # of securities)								
Fixed maturities:									
Available-for-sale securities:									
U.S.									
Government-sponsored enterprises	\$11,609	152	8	—	—	—	11,609	152	8
States and political subdivisions	148,560	8,662	163	13,375	1,302	15	161,935	9,964	178
Corporate	39,735	1,098	25	2,434	344	2	42,169	1,442	27
Commercial mortgage-backed	4	—	1	46	2	1	50	2	2
Total available-for-sale securities	199,908	9,912	197	15,855	1,648	18	215,763	11,560	215
Held-to-maturity securities:									
States and political subdivisions	88,943	4,453	106	14,394	954	17	103,337	5,407	123
Corporate	7,390	313	6	—	—	—	7,390	313	6
Total held-to-maturity securities	96,333	4,766	112	14,394	954	17	110,727	5,720	129
Total fixed maturities	\$296,241	14,678	309	30,249	2,602	35	326,490	17,280	344
Equity securities:									
Bond mutual funds	\$30,904	307	4	6,058	365	2	36,962	672	6
Common stocks	—	—	—	13	3	1	13	3	1
Total equities	\$30,904	307	4	6,071	368	3	36,975	675	7

As of September 30, 2013, the Company had 18 fixed maturity available-for-sale securities and 17 held-to-maturity securities that were in an unrealized loss position for greater than 12 months. These securities consisted of municipals, corporates and mortgage-backed securities. There are two bond mutual funds and one common stock that are now in a loss position for greater than 12 months. These are diversified U.S. Government bond funds that have a large percentage of mortgage exposure in Pass Thru and CMO security types which have refinanced in the current interest rate environment. The funds are comprised of only U.S. Government bond assets.

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

September 30, 2013

(Unaudited)

	December 31, 2012								
	Less than 12 months			Greater than 12 months			Total	Unrealized # of	
	Fair Value	Unrealized Losses	# of Securities	Fair Value	Unrealized Losses	# of Securities	Fair Value	Losses	Securities
	(In thousands, except for # of securities)								
Fixed maturities:									
Available-for-sale securities:									
U.S.									
Government-sponsored enterprises	\$10,603	22	9	—	—	—	10,603	22	9
States and political subdivisions	54,115	443	61	5,099	334	2	59,214	777	63
Corporate	22,316	286	16	—	—	—	22,316	286	16
Commercial mortgage-backed	94	2	1	—	—	—	94	2	1
Residential mortgage-backed	—	—	—	52	2	1	52	2	1
Total available-for-sale securities	87,128	753	87	5,151	336	3	92,279	1,089	90
Held-to-maturity securities:									
States and political subdivisions	40,611	378	32	—	—	—	40,611	378	32
Total held-to-maturity securities	40,611	378	32	—	—	—	40,611	378	32
Total fixed maturities	\$127,739	1,131	119	5,151	336	3	132,890	1,467	122
Equity securities:									
Stock mutual funds	\$—	—	—	972	28	1	972	28	1
Bond mutual funds	3,335	88	1	2,959	41	2	6,294	129	3
Common stock	15	2	1	—	—	—	15	2	1
Total equities	\$3,350	90	2	3,931	69	3	7,281	159	5

We have reviewed these securities for the periods ended September 30, 2013 and December 31, 2012 and determined that no other-than-temporary impairment exists based on our evaluation of the credit worthiness of the issuers and the fact that we do not intend to sell the investments nor is it likely that we will be required to sell the securities before recovery of their amortized cost bases which may be maturity. We continue to monitor all securities on an on-going basis, and future information may become available which could result in impairments being recorded.

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

September 30, 2013

(Unaudited)

The amortized cost and fair value of fixed maturity securities at September 30, 2013 by contractual maturity are shown in the table below. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	September 30, 2013	
	Amortized Cost	Fair Value
	(In thousands)	
Available-for-sale securities:		
Due in one year or less	\$5,077	5,142
Due after one year through five years	110,617	117,370
Due after five years through ten years	99,777	102,778
Due after ten years	365,517	369,644
Securities not due at a single maturity date	4,139	4,445
Total available-for-sale securities	585,127	599,379
Held-to-maturity securities:		
Due in one year or less	3,783	3,834
Due after one year through five years	43,808	44,518
Due after five years through ten years	45,721	46,413
Due after ten years	130,027	126,350
Total held-to-maturity securities	223,339	221,115
Total fixed maturities	\$808,466	820,494

The securities not due at a single maturity date are primarily mortgage-backed obligations of U.S. Government-sponsored enterprises and corporate securities.

The Company uses the specific identification method of the individual security to determine the cost basis used in the calculation of realized gains and losses related to security sales. Proceeds and gross realized gains from sales of securities for the three and nine months ended September 30, 2013 and 2012 are summarized as follows.

	Fixed Maturities Available-for-Sale				Equity Securities			
	Three Months Ended		Nine Months Ended		Three Months Ended		Nine Months Ended	
	September 30,		September 30,		September 30,		September 30,	
	2013	2012	2013	2012	2013	2012	2013	2012
	(In thousands)							
Proceeds	\$259	—	317	503	—	2,856	—	2,856
Gross realized gains	\$7	—	8	4	—	632	—	632
Gross realized losses	\$1	—	1	3	—	—	—	—

During the nine months ended September 30, 2013, four fixed maturity security was sold which resulted in minimal realized gains and losses. There was one previously impaired equity stock mutual fund security sold during the three and nine month period ended September 30, 2012 which resulted in a realized gain of \$0.6 million. There were no securities sold from the held-to-maturity portfolio for the three or nine months ended September 30, 2013 or 2012.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

September 30, 2013

(Unaudited)

(6) Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. We hold available-for-sale fixed maturity securities and equity securities, which are carried at fair value.

Fair value measurements are generally based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our view of market assumptions in the absence of observable market information. We utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. All assets and liabilities carried at fair value are required to be classified and disclosed in one of the following three categories:

Level 1 - Quoted prices for identical instruments in active markets.

Level 2 - Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs or whose significant value drivers are observable.

Level 3 - Instruments whose significant value drivers are unobservable.

Level 1 primarily consists of financial instruments whose value is based on quoted market prices such as U.S. Treasury securities and actively traded mutual fund and stock investments.

Level 2 includes those financial instruments that are valued by independent pricing services or broker quotes. These models are primarily industry-standard models that consider various inputs, such as interest rates, credit spreads and foreign exchange rates for the underlying financial instruments. All significant inputs are observable, or derived from observable information in the marketplace or are supported by observable levels at which transactions are executed in the marketplace. Financial instruments in this category primarily include corporate securities, U.S. Government-sponsored enterprise securities, municipal securities and certain mortgage and asset-backed securities.

Level 3 is comprised of financial instruments whose fair value is estimated based on non-binding broker prices utilizing significant inputs not based on or corroborated by readily available market information. This category consists of two private placement mortgage-backed securities.

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

September 30, 2013

(Unaudited)

The following tables set forth our assets and liabilities that are measured at fair value on a recurring basis as of the dates indicated.

Available-for-sale investments	September 30, 2013			Total Fair Value
	Level 1	Level 2	Level 3	
	(In thousands)			
Financial assets:				
Fixed maturities:				
U.S. Treasury and U.S. Government-sponsored enterprises	\$ 12,803	64,307	—	77,110
States and political subdivisions	—	318,922	—	318,922
Corporate	—	198,771	—	198,771
Commercial mortgage-backed	—	—	329	329
Residential mortgage-backed	—	4,116	—	4,116
Foreign governments	—	131	—	131
Total fixed maturities	12,803	586,247	329	599,379
Equity securities:				
Stock mutual funds	11,485	—	—	11,485
Bond mutual funds	40,855	—	—	40,855
Common stock	14	—	—	14
Preferred stock	713	—	—	713
Total equity securities	53,067	—	—	53,067
Total financial assets	\$ 65,870	586,247	329	652,446
	December 31, 2012			
Available-for-sale investments	Level 1	Level 2	Level 3	Total Fair Value
	(In thousands)			
Financial assets:				
Fixed maturities:				
U.S. Treasury and U.S. Government-sponsored enterprises	\$ 13,943	85,581	—	99,524
States and political subdivisions	—	282,262	—	282,262
Corporate	—	216,005	—	216,005
Commercial mortgage-backed	—	109	387	496
Residential mortgage-backed	—	6,092	—	6,092
Foreign governments	—	141	—	141
Total fixed maturities	13,943	590,190	387	604,520
Equity securities:				
Stock mutual funds	10,685	—	—	10,685
Bond mutual funds	41,916	—	—	41,916
Common stock	15	—	—	15
Preferred stock	1,125	—	—	1,125
Total equity securities	53,741	—	—	53,741
Total financial assets	\$ 67,684	590,190	387	658,261



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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

September 30, 2013

(Unaudited)

## Financial Instruments Valuation

Fixed maturity securities, available-for-sale. At September 30, 2013, our fixed maturity securities, valued using a third-party pricing source, totaled \$586.2 million for Level 2 assets and comprised 89.9% of total reported fair value of our financial assets. The Level 1 and Level 2 valuations are reviewed and updated quarterly through random testing by comparisons to separate pricing models, other third-party pricing services, and back tested to recent trades. In addition, we obtain information relative to the third-party pricing models and review model parameters for reasonableness. Fair values for Level 3 assets are based upon unadjusted broker quotes that are non-binding, and consist of two private placement mortgage-backed securities with a total value of \$0.3 million. Our Level 3 assets are current relative to principal and interest payments and are considered immaterial to our financial statements. For the nine months ended September 30, 2013, there were no material changes to the valuation methods or assumptions used to determine fair values, and no broker or third party prices were changed from the values received.

Equity securities, available-for-sale. Our available-for-sale equity securities are classified as Level 1 assets as their fair values are based upon quoted market prices.

The following table presents additional information about fixed maturity securities measured at fair value on a recurring basis that are classified as Level 3 assets and for which we have utilized significant unobservable inputs to determine fair value.

	September 30, 2013 (In thousands)	December 31, 2012
Balance at beginning of period	\$ 387	459
Total realized and unrealized gains (losses)		
Included in net income	—	—
Included in other comprehensive income	(5	) (6
Principal paydowns	(53	) (66
Transfer in and (out) of Level 3	—	—
Balance at end of period	\$ 329	387

We review the fair value hierarchy classifications each reporting period. Changes in the observability of the valuation attributes may result in a reclassification of certain financial assets. Such reclassifications are reported as transfers in and out of Level 3 at the beginning fair value for the reporting period in which the changes occur. There were no transfers in or out of Level 1 or 2.

## Financial Instruments not Carried at Fair Value

Estimates of fair values are made at a specific point in time, based on relevant market prices and information about the financial instruments. The estimated fair values of financial instruments presented below are not necessarily indicative of the amounts the Company might realize in actual market transactions.



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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

September 30, 2013

(Unaudited)

The carrying amount and fair value for the financial assets and liabilities on the consolidated balance sheets not otherwise disclosed for the periods indicated are as follows:

	September 30, 2013		December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(In thousands)			
Financial assets:				
Fixed maturities, held-to-maturity	\$223,339	221,115	187,008	193,739
Mortgage loans	680	704	1,509	1,503
Policy loans	47,359	47,359	42,993	42,993
Short-term investments	—	—	2,340	2,340
Cash and cash equivalents	41,687	41,687	56,299	56,299
Financial liabilities:				
Annuity benefit reserves	54,178	58,196	51,750	54,981

Fair values for fixed income securities, which are characterized as Level 2 assets in the fair value hierarchy, are based on quoted market prices for the same or similar securities. In cases where quoted market prices are not available, fair values are based on estimates using present value or other assumptions, including a discount rate and estimates of future cash flows.

Mortgage loans are secured principally by residential and commercial properties. Weighted average interest rates for these loans were approximately 6.4% and 6.6% as of September 30, 2013 and December 31, 2012, respectively, with maturities ranging from 1 to 30 years. Management estimated the fair value using an annual interest rate of 6.25% at September 30, 2013. Our mortgage loans are considered Level 3 assets in the fair value hierarchy.

Policy loans had a weighted average annual interest rate of 7.7% as of September 30, 2013 and December 31, 2012, and no specified maturity dates. The aggregate fair value of policy loans approximates the carrying value reflected on the consolidated balance sheets. These loans typically carry an interest rate that is tied to the crediting rate applied to the related policy and contract reserves. Policy loans are an integral part of the life insurance policies we have in force, cannot be valued separately and are not marketable. Therefore, the fair value of policy loans approximates the carrying value and policy loans are considered Level 3 assets in the fair value hierarchy.

The fair value of short-term investments approximate carrying value due to their short-term nature. Our short-term investments are considered Level 2 assets in the fair value hierarchy.

The fair value of cash and cash equivalents approximate carrying value and are characterized as Level 1 assets in the fair value hierarchy.

The fair value of the Company's liabilities under annuity contract policies, which are considered Level 3 assets, was estimated at September 30, 2013 using discounted cash flows based upon a swap rate curve with interest rates ranging from 0.33% to 4.19% based upon swap rates adjusted for various risk adjustments. The fair value of liabilities under all insurance contracts are taken into consideration in the overall management of interest rate risk, which seeks to minimize exposure to changing interest rates through the matching of investment maturities with amounts due under insurance contracts.

(7) Commitments and Contingencies

We are a defendant in a lawsuit filed on August 6, 1999, in the Texas District Court, Austin, Texas, now styled Delia Bolanos Andrade, et al., Plaintiffs, v. Citizens Insurance Company of America, et al., Defendants in which a class was originally certified by the trial court and reversed by the Texas Supreme Court in 2007 with an order to the trial court to conduct further proceedings

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

Notes to Consolidated Financial Statements, Continued

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(Unaudited)

consistent with its ruling. The underlying lawsuit alleged that certain life insurance policies CICA made available to non-U.S. residents, when combined with a policy feature that allowed certain cash benefits to be assigned to two non-U.S. trusts for the purpose of accumulating ownership of our Class A common stock, along with allowing the policyholders to make additional contributions to the trusts, were actually offers and sales of securities that occurred in Texas by unregistered dealers in violation of the Texas securities laws. The remedy sought was rescission and return of the insurance premium payments. On December 9, 2009, the trial court denied the recertification of the class after conducting additional proceedings in accordance with the Texas Supreme Court's ruling. The remaining plaintiffs must now proceed individually, and not as a class, if they intend to pursue their claims against us. Since the December 9, 2009 trial court ruling, no individual cases have been further pursued by the plaintiffs. The probability of the plaintiffs further pursuing their cases individually remains unknown. An estimate of any possible loss or range of losses cannot be made at this time in regard to individuals pursuing claims. However, should the plaintiffs further pursue their claims individually, we intend to vigorously defend any proceedings.

In 2007 and in the aftermath of Hurricane Katrina, the Attorney General for the State of Louisiana filed suit against SPFIC and every other homeowner insurer doing business in the State of Louisiana, on behalf of the State of Louisiana and certain Road Home fund recipients. On July 18, 2013, a full and final settlement was reached between SPFIC and the State of Louisiana resolving all claims against SPFIC in the Road Home matter for approximately \$183,000. This amount did not have a material impact on the consolidated financials.

The Company is currently performing an internal audit related to unclaimed property for all legal reporting entities. By letters dated July 2, 2013 and August 20, 2013, the Company was informed by the Louisiana Department of Treasury and Arkansas Auditor of State, respectively, that they authorized an audit of Citizens, Inc. and its affiliates for compliance with unclaimed property laws. This audit is being conducted by Verus Financial LLC on behalf of the states.

These internal and external audits may result in additional payments to beneficiaries, additional escheatment of funds deemed abandoned under state laws, administrative penalties, interest, and changes to the Company's procedures for the identification and escheatment of abandoned property. At this time, the Company is not able to estimate any of these possible amounts, but such costs could be substantial for a company our size.

(8) Income Taxes

The effective tax rate was 30.3% and 28.0% for the third quarter and 27.8% and 25.5% for the nine months ended September 30, 2013 and 2012, respectively. In periods where our effective tax rate is lower than the statutory tax rate of 35%, the difference is primarily due to tax-exempt interest from state and local bonds.

(9) Related Party Transactions

The Company has various routine related party transactions in conjunction with our holding company structure, such as a management service agreement related to costs incurred, a tax sharing agreement between entities, and inter-company dividends and capital contributions. There were no changes related to these relationships during the nine months ended September 30, 2013. See our Annual Report on Form 10-K as of December 31, 2012 for a comprehensive discussion of related party transactions.

(10) Subsequent Events

Subsequent to the reporting date of September 30, 2013, the Company entered into a purchase agreement with Magnolia Guaranty Life Insurance Company ("MGLIC") in the amount of \$5.2 million. This agreement is dependent upon a due diligence review that will be completed within ninety days of the execution date of the agreement. MGLIC is a Mississippi Company that began writing business in 1992 and issues primarily industrial life policies in the state of Mississippi. The company had approximately \$8.0 million of admitted assets as of December 31, 2012.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Quarterly Report on Form 10-Q are not statements of historical fact and constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act (the "Act"), including, without limitation, statements specifically identified as forward-looking statements within this document. Many of these statements contain risk factors as well. In addition, certain statements in future filings by the Company with the Securities and Exchange Commission, in press releases, and in oral and written statements made by us or with the approval of the Company, which are not statements of historical fact, constitute forward-looking statements within the meaning of the Act. Examples of forward-looking statements include, but are not limited to: (i) projections of revenues, income or loss, earnings or loss per share, the payment or non-payment of dividends, capital structure, and other financial items, (ii) statements of our plans and objectives by our management or Board of Directors, including those relating to products or services, (iii) statements of future economic performance and (iv) statements of assumptions underlying such statements. Words such as "believes," "anticipates," "assumes," "estimates," "plans," "projects," "could," "expects," "intends," "targeted," "may," "will" and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements.

Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those contemplated by the forward-looking statements. Factors that could cause the Company's future results to differ materially from expected results include, but are not limited to:

- Changes in foreign and U.S. general economic, market, and political conditions, including the performance of financial markets and interest rates;
- Changes in consumer behavior, which may affect the Company's ability to sell its products and retain business;
- The timely development of and acceptance of new products of the Company and perceived overall value of these products and services by existing and potential customers;
- Fluctuations in experience regarding current mortality, morbidity, persistency and interest rates relative to expected amounts used in pricing and actuarial valuation of the Company's products;
- The performance of our investment portfolio, which may be adversely affected by changes in interest rates, adverse developments and ratings of issuers whose debt securities we may hold, and other adverse macroeconomic events;
- Results of litigation we may be involved in;
- Changes in assumptions related to deferred acquisition costs and the value of any businesses we may acquire;
- Regulatory, accounting or tax changes that may affect the cost of, or the demand for, the Company's products or services;
- Our concentration of business from persons residing in Latin America and the Pacific Rim;
- Changes in tax laws;
- Effects of acquisitions and restructuring, including possible difficulties in integrating and realizing the projected results of acquisitions;
- Changes in statutory or U.S. GAAP accounting principles, policies or practices; and
- Our success at managing risks involved in the foregoing;
- The risk factors discussed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 under the heading "Part II. - Item 1A - Risk Factors."

Such forward-looking statements speak only as of the date on which such statements are made, and the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

We make available, free of charge, through our Internet website (<http://www.citizensinc.com>), our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Section 16 Reports filed by officers and directors, news releases, and, if applicable, amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as soon as reasonably practicable after we electronically file such reports with, or furnish such reports to, the Securities and Exchange Commission. We are not including any of the information contained on our website as part of, or incorporating it by reference into, this Quarterly Report on Form 10-Q.

Overview

Citizens is an insurance holding company serving the life insurance needs of individuals in the United States since 1969 and internationally since 1975. Through our insurance subsidiaries, we pursue a strategy of offering traditional insurance products in niche markets where we believe we are able to achieve competitive advantages. As of September 30, 2013, we had approximately \$1.2 billion of total assets and approximately \$5.0 billion of insurance in force. Our core insurance operations include issuing and servicing:

- U.S. Dollar-denominated ordinary whole life insurance and endowment policies predominantly to high net worth, high income foreign residents, principally in Latin America and the Pacific Rim through independent marketing consultants;
- ordinary whole life insurance policies to middle income households concentrated in the Midwest and southern United States through independent marketing consultants; and
- final expense and limited liability property policies to middle and lower income households in Louisiana, Arkansas and Mississippi through employee and independent agents in our home service distribution channel.

We were formed in 1969 by our Chairman, Harold E. Riley. Prior to our formation, Mr. Riley had many years of experience in the international and domestic life insurance business. Our Company has experienced significant growth through acquisitions in the domestic market and through market expansion in the international market. We seek to capitalize on the experience of our management team in marketing and operations as we strive to generate bottom line return using knowledge of our niche markets and our well-established distribution channels. We believe our underwriting processes, policy terms, pricing practices and proprietary administrative systems enable us to be competitive in our current markets, while protecting our shareholders and servicing our policyholders.

Current Acquisition Activity

Subsequent to the reporting date of September 30, 2013, the Company entered into a purchase agreement with Magnolia Guaranty Life Insurance Company ("MGLIC") to purchase the company in the amount of \$5.2 million. This agreement is dependent upon a due diligence review that will be completed within ninety days of the execution date of the agreement. MGLIC is a Mississippi Company that began writing business in 1992 and issues primarily industrial life policies in the state of Mississippi. The company had approximately \$8.0 million of admitted assets as of December 31, 2012.

Current Financial Highlights

Financial highlights for the three and nine month periods ended September 30, 2013, compared to the same periods in 2012 were:

Insurance premiums rose for the three and nine month periods ended September 30, 2013 to \$43.7 million and \$128.5 million in 2013 from \$43.0 million and \$123.6 million in 2012, an increase of 1.9% and 3.9% driven by increased sales and renewal premiums in our life insurance segment.

Net investment income increased 17.9% and 16.8% for the three and nine month periods ended September 30, 2013 compared to 2012. The average yield on the consolidated portfolio increased to an annualized rate of 4.10%, up from 3.74% for the same period in 2012, as prevailing interest rates rose modestly. In addition, the increase in the invested assets due to premium revenue growth contributed to the growth in investment income.



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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

Claims and surrenders expense increased 7.3% and 3.7% for the three and nine months ended September 30, 2013 compared to 2012, primarily driven by surrender benefits. Claims reported in the life segment were lower for the nine months in the current year and claims experience in the home service segment was impacted by Hurricane Isaac in 2012 and seasonal weather activity in the current year.

Changes in reserves resulted in liability increases due to the increased sales of endowment products that build up reserves at a faster pace than whole life longer-term mortality based products. Additionally, the sustained low interest rate environment also results in a higher reserve development due to the lower interest yield assumptions in the current period.

## Our Operating Segments

Our business is comprised of three operating business segments, as detailed below.

## Life Insurance

## Home Service Insurance

## Other Non-Insurance Enterprises

Our insurance operations are the primary focus of the Company, as those operations generate the majority of our income. See the discussion under Segment Operations for detailed analysis. The amount of insurance, number of policies, and average face amounts of ordinary life policies issued during the periods indicated are shown below.

	Nine Months Ended September 30, 2013			2012		
	Amount of Insurance Issued	Number of Policies Issued	Average Policy Face Amount Issued	Amount of Insurance Issued	Number of Policies Issued	Average Policy Face Amount Issued
Life	\$262,191,318	4,418	\$59,346	\$243,529,971	4,234	\$57,518
Home Service	141,523,143	20,617	6,864	151,309,545	21,895	6,911

Note: All discussions of results of operations below compare or state results for the three and nine-month periods ended September 30, 2013 compared to the three and nine-month periods ended September 30, 2012.

## Consolidated Results of Operations

A discussion of consolidated results is presented below, followed by a discussion of segment operations and financial results by segment.

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

## Revenues

Revenues are generated primarily by insurance premiums and investment income on invested assets.

	Three Months Ended September 30, 2013		Nine Months Ended September 30, 2013	
	2012	2013	2012	2013
	(In thousands)			
Revenues:				
Premiums:				
Life insurance	\$42,091	41,257	123,728	118,608
Accident and health insurance	380	414	1,135	1,244
Property insurance	1,276	1,281	3,658	3,792
Net investment income	9,570	8,114	27,224	23,303
Realized investment gains, net	30	763	143	1,107
Decrease in fair value of warrants	—	241	—	314
Other income	269	112	882	321
Total revenues	53,616	52,182	156,770	148,689
Exclude fair value adjustments of warrants	—	(241	) —	(314
Total revenues excluding fair value adjustments	\$53,616	51,941	156,770	148,375

Premium Income. Premium income derived from life, accident and health, and property insurance sales increased 1.9% and 3.9% for the three and nine months ended September 30, 2013 compared to the same periods ending September 30, 2012, primarily because of growth in the life segment as discussed under Segment Operations.

Net investment income performance is summarized as follows.

	September 30, 2013	December 31, 2012	September 30, 2012	
	(In thousands, except for %)			
Net investment income, annualized	\$36,299	31,725	31,071	
Average invested assets, at amortized cost	886,157	832,552	829,936	
Annualized yield on average invested assets	4.10	% 3.81	% 3.74	%

Yields on invested assets vary between segment operations due to different portfolio mixes within each segment.

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

Investment income from debt securities accounted for approximately 85.0% of total investment income for the nine months ended September 30, 2013. In addition, our equity securities portfolio is invested primarily in short duration bond mutual funds as these securities offer a competitive yield.

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
	(In thousands)			
Gross investment income:				
Fixed maturity securities	\$8,634	7,048	24,330	20,247
Equity securities	420	487	1,345	1,496
Mortgage loans	10	31	58	76
Policy loans	956	841	2,660	2,454
Long-term investments	60	96	170	217
Other investment income	12	19	50	76
Total investment income	10,092	8,522	28,613	24,566
Investment expenses	(522	) (408	) (1,389	) (1,263
Net investment income	\$9,570	8,114	27,224	23,303

We have reduced bond holdings of U.S. Government-sponsored enterprises, such as Federal National Mortgage Association (“FNMA”) and Federal Home Loan Mortgage Corporation (“FHLMC”), which comprised 8.9% of the total fixed maturity portfolio based on amortized cost at September 30, 2013 compared to 14.8% at December 31, 2012, due to the low yields in the current environment. We have increased our investment purchases of corporate and municipal securities over the past several quarters, focusing on utility service sectors in corporate securities. As a percent of the total, state and political subdivision holdings at September 30, 2013 increased to 61.5% and corporate holdings totaled 27.8% based upon amortized cost compared to 52.4% and 30.6% at December 31, 2012, respectively. In addition, the increase in policy loans, which represents policyholders utilizing their accumulated policy cash value, contributed to the improvement in investment income.

**Change in Fair Value of Warrants.** Prior to 2013, the Company adjusted the liability related to its outstanding warrants to purchase shares of Class A common stock at each reporting date to reflect the current fair value of the warrants computed based on the Class A common stock value calculated using the Black-Scholes option pricing model. As the Class A common stock value increased and decreased, the change in the warrant liability also would increase and decrease in inverse order. The adjustment to fair value was recorded as an increase or decrease in the fair value of the warrants in the consolidated statement of operations. The remaining warrants were the subject of a cashless exercise transaction whereby the Company issued 12,487 Class A shares on October 6, 2012. There were no warrants outstanding during 2013.

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

## Benefits and Expenses

	Three Months Ended September 30, 2013		2012		Nine Months Ended September 30, 2013		2012	
	(In thousands)							
Benefits and expenses:								
Insurance benefits paid or provided:								
Claims and surrenders	\$16,763	15,627	48,229	46,490				
Increase in future policy benefit reserves	17,398	16,901	52,253	47,793				
Policyholders' dividends	2,362	2,600	6,671	6,755				
Total insurance benefits paid or provided	36,523	35,128	107,153	101,038				
Commissions	9,940	9,769	29,427	28,164				
Other general expenses	6,163	6,055	20,204	19,013				
Capitalization of deferred policy acquisition costs	(7,067)	(7,547)	(21,101)	(20,530)				
Amortization of deferred policy acquisition costs	4,758	4,134	13,747	12,693				
Amortization of cost of customer relationships acquired	681	598	1,819	1,834				
Total benefits and expenses	\$50,998	48,137	151,249	142,212				

Claims and Surrenders. A detail of claims and surrender benefits is provided below.

	Three Months Ended September 30, 2013		2012		Nine Months Ended September 30, 2013		2012	
	(In thousands)							
Death claims	\$5,494	5,053	16,418	16,530				
Surrender benefits	6,028	5,068	16,525	14,735				
Endowments	3,927	3,812	11,515	11,445				
Property claims	613	1,017	1,582	1,880				
Accident and health benefits	117	91	284	229				
Other policy benefits	584	586	1,905	1,671				
Total claims and surrenders	\$16,763	15,627	48,229	46,490				

Increase in Future Policy Benefit Reserves. The increase in future policy benefit reserves for the three and nine months ended September 30, 2013, was influenced by higher reserves for policies issued as we continue to experience growth in new sales of endowment products, which require higher initial reserve levels than whole life products. Internationally, endowment sales have outpaced our whole life products for the past several years. We are experiencing a compounding of reserve increases as these policies build up reserves faster because of the shorter terms when compared to whole life products that build reserves over the expected mortality period.

Policyholder Dividends. The majority of our international policies are participating, and the dividends are factored into the premium rates charged.

Commissions. Commission expense is directly related to new and renewal insurance premium fluctuations and production levels by agents and associates. Commission expense for the three and nine months ended September 30, 2013 increased due to higher premiums in the life segment compared to premium levels for the same periods ended

September 30, 2012.

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

**Capitalized and Amortized Deferred Policy Acquisition Costs.** Costs capitalized under current accounting guidance include certain commissions, policy issuance costs, and underwriting and agency expenses that relate to successful sales efforts for insurance contracts. The decrease for the three months ended September 30, 2013, compared to the same period in 2012 was the result of a decrease in first year premium production in the current year, which decreased capitalized amounts. Total premium revenue increased for the nine months ended of 2013, and was primarily related to the increase in renewal premiums compared to the prior year. Commissions paid on renewal premiums are significantly lower than those paid on first year business.

Amortization for the nine months ended September 30, 2013, increased approximately \$1.0 million compared to the same period in 2012. The increase was primarily driven by the life segment as CICA experienced lower persistency in 2013 compared to 2012. Amortization of deferred policy acquisition costs is impacted by persistency and may fluctuate from year to year.

**Other General Expenses.** Expenses rose for the three and nine months ended September 30, 2013, compared to the same period in 2012 as overall expenses increased because of higher employee health claims of approximately \$0.5 million, as we are self-insured, and costs for temporary employees assisting on operations projects totaling \$0.1 million, and the Road Home settlement of \$0.2 million.

**Federal Income Tax.** The effective tax rate for the three and nine month periods ended September 30, 2013, were 30.3% and 27.8% versus 28.0% and 25.5% in 2012, respectively. Differences between our effective tax rate and the statutory tax rate result from income and expense items that are treated differently for financial reporting and tax purposes. See Note 8 - Income Taxes in the consolidated financial statements for further discussion.

## Segment Operations

The Company has three reportable segments: Life Insurance, Home Service Insurance and Other Non-Insurance Enterprises. These segments are reported in accordance with U.S. GAAP. The Company evaluates profit and loss performance of its segments based on net income or loss before income taxes.

	Three Months Ended		Nine Months Ended	
	September 30, 2013	2012	September 30, 2013	2012
	(In thousands)			
Life Insurance	\$1,165	2,355	2,008	1,492
Home Service Insurance	1,274	1,566	4,395	5,804
Other Non-Insurance Enterprises	179	124	(882)	(819)
Total	\$2,618	4,045	5,521	6,477

## Life Insurance

Our Life Insurance segment issues ordinary whole life insurance domestically and U.S. Dollar-denominated ordinary whole-life policies to foreign residents. These contracts are designed to provide a fixed amount of insurance coverage over the life of the insured. Additionally, the Company issues endowment contracts, which are principally accumulation contracts that incorporate an element of life insurance protection. For the majority of our business, we retain only the first \$100,000 of risk on any one life. We operate this segment through CICA and CNLIC insurance subsidiaries.



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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

International Sales

We focus our sales of U.S. Dollar-denominated ordinary whole life insurance and endowment policies to high net worth, high income residents in Latin America and the Pacific Rim. We have successfully participated in the foreign marketplace since 1975, and we continue to seek opportunities for expansion of our foreign operations. We believe positive attributes of our international insurance business include:

- larger face amount policies typically issued when compared to our U.S. operations, which results in lower underwriting and administrative costs per unit of coverage;
- premiums typically paid annually rather than monthly or quarterly, which reduces our administrative expenses, accelerates cash flow and results in lower policy lapse rates than premiums with more frequently scheduled payments; and
- comparable persistency levels and mortality rates as experienced with U.S. policies.

International Products

We offer several ordinary whole life insurance and endowment products designed to meet the needs of our non-U.S. policyowners. These policies have been structured to provide:

- U.S. Dollar-denominated cash values that accumulate, beginning in the first policy year, to a policyholder during his or her lifetime;
- premium rates that are competitive with or better than most foreign local companies;
- a hedge against local currency inflation;
- protection against devaluation of foreign currency;
- capital investment in the United States' more secure economic environment; and
- lifetime income guarantees for an insured or for surviving beneficiaries.

Our international products have living benefit features. Every policy contains guaranteed cash values and most are participating (i.e., provides for cash dividends as apportioned by the board of directors). Once a policyowner pays the annual premium and the policy is issued, we immediately pay the owner a cash dividend as well as an annual guaranteed endowment, if elected. The policyowner has several options with regard to the dividend and annual guaranteed endowments, including the right to assign policy values to our stock investment plan, registered under the Securities Act of 1933 (the "Securities Act") and administered in the United States by our unaffiliated transfer agent.



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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

The following table sets forth, by country, our direct premiums from our international life insurance business for the periods indicated.

Country	Three Months Ended		Nine Months Ended	
	September 30, 2013	2012	September 30, 2013	2012
	(In thousands)			
Venezuela	\$6,590	6,059	20,363	17,570
Colombia	6,291	5,847	17,908	17,062
Taiwan	3,182	3,402	10,771	10,753
Ecuador	3,607	3,482	10,812	10,305
Argentina	2,464	2,738	6,654	6,950
Other Non-U.S.	8,898	8,365	24,381	22,490
Total	\$31,032	29,893	90,889	85,130

We continue to report strong first year and renewal premiums in our top producing countries as noted above. Our international business and premium collections could be impacted by future changes relative to laws, regulations or economic events in the countries from which we accept applications. In particular, there are recent law changes in Colombia that may impede the activities of our independent consultants. See "Item 1A. Risk Factors" for additional information.

## Domestic Sales

In the Midwest and the southern United States, we seek to serve middle income households through the sale of cash accumulation ordinary whole life insurance products. The majority of our inforce business results from blocks of business of insurance companies we have acquired over the past fifteen years.

## Domestic Products

Our domestic life insurance products focus primarily on living needs and provide benefits focused toward accumulating money for living benefits while providing a modest death benefit for the policyowner. The features of our domestic life insurance products include:

- cash accumulation/living benefits;
- tax-deferred annuity interest earnings;
- guaranteed lifetime income or monthly income options for the policyowner or surviving family members;
- accidental death benefit coverage options; and
- an option to waive premium payments in the event of disability.

Our life insurance products are principally designed to address the insured's concern about outliving his or her monthly income, while at the same time providing death benefits. The primary purpose of our product portfolio is to help the insured create capital for needs such as retirement income, children's higher education funds, business opportunities, emergencies and extraordinary health care needs.



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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

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The following table sets forth our direct premiums by state for the periods indicated.

State	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)			
Texas	\$703	1,200	2,041	3,554
Indiana	401	410	1,099	1,218
Missouri	127	138	412	489
Kentucky	108	121	350	381
Louisiana	(39	) 181	216	400
Other States	172	1,040	1,573	2,726
Total	\$1,472	3,090	5,691	8,768

A number of domestic life insurance companies we acquired had blocks of accident and health insurance policies, which we did not consider to be a core part of our business. We have ceded this business to Puritan Life Insurance Company ("Puritan"), an unaffiliated insurance company under a coinsurance agreement, under which it assumes substantially all of our accident and health policies. The premium amounts ceded under the coinsurance agreement for the nine months ended September 30, 2013 and 2012 were \$37,000 and \$2.9 million, respectively. The coinsurance agreement allows for full assumption by Puritan of this business upon approval by state insurance authorities. The decrease in premiums for the nine months ended September 30, 2013 was due to the fact that Puritan received state approval in Texas and several other states and intends to complete full assumption in 2013.

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

The results of operations for the life insurance segment for the periods indicated are as follows.

	Three Months Ended September 30, 2013		Nine Months Ended September 30, 2013	
	2012	2012	2012	2012
	(In thousands)			
Revenue:				
Premiums	\$32,800	31,876	95,767	90,646
Net investment income	5,924	4,538	16,412	12,949
Realized investment gains, net	23	720	104	909
Other income	261	56	675	188
Total revenue	39,008	37,190	112,958	104,692
Benefits and expenses:				
Insurance benefits paid or provided:				
Claims and surrenders	11,249	10,213	32,016	30,912
Increase in future policy benefit reserves	16,756	16,058	49,845	45,477
Policyholders' dividends	2,343	2,395	6,618	6,525
Total insurance benefits paid or provided	30,348	28,666	88,479	82,914
Commissions	6,282	6,115	18,558	17,127
Other general expenses	2,780	2,622	8,560	7,953
Capitalization of deferred policy acquisition costs	(5,685)	(6,090)	(16,941)	(16,109)
Amortization of deferred policy acquisition costs	3,947	3,358	11,802	10,758
Amortization of cost of customer relationships acquired	171	164	492	557
Total benefits and expenses	37,843	34,835	110,950	103,200
Income before income tax expense	\$1,165	2,355	2,008	1,492

Premiums. Premium revenues increased for the three and nine month periods ended September 30, 2013, compared to the same periods in 2012. Growth in renewal business was 4.5% and 5.1% for the three and nine periods. First year premium revenues decreased 5.9% primarily due to lower new business from Venezuela and Colombia and increased 8.8% for the three and nine months ended September 30, 2013, driven by sales internationally with endowment to age sixty-five and the twenty-year endowment products continuing to be the top performers in the current year.

Life insurance premium breakout is detailed below.

	Three Months Ended September 30, 2013		Nine Months Ended September 30, 2013	
	2012	2012	2012	2012
	(In thousands)			
Premiums:				
First year	\$4,703	4,997	13,736	12,629
Renewal	28,097	26,879	82,031	78,017
Total premiums	\$32,800	31,876	95,767	90,646

The first year premium decrease in the three months ended September 30, 2013 compared to 2012 was driven by a decline of approximately \$0.5 million from Venezuela and Colombia but was offset by increased new business from Brazil, Dominican Republic, Uruguay, Paraguay and Honduras totaling \$0.2 million. We experience some variation

relative to timing of collections

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

as all premiums are paid to us in U.S. dollars by foreign clients who may be exposed to currency fluctuations and conversion controls in their countries.

Net Investment Income. Net investment income increased as the impact of the sustained low interest rate environment has leveled and yields are beginning to rise modestly.

	Nine Months Ended September 30, 2013	Year Ended December 31, 2012	Nine Months Ended September 30, 2012		
	(In thousands, except for %)				
Net investment income, annualized	\$21,883	17,828	17,265		
Average invested assets, at amortized cost	\$541,937	494,289	489,730		
Annualized yield on average invested assets	4.04	% 3.61	% 3.53		%

Realized investment gains, net. Realized gains in the current year are related primarily to fixed maturity issuer bond calls. Realized gains for the three and nine months ended 2012, relate primarily to the sale of one stock mutual fund holding that had been previously impaired.

Claims and Surrenders. These amounts fluctuate from period to period but were within anticipated ranges based upon management's expectations.

	Three Months Ended September 30, 2013		Nine Months Ended September 30, 2013	
	2012	2012	2012	2012
	(In thousands)			
Death claims	\$1,587	1,466	4,301	5,232
Surrender benefits	5,180	4,403	14,447	12,746
Endowment benefits	3,923	3,806	11,502	11,426
Accident and health benefits	82	74	192	180
Other policy benefits	477	464	1,574	1,328
Total claims and surrenders	\$11,249	10,213	32,016	30,912

Death claims expense was higher for the three months and lower for the nine months ended September 30, 2013 due to normal fluctuations in reported claims. Mortality experience is closely monitored by the Company as a key performance indicator and these amounts were within expected levels.

The majority of policy surrender benefits paid is attributable to our international business and was related to policies that have been in force over twenty years, where surrender charges are no longer applicable.

Endowment benefit expense primarily results from the election by policyholders of a product feature providing an annual guaranteed benefit. This is a fixed benefit over the life of the contract, thus this expense will increase with new sales and improved persistency.

Other policy benefits resulted primarily from interest paid on premium deposits and policy benefit accumulations and increased as these policy liabilities also increased.

Increase in Future Policy Benefit Reserves. Policy benefit reserves increased for the three and nine months ended September 30, 2013 compared to the same period in 2012, from the effect of the current low interest rate environment on reserve development for policies issued and because we continue to experience growth in new sales of endowment products, which require higher initial reserve levels than whole life products. Endowment sales have become more popular with our international clients in the past few years, representing approximately 79% and 80% of total new first

year premium in the nine months ended September 30, 2013 and 2012, respectively.

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

Commissions. Commission expense increased for the three and nine months ended September 30, 2013, compared to the same periods in 2012. This expense fluctuates directly with new premium revenues, which were higher for the periods in 2013 compared to 2012. Commission rates paid to associates are higher on first year premium sales, which were up as noted above for the nine months ended September 30, 2013, compared to 2012. Renewal premiums for the three and nine months, for which we pay commissions at lower rates, also rose.

Other General Expenses. The expenses are allocated by segment, based upon an annual expense study performed by the Company, and were up for the three and nine months ended September 30, 2013, compared to the same period in 2012 as overall expenses increased related to employee health claims, as we are self-insured, and costs for temporary employees assisting on operations projects.

Capitalization of Deferred Policy Acquisition Costs ("DAC"). Capitalized costs decreased for the three months and increased for nine months ended September 30, 2013, due primarily to variances in first year premiums and renewal commissions paid compared to 2012 as discussed above. DAC capitalization is directly correlated to fluctuations in first year commissions.

Amortization of Deferred Policy Acquisition Costs. Amortization for 2013 increased and is impacted by overall persistency related to this segment. As previously noted, persistency is monitored closely by the Company and was within expectations.

## Home Service Insurance

We operate in the Home Service market through our subsidiaries Security Plan Life Insurance Company ("SPLIC") and Security Plan Fire Insurance Company ("SPFIC"), and focus on the life insurance needs of the middle and lower income markets, primarily in Louisiana, Mississippi and Arkansas. Our policies are sold and serviced through a home service marketing distribution system of employee-agents who work full time on a route system and through funeral homes that sell policies, collect premiums and service policyholders.

The following table sets forth our direct premiums by state for the periods indicated.

State	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)			
Louisiana	\$10,463	10,514	31,319	31,326
Arkansas	419	481	1,280	1,446
Mississippi	126	116	366	337
Other States	228	231	665	695
Total	\$11,236	11,342	33,630	33,804

## Home Service Insurance Products

Our home service insurance products consist primarily of small face amount ordinary whole life and pre-need policies, which are designed to fund final expenses for the insured, primarily consisting of funeral and burial costs. To a much lesser extent, our home service insurance segment sells limited-liability, named-peril property policies covering



dwellings and contents. We provide \$30,000 maximum coverage on any one dwelling and contents, while content only coverage and dwelling only coverage is limited to \$20,000, respectively.

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

We provide final expense ordinary life insurance and annuity products primarily to middle and lower income individuals primarily in Louisiana, Mississippi and Arkansas. New products were approved for sale in Mississippi in 2012 and we expect to increase sales as we expand our marketing force in this state. The new potential acquisition of Magnolia Life Insurance Company which is currently in the due diligence process will also enhance our Mississippi pre-need focus. This acquisition target company has reported approximately \$2.1 million in annual premium revenue based upon the company's 2012 statutory accounting.

The results of operations for the home service insurance segment for the periods indicated are as follows.

	Three Months Ended		Nine Months Ended	
	September 30, 2013	2012	September 30, 2013	2012
	(In thousands)			
Revenue:				
Premiums	\$10,947	11,076	32,754	32,998
Net investment income	3,309	3,273	9,830	9,503
Realized investment gains, net	2	43	33	170
Other income	(7	) 5	129	17
Total revenue	14,251	14,397	42,746	42,688
Benefits and expenses:				
Insurance benefits paid or provided:				
Claims and surrenders	5,514	5,414	16,213	15,578
Increase in future policy benefit reserves	642	843	2,408	2,316
Policyholders' dividends	19	205	53	230
Total insurance benefits paid or provided	6,175	6,462	18,674	18,124
Commissions	3,658	3,654	10,869	11,037
Other general expenses	3,205	2,962	9,696	8,932
Capitalization of deferred policy acquisition costs	(1,382	) (1,457	) (4,160	) (4,421
Amortization of deferred policy acquisition costs	811	776	1,945	1,935
Amortization of cost of customer relationships acquired	510	434	1,327	1,277
Total benefits and expenses	12,977	12,831	38,351	36,884
Income before income tax expense	\$1,274	1,566	4,395	5,804

Premiums. Premiums were down slightly for the three and nine month periods ended September 30, 2013, as new business for this segment was offset by higher lapses in the current year compared to the same period in 2012.

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

Net Investment Income. Net investment income for our home service insurance segment was as follows.

	Nine Months Ended September 30, 2013	Year Ended December 31, 2012	Nine Months Ended September 30, 2012	
	(In thousands, except for %)			
Net investment income, annualized	\$ 13,107	12,724	12,671	
Average invested assets, at amortized cost	293,071	291,229	293,374	
Annualized yield on average invested assets	4.47	% 4.37	% 4.32	%

Realized Investment Gains, Net. Net realized gains for the three and nine months ended September 30, 2013 and 2012, were due to calls of debt securities.

Claims and Surrenders. Claims and surrenders increased for the three and nine months ended September 30, 2013, compared to the same periods in 2012, as reported claims levels fluctuated compared to the prior year, but were within expected ranges.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)			
Death claims	\$ 3,907	3,587	12,117	11,298
Surrender benefits	848	665	2,078	1,989
Endowment benefits	4	6	13	19
Property claims	613	1,017	1,582	1,880
Accident and health benefits	35	17	92	49
Other policy benefits	107	122	331	343
Total claims and surrenders	\$ 5,514	5,414	16,213	15,578

Death claims expense increased for the three and nine months in 2013, largely due to higher reported deaths in the three months ended of 2013 and the release of \$0.5 million of incurred but unreported death claims liability by the Company during the nine months ended 2012. Mortality experience is closely monitored by the Company as a key performance indicator and amounts were within expected levels.

Property claims decreased 39.7% and 15.9% for the three and nine months ended September 30, 2013 compared to 2012. For the three and nine months ended September 30, 2012, the Company recorded \$0.5 million of claims expense related to Hurricane Isaac. We experienced some increased claims reported during the three and nine months ended in 2013 related to seasonal weather events.

Increase in Future Policy Benefit Reserves. The decrease in future policy benefit reserves for the three months ended September 30, 2013 is due to higher lapses, in addition the nine months ended for 2012 reflects approximately \$0.2 million decrease in reserves recorded related to ungrouping of certain plans for reserve modeling assumptions.

Commissions. Commission expense fluctuates based upon sales and premium volume and was within expected ranges in 2013 compared to 2012 based upon premium levels reported.

Other General Expenses. The expenses are allocated by segment based upon an annual expense study performed by the Company and increased between 2013 and 2012, as overall consolidated expenses increased related to employee

health claims, as we are self-insured, and employee costs related to temporary employees assisting on operations projects.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

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Capitalization of Deferred Policy Acquisition Costs ("DAC"). Capitalized costs decreased for the three and nine months ended September 30, 2013, as commissions expense varied during the periods related to premiums received. DAC capitalization is directly correlated to fluctuations in new business and commissions.

Amortization of Deferred Policy Acquisition Costs. Amortization for the three and nine months ended in the current year increased due to lower persistency which resulted in higher amortization compared to the prior year. A change was made in 2012 relative to ungrouping certain plans for developing actuarial derived values which had an impact of increasing amortization for the nine months ended by \$0.4 million.

Other Non-Insurance Enterprises

This segment represents the administrative support entities to the insurance operations whose revenues are primarily intercompany and have been eliminated in consolidation under GAAP, which typically results in a segment loss.

Investments

The administration of our investment portfolios is handled by our management, pursuant to board-approved investment guidelines, with all trading activity approved by a committee of the respective boards of directors of our insurance company subsidiaries. The guidelines used require that fixed maturities, both government and corporate, are investment grade and comprise a majority of the investment portfolio. State insurance statutes prescribe the quality and percentage of the various types of investments that may be made by insurance companies and generally permit investment in qualified state, municipal, federal and foreign government obligations, high quality corporate bonds, preferred and common stock, mortgage loans and real estate within certain specified percentages. The assets are intended to mature in accordance with the average maturity of the insurance products and to provide the cash flow for our insurance company subsidiaries to meet their respective policyholder obligations.

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

The following table shows the carrying value of our investments by investment category and cash and cash equivalents, and the percentage of each to total invested cash, cash equivalents and investments.

	September 30, 2013		December 31, 2012	
	Carrying Value (In thousands)	% of Total Carrying Value	Carrying Value (In thousands)	% of Total Carrying Value
Marketable securities:				
U.S. Treasury and U.S. Government-sponsored enterprises	\$86,019	8.8	\$128,156	13.4
States and political subdivisions	495,608	50.9	407,896	42.6
Corporate	236,515	24.3	248,747	26.0
Mortgage-backed <sup>(1)</sup>	4,445	0.4	6,588	0.7
Foreign governments	131	—	141	—
Short-term investments	—	—	2,340	0.2
Total marketable securities	822,718	84.4	793,868	82.9
Cash and cash equivalents	41,687	4.3	56,299	5.9
Other investments:				
Policy loans	47,359	4.9	42,993	4.5
Equity securities	53,067	5.4	53,741	5.6
Mortgage loans	680	0.1	1,509	0.2
Real estate	8,477	0.9	8,496	0.9
Other long-term investments	56	—	57	—
Total cash, cash equivalents and investments	\$974,044	100.0	\$956,963	100.0

<sup>(1)</sup> Includes \$4.1 million and \$6.1 million of U.S. Government-sponsored enterprises at September 30, 2013, and December 31, 2012, respectively.

The Company increased holdings in investment grade municipal securities during the nine months of 2013 while reducing holdings in U.S. Treasury and U.S. Government-sponsored enterprises due to the very low yield environment. Cash and cash equivalents decreased as of September 30, 2013 due to timing of cash inflows and investment into marketable securities. Mortgage loans decreased for the nine months ended September 30, 2013, because one loan totaling approximately \$0.7 million was paid off.

The held-to-maturity portfolio as of September 30, 2013, represented 27.1% of the total fixed maturity securities owned based upon carrying values, with the remaining 72.9% classified as available-for-sale. Held-to-maturity securities are reported in the financial statements at amortized cost and available-for-sale securities are reported at fair value.

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

The following table sets forth the distribution of the credit ratings of our portfolio of fixed maturity securities by carrying value as of September 30, 2013 and December 31, 2012.

	September 30, 2013		December 31, 2012	
	Carrying Value (In thousands)	% of Total Carrying Value	Carrying Value (In thousands)	% of Total Carrying Value
AAA	\$66,828	8.1	\$60,752	7.7
AA	363,725	44.2	375,926	47.5
A	244,181	29.7	199,302	25.2
BBB	126,596	15.4	134,119	16.9
BB and other	21,388	2.6	21,429	2.7
Totals	\$822,718	100.0	\$791,528	100.0

During the nine months ended of 2013, the Company made new investments primarily in A rated state municipals and corporate bonds, primarily public utility issues.

Credit ratings reported for the periods indicated are assigned by a Nationally Recognized Statistical Rating Organization (“NRSRO”) such as Moody’s Investors Service, Standard & Poor’s or Fitch Ratings. A credit rating assigned by an NRSRO is a quality based rating, with AAA representing the highest quality and D the lowest, with BBB and above being considered investment grade. In addition, the Company may use credit ratings of the National Association of Insurance Commissioners (“NAIC”) Securities Valuation Office (“SVO”) as assigned, if there is no NRSRO rating. Securities rated by the SVO are grouped in the equivalent NRSRO category as stated by the SVO and securities that are not rated by an NRSRO are included in the “other” category.

The Company has no direct sovereign European debt exposure as of September 30, 2013. We do have indirect exposure in one bond mutual fund holding, but the amount is deemed immaterial to the current investment holdings and consolidated financials.

As of September 30, 2013, the Company held municipal securities that include third party guarantees. Detailed below is a presentation by NRSRO rating of our municipal holdings by funding type.

## Municipals shown including third party guarantees

September 30, 2013

	General Obligation		Special Revenue		Other		Total		% Based on Amortized Cost
	Fair Value (In thousands)	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	
AAA	\$37,194	36,092	14,816	14,603	—	—	52,010	50,695	10.2
AA	93,528	94,557	153,359	151,936	11,544	11,398	258,431	257,891	51.9
A	35,464	37,651	117,066	120,168	7,935	8,327	160,465	166,146	33.4
BBB	1,709	1,773	13,578	13,873	796	824	16,083	16,470	3.3
BB and other	—	—	5,673	6,175	—	—	5,673	6,175	1.2
Total	\$167,895	170,073	304,492	306,755	20,275	20,549	492,662	497,377	100.0





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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

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## Municipals shown excluding third party guarantees

September 30, 2013

	General Obligation		Special Revenue		Other	Total		% Based on	
	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Amortized Cost
	(In thousands)								
AAA	\$12,558	12,589	560	547	—	—	13,118	13,136	2.6
AA	98,338	98,278	110,621	109,873	11,544	11,398	220,503	219,549	44.2
A	53,015	55,125	158,928	161,193	7,935	8,327	219,878	224,645	45.2
BBB	3,984	4,081	28,710	28,967	796	824	33,490	33,872	6.8
BB and other	—	—	5,673	6,175	—	—	5,673	6,175	1.2
Total	\$167,895	170,073	304,492	306,755	20,275	20,549	492,662	497,377	100.0

The Company held investments in special revenue bonds that had a greater than 10% exposure based upon activity as of September 30, 2013, as noted in the table below.

	Fair Value	Amortized Cost	% of Total Fair Value
	(In thousands)		
Utilities	\$111,970	112,943	22.7

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

The tables below represent the Company's exposure of municipal holdings in Louisiana and Texas, which exceed 10% of the total municipal portfolio as of September 30, 2013.

	September 30, 2013							
	General Obligation		Special Revenue		Other		Total	
	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost
(In thousands)								
Louisiana securities including third party guarantees								
AA	\$8,198	7,783	21,249	20,939	—	—	29,447	28,722
A	5,966	6,199	18,279	18,044	1,011	1,040	25,256	25,283
BBB	1,709	1,773	—	—	—	—	1,709	1,773
BB and other	—	—	4,633	5,186	—	—	4,633	5,186
Total	\$15,873	15,755	44,161	44,169	1,011	1,040	61,045	60,964
Louisiana securities excluding third party guarantees								
AA	\$8,198	7,783	15,143	15,008	—	—	23,341	22,791
A	5,966	6,199	18,260	17,944	1,011	1,040	25,237	25,183
BBB	1,709	1,773	6,125	6,031	—	—	7,834	7,804
BB and other	—	—	4,633	5,186	—	—	4,633	5,186
Total	\$15,873	15,755	44,161	44,169	1,011	1,040	61,045	60,964
Texas securities including third party guarantees								
AAA	\$32,579	31,589	8,564	8,429	—	—	41,143	40,018
AA	21,202	21,768	14,752	14,705	—	—	35,954	36,473
A	1,243	1,273	14,770	14,740	—	—	16,013	16,013
BBB	—	—	10,099	10,263	—	—	10,099	10,263
BB and other	—	—	—	—	—	—	—	—
Total	\$55,024	54,630	48,185	48,137	—	—	103,209	102,767
Texas securities excluding third party guarantees								
AAA	\$8,505	8,602	560	548	—	—	9,065	9,150
AA	41,861	41,242	18,774	18,579	—	—	60,635	59,821
A	4,658	4,786	18,752	18,747	—	—	23,410	23,533
BBB	—	—	10,099	10,263	—	—	10,099	10,263
BB and other	—	—	—	—	—	—	—	—
Total	\$55,024	54,630	48,185	48,137	—	—	103,209	102,767

The Company invests in municipal securities of issuers in the state of Louisiana and receives a credit that reduces its premium tax liability in that state. At September 30, 2013, total holdings of municipal securities in Louisiana

represented 12.4% of all municipal holdings based upon fair value. The Company also holds 20.9% of its municipal holdings in Texas issuers. There were no other states or individual issuer holdings that represented or exceeded 10% of the total municipal portfolio as of September 30, 2013.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

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Valuation of Investments

We evaluate the carrying value of our fixed maturity and equity securities at least quarterly. The Company monitors all debt and equity securities on an on-going basis relative to changes in credit ratings, market prices, earnings trends and financial performance, in addition to specific region or industry reviews. The assessment of whether impairments have occurred is based on a case-by-case evaluation of underlying reasons for the decline in fair value. The Company determines other-than-temporary impairment by reviewing all relevant evidence related to the specific security issuer as well as the Company's intent to sell the security, or if it is more likely than not that the Company would be required to sell a security before recovery of its amortized cost.

When an other-than-temporary impairment has occurred, the amount of the other-than-temporary impairment recognized in earnings depends on whether the Company intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis. If the Company intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis, the other-than-temporary impairment is recognized in earnings equal to the entire difference between the investment's cost and its fair value at the balance sheet date. If the Company does not intend to sell the security and it is not more likely than not that the Company will be required to sell the security before recovery of its amortized cost basis, the other-than-temporary impairment is separated into the following: a) the amount representing the credit loss; and b) the amount related to all other factors. The amount of the total other-than-temporary impairment related to the credit loss is recognized in earnings. The amount of the total other-than-temporary impairment related to other factors is recognized in other comprehensive income, net of applicable taxes. The previous amortized cost basis less the other-than-temporary impairment recognized in earnings becomes the new amortized cost basis of the investment. The new amortized cost basis is not adjusted for subsequent recoveries in fair value.

The Company did not recognize any other-than-temporary impairments for the three and nine months ended September 30, 2013 or 2012.

Liquidity and Capital Resources

Liquidity refers to a company's ability to generate sufficient cash flows to meet the needs of its operations. Liquidity is managed on insurance operations and seeks to ensure stable and reliable sources of cash flows to meet obligations provided by a variety of sources.

Liquidity requirements of the Company are met primarily by funds provided from operations. Premium deposits and revenues, investment income and investment maturities are the primary sources of funds, while investment purchases, policy benefits, and operating expenses are the primary uses of funds. We historically have not had to liquidate investments relative to our insurance operations to provide cash flow and did not do so during the first nine months of 2013. Our investments as of September 30, 2013, consist of 64.3% of marketable debt securities classified as available-for-sale that could be readily converted to cash for liquidity needs.

A primary liquidity concern is the risk of an extraordinary level of early policyholder withdrawals. We include provisions within our insurance policies, such as surrender charges, that help limit and discourage early withdrawals. Since these contractual withdrawals, as well as the level of surrenders experienced, were largely consistent with our assumptions in asset liability management, our associated cash outflows have, to date, not had an adverse impact on our overall liquidity. Individual life insurance policies are less susceptible to withdrawal than annuity reserves and deposit liabilities because policyholders may incur surrender charges and undergo a new

underwriting process in order to obtain a new insurance policy. Cash flow projections and cash flow tests under various market interest rate scenarios are also performed annually to assist in evaluating liquidity needs and adequacy. We currently anticipate that available liquidity sources and future cash flows will be adequate to meet our needs for funds.

Cash flows from our insurance operations have been sufficient to meet current needs. Cash flows from operating activities were \$54.3 million and \$47.6 million for the nine months ended September 30, 2013 and 2012, respectively. We have traditionally also had significant cash flows from both scheduled and unscheduled investment security maturities, redemptions, and prepayments. These cash flows, for the most part, are reinvested in fixed income securities. Net cash outflows from investing

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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

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activities totaled \$69.9 million for the nine months ended September 30, 2013 compared to net cash inflows of \$43.6 million for the nine months ended September 30, 2012. The investing activities fluctuate from period to period due to timing of securities activities such as calls and maturities and reinvestment of those funds.

The NAIC has established minimum capital requirements in the form of Risk-Based Capital ("RBC"). RBC factors the type of business written by an insurance company, the quality of its assets, and various other aspects of an insurance company's business to develop a minimum level of capital called "authorized control level risk-based capital" and compares this level to adjusted statutory capital that includes capital and surplus as reported under statutory accounting principles, plus certain investment reserves. Should the ratio of adjusted statutory capital to control level RBC fall below 200%, a series of remedial actions by the affected company would be required.

All insurance subsidiaries were above the RBC minimums at December 31, 2012. The ratios of adjusted statutory capital to control level RBC are shown below.

	December 31, 2012	
CICA	551	%
CNLIC	2,380	%
SPFIC	421	%
SPLIC	1,282	%

**Contractual Obligations and Off-balance Sheet Arrangements**

There have been no material changes in contractual obligations from those reported in the Company's Form 10-K for the year ended December 31, 2012. The Company does not have off-balance sheet arrangements at September 30, 2013, and does not expect any future effects on the Company's financial condition related to any such arrangements. We do not utilize special purpose entities as investment vehicles, nor are there any such entities in which we have an investment that engage in speculative activities of any nature, and we do not use such investments to hedge our investment positions.

**Parent Company Liquidity and Capital Resources**

Citizens is a holding company and has had minimal operations of its own. Its assets consist primarily of the capital stock of its subsidiaries, cash, fixed income securities, mutual funds and investment real estate. Accordingly, Citizens' cash flows depend upon the availability of statutorily permissible payments, primarily payments under management agreements from its two primary life insurance subsidiaries, CICA and SPLIC. The ability to make payments is limited by applicable laws and regulations of Colorado, CICA's state of domicile, and Louisiana, SPLIC's state of domicile, which subject insurance operations to significant regulatory restriction. These laws and regulations require, among other things, that these insurance subsidiaries maintain minimum solvency requirements and limit the amount of dividends these subsidiaries can pay to the holding company. Citizens historically has not relied upon dividends from subsidiaries for its cash flow needs. However, CICA and SPLIC do dividend available funds from time to time in relation to new acquisition target strategies.



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## CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

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## Critical Accounting Policies

We have prepared a current assessment of our critical accounting policies and estimates in connection with preparing our interim unaudited consolidated financial statements as of and for the three and nine months ended September 30, 2013 and 2012. We believe that the accounting policies set forth in the Notes to our Consolidated Financial Statements and "Critical Accounting Policies and Estimates" in the Management's Discussion and Analysis of Consolidated Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2012 continue to describe the significant judgments and estimates used in the preparation of our consolidated financial statements except as specifically noted below.

## Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

## General

The nature of our business exposes us to market risk relative to our invested assets and policy liabilities. Market risk is the risk of loss that may occur when changes in interest rates and public equity prices adversely affect the value of our invested assets. Interest rate risk is our primary market risk exposure. Substantial and sustained increases and decreases in market interest rates can affect the fair value of our investments. The fair value of our fixed maturity portfolio generally increases when interest rates decrease and decreases when interest rates increase. For additional information regarding market risks to which we are subject, see "Item 1 Financial Statements - Note 5. Investments - Valuation of Investments in Fixed Maturity and Equity Securities" above.

The following table summarizes net unrealized gains and losses as of the dates indicated.

	September 30, 2013		Net Unrealized Gains (Losses)	December 31, 2012		Net Unrealized Gains (Losses)
	Amortized Cost	Fair Value		Amortized Cost	Fair Value	
	(In thousands)					
Fixed maturities, available-for-sale	\$585,127	599,379	14,252	559,736	604,520	44,784
Fixed maturities, held-to-maturity	223,339	221,115	(2,224)	) 187,008	193,739	6,731
Total fixed maturities	\$808,466	820,494	12,028	746,744	798,259	51,515
Total equity securities	\$52,392	53,067	675	52,744	53,741	997

## Market Risk Related to Interest Rates

Our exposure to interest rate changes results from our significant holdings of fixed maturity investments, which comprised 88.2% of our investment portfolio based on carrying value as of September 30, 2013. These investments are mainly exposed to changes in U.S. Treasury rates. Our fixed maturities investments include U.S. Government-sponsored enterprises, U.S. Government bonds, securities issued by government agencies, municipal bonds and corporate bonds.

To manage interest rate risk, we perform periodic projections of asset and liability cash flows to evaluate the potential sensitivity of our investments and liabilities. We assess interest rate sensitivity annually with respect to our



available-for-sale fixed maturities investments using hypothetical test scenarios that assume either upward or downward shifts in the prevailing interest rates. The changes in fair values of our debt and equity securities as of September 30, 2013, were within the expected range of this analysis.

Changes in interest rates typically have a sizable effect on the fair values of our debt and equity securities. The interest rate of the ten-year U.S. Treasury bond increased to 2.6% during the quarter ended September 30, 2013, from 1.8% at December 31, 2012. Net unrealized gains on fixed maturity securities totaled \$12.0 million at September 30, 2013, compared to \$51.5 million at December 31, 2012.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

The fixed maturity portfolio is exposed to call risk, as a significant portion of the current bond holdings are callable. A decreasing interest rate environment can result in increased call activity as experienced over the past several years, and an increasing rate environment will likely result in securities being paid at their stated maturity.

There are no fixed maturities or other investments classified as trading instruments. Approximately 73.1% of fixed maturities were held in available-for-sale and 26.9% in held-to-maturity based upon fair value at September 30, 2013. At September 30, 2013, and December 31, 2012, we had no investments in derivative instruments, nor did we have any subprime or collateralized debt obligation risk.

Market Risk Related to Equity Prices

Changes in the level or volatility of equity prices affect the value of equity securities we hold as investments. Our equity investments portfolio represented 5.7% of our total investments at September 30, 2013, with 98.6% invested in diversified equity and bond mutual funds. We believe that significant decreases in the equity markets would not have a material adverse impact on our total investment portfolio.

Item 4. CONTROLS AND PROCEDURES

We have established disclosure controls and procedures to ensure, among other things, that material information relating to our Company, including its consolidated subsidiaries, is made known to our officers who certify our financial reports and to the other members of our senior management and the Board of Directors.

Our Chief Executive Officer, Vice Chairman and Chief Financial Officer are responsible for establishing and maintaining our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based upon an evaluation at the end of the period, the Chief Executive Officer, Vice Chairman and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report.

During the three months ended September 30, 2013, there were no changes in the Company's internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting (as defined in rules 13a-15(f) and 15d-15(f) under the Exchange Act).

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

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PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

We are a defendant in a lawsuit filed on August 6, 1999, in the Texas District Court, Austin, Texas, now styled Delia Bolanos Andrade, et al., Plaintiffs, v. Citizens Insurance Company of America, et al., Defendants in which a class was originally certified by the trial court and reversed by the Texas Supreme Court in 2007 with an order to the trial court to conduct further proceedings consistent with its ruling. The underlying lawsuit alleged that certain life insurance policies CICA made available to non-U.S. residents, when combined with a policy feature that allowed certain cash benefits to be assigned to two non-U.S. trusts for the purpose of accumulating ownership of our Class A common stock, along with allowing the policyholders to make additional contributions to the trusts, were actually offers and sales of securities that occurred in Texas by unregistered dealers in violation of the Texas securities laws. The remedy sought was rescission and return of the insurance premium payments. On December 9, 2009, the trial court denied the recertification of the class after conducting additional proceedings in accordance with the Texas Supreme Court's ruling. The remaining plaintiffs must now proceed individually, and not as a class, if they intend to pursue their claims against us. Since the December 9, 2009 trial court ruling, no individual cases have been further pursued by the plaintiffs. The probability of the plaintiffs further pursuing their cases individually remains unknown. An estimate of any possible loss or range of losses cannot be made at this time in regard to individuals pursuing claims. However, should the plaintiffs further pursue their claims individually, we intend to vigorously defend any proceedings.

In 2007 and in the aftermath of Hurricane Katrina, the Attorney General for the State of Louisiana filed suit against SPFIC and every other homeowner insurer doing business in the State of Louisiana, on behalf of the State of Louisiana and certain Road Home fund recipients. On July 18, 2013, a full and final settlement was reached between SPFIC and the State of Louisiana resolving all claims against SPFIC in the Road Home matter for approximately \$183,000. This amount did not have a material impact on the consolidated financials.

Item 1A. RISK FACTORS

There are no updates to our risk factors as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2012 except as noted below.

We are a defendant in lawsuits, which may adversely affect our financial condition and detract from the time our management is able to devote to our business, and we are subject to risks related to litigation and regulatory matters.

The Company is currently performing an internal audit related to unclaimed property for all legal reporting entities. By letters dated July 2, 2013 and August 20, 2013, the Company was informed by the Louisiana Department of Treasury and Arkansas Auditor of State, respectively, that they authorized an audit of Citizens, Inc. and its affiliates for compliance with unclaimed property laws. This audit is being conducted by Verus Financial LLC on behalf of the states.

Our internal audit and the external audit performed on behalf of Louisiana and Arkansas may result in additional payments to beneficiaries, additional escheatment of funds deemed abandoned under state laws, administrative penalties, interest, and changes to the Company's procedures for the identification and escheatment of abandoned property. At this time, the Company is not able to estimate any of these possible amounts, but such costs could be substantial for a company our size.

Recent changes in Colombian law may impede the activities of our independent consultants in Colombia.

Our independent consultants are contractually obligated to comply with the laws and regulations of the jurisdictions in which they operate. Certain independent consultants in Colombia have indicated new laws that became effective in July 2013 could impede their routine activities relative to introducing new clients to company product offerings and facilitating renewal premium collections. We are unable to quantify the effect of the Colombian law changes upon our business, but believe they could have an adverse impact upon the Colombian portion of our business. For the nine months ended September 30, 2013, approximately 20% of our direct premiums from international clients was generated through our Colombian consultants See “Management's Discussion and Analysis of Financial Condition and Results of Operations - Segment Operations - Life Insurance - International Products.”

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

Item 5. OTHER INFORMATION

On November 6, 2013, the Company issued a news release (the "Release") reporting, among things, results of operations for its third quarter of 2013. A copy of the Release is furnished as Exhibit 99.1 to this Quarterly Report on Form 10-Q. Citizens also announced that it would hold a conference call to discuss its financial results at 11:00 a.m. Central Standard Time on Thursday, November 7, 2013.

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CITIZENS, INC. AND CONSOLIDATED SUBSIDIARIES

September 30, 2013

Item 6. EXHIBITS

Exhibit Number	The following exhibits are filed herewith:
11	Statement re: Computation of per share earnings (see financial statements)
31.1	Certification of Chief Executive Officer and Vice Chairman pursuant to Section 302 of the Sarbanes-Oxley Act*
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act*
32.1	Certification of Chief Executive Officer and Vice Chairman pursuant to Section 906 of the Sarbanes-Oxley Act*
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act*
99.1	News Release reporting third quarter and nine months results issued on 11/6/2013 (furnished herewith)
101.INS	XBRL Instance Document (furnished herewith)
101.SCH	XBRL Taxonomy Extension Schema (furnished herewith)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase (furnished herewith)
101.DEF	XBRL Taxonomy Extension Definition Linkbase (furnished herewith)
101.LAB	XBRL Taxonomy Extension Label Linkbase (furnished herewith)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase (furnished herewith)

\* Filed herewith.

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SIGNATURES

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

CITIZENS, INC.

By: /s/ Harold E. Riley  
Harold E. Riley  
Chairman and Chief Executive Officer

By: /s/ Rick D. Riley  
Rick D. Riley  
Vice Chairman and President

By: /s/ Kay E. Osbourn  
Kay E. Osbourn  
Executive Vice President, Chief Financial Officer  
and Treasurer

Date: November 6, 2013