

Primerica, Inc.
Form 10-Q
August 08, 2012

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-34680

Primerica, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-1204330
(I.R.S. Employer
Identification No.)

3120 Breckinridge Boulevard
Duluth, Georgia
(Address of principal executive offices)
(770) 381-1000
(Registrant's telephone number, including area code)

30099
(ZIP Code)

Not applicable.
(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. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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

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

Edgar Filing: Primerica, Inc. - Form 10-Q

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

Class	As of July 31, 2012
Common Stock, \$.01 Par Value	60,028,946 shares

TABLE OF CONTENTS

	Page
<u>PART I – FINANCIAL INFORMATION</u>	<u>1</u>
<u>Item 1. Financial Statements (unaudited).</u>	<u>1</u>
<u>Condensed Consolidated Balance Sheets as of June 30, 2012 and December 31, 2011</u>	<u>1</u>
<u>Condensed Consolidated Statements of Income for the three and six months ended June 30, 2012 and 2011</u>	<u>2</u>
<u>Condensed Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2012 and 2011</u>	<u>3</u>
<u>Condensed Consolidated Statements of Stockholders’ Equity for the six months ended June 30, 2012 and 2011</u>	<u>4</u>
<u>Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2012 and 2011</u>	<u>5</u>
<u>Notes to Condensed Consolidated Financial Statements</u>	<u>6</u>
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.</u>	<u>25</u>
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk.</u>	<u>43</u>
<u>Item 4. Controls and Procedures.</u>	<u>44</u>
 <u>PART II – OTHER INFORMATION</u>	 <u>45</u>
<u>Item 1. Legal Proceedings.</u>	<u>45</u>
<u>Item 1A. Risk Factors.</u>	<u>45</u>
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.</u>	<u>45</u>
<u>Item 3. Defaults Upon Senior Securities.</u>	<u>45</u>
<u>Item 4. Mine Safety Disclosures.</u>	<u>45</u>
<u>Item 5. Other Information.</u>	<u>45</u>
<u>Item 6. Exhibits.</u>	<u>45</u>
 <u>Signatures</u>	 <u>47</u>

Table of Contents

PART I – FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS.
PRIMERICA, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets

	June 30, 2012 (unaudited) (In thousands, except per-share amounts)	December 31, 2011
Assets		
Investments:		
Fixed-maturity securities available for sale, at fair value (amortized cost: \$1,663,776 in 2012 and \$1,811,359 in 2011)	\$ 1,823,729	\$ 1,959,156
Equity securities available for sale, at fair value (cost: \$25,033 in 2012 and \$21,329 in 2011)	31,811	26,712
Trading securities, at fair value (cost: \$29,262 in 2012 and \$9,793 in 2011)	29,038	9,640
Policy loans	24,187	25,982
Other invested assets	14	14
Total investments	1,908,779	2,021,504
Cash and cash equivalents	108,062	136,078
Accrued investment income	20,220	21,579
Due from reinsurers	3,903,028	3,855,318
Deferred policy acquisition costs, net	990,558	904,485
Premiums and other receivables	167,746	163,845
Intangible assets, net (accumulated amortization: \$59,920 in 2012 and \$58,218 in 2011)	70,226	71,928
Other assets	281,818	268,485
Separate account assets	2,500,640	2,408,598
Total assets	\$9,951,077	\$9,851,820
Liabilities and Stockholders' Equity		
Liabilities:		
Future policy benefits	\$4,723,359	\$4,614,860
Unearned premiums	9,476	7,022
Policy claims and other benefits payable	236,717	241,754
Other policyholders' funds	347,763	340,766
Note payable	300,000	300,000
Income taxes	82,755	81,316
Other liabilities	329,538	381,496
Payable under securities lending	143,963	149,358
Separate account liabilities	2,500,640	2,408,598
Total liabilities	8,674,211	8,525,170
Stockholders' equity:		
Common stock of (\$.01 par value. Authorized 500,000 in 2012 and 2011 and issued 59,868 shares in 2012 and 64,883 shares in 2011)	599	649
Paid-in capital	693,717	835,232
Retained earnings	426,936	344,104
Accumulated other comprehensive income, net of income tax:		
Unrealized foreign currency translation gains	50,458	51,248
Net unrealized investment gains (losses):		

Edgar Filing: Primerica, Inc. - Form 10-Q

Net unrealized investment gains not other-than-temporarily impaired	107,187		97,082	
Net unrealized investment losses other-than-temporarily impaired	(2,031	)	(1,665)
Total stockholders' equity	1,276,866		1,326,650	
Total liabilities and stockholders' equity	\$9,951,077		\$9,851,820	

See accompanying notes to condensed consolidated financial statements.

1

Table of Contents

PRIMERICA, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Income - Unaudited

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	(In thousands, except per-share amounts)			
Revenues:				
Direct premiums	\$570,073	\$560,881	\$1,131,110	\$1,112,950
Ceded premiums	(415,815	) (435,564	) (833,978	) (857,802
Net premiums	154,258	125,317	297,132	255,148
Commissions and fees	106,761	108,698	210,666	214,814
Net investment income	23,605	27,229	49,702	55,855
Realized investment gains, including other-than-temporary impairment losses	4,321	2,035	6,452	2,362
Other, net	11,580	11,816	23,174	23,268
Total revenues	300,525	275,095	587,126	551,447
Benefits and expenses:				
Benefits and claims	68,925	57,272	136,858	114,907
Amortization of deferred policy acquisition costs, net	28,205	23,975	54,736	47,204
Sales commissions	51,475	50,273	101,192	100,711
Insurance expenses	24,589	26,988	47,033	42,786
Insurance commissions	6,458	9,534	14,954	18,532
Interest expense	8,506	6,998	15,416	13,995
Other operating expenses	40,446	41,590	81,551	81,591
Total benefits and expenses	228,604	216,630	451,740	419,726
Income before income taxes	71,921	58,465	135,386	131,721
Income taxes	25,741	20,845	47,450	46,830
Net income	\$46,180	\$37,620	\$87,936	\$84,891
Earnings per share:				
Basic	\$0.73	\$0.50	\$1.35	\$1.12
Diluted	\$0.72	\$0.49	\$1.33	\$1.11
Weighted-average shares used in computing earnings per share:				
Basic	61,531	73,457	63,332	73,067
Diluted	62,687	74,201	64,481	74,028
Supplemental disclosures:				
Total impairment losses	\$(203	) \$(66	) \$(904	) \$(333
Impairment losses recognized in other comprehensive income before income taxes	76	—	563	—
Net impairment losses recognized in earnings	(127	) (66	) (341	) (333
Other net realized investment gains	4,448	2,101	6,793	2,695
Realized investment gains, including other-than-temporary impairment	\$4,321	\$2,035	\$6,452	\$2,362

losses

See accompanying notes to condensed consolidated financial statements.

2

Table of Contents

PRIMERICA, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Comprehensive Income - Unaudited

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	(In thousands)			
Net income	\$46,180	\$37,620	\$87,936	\$84,891
Other comprehensive income (loss) before income taxes:				
Unrealized investment gains (losses):				
Change in unrealized holding gains (losses) on investment securities	3,931	16,081	21,445	12,443
Reclassification adjustment for realized investment (gains) losses included in net income	(4,640)	(2,073)	(6,461)	(2,293)
Foreign currency translation adjustments:				
Change in unrealized foreign currency translation gains (losses)	(4,177)	1,041	(869)	3,647
Total other comprehensive income (loss) before income taxes	(4,886)	15,049	14,115	13,797
Income tax expense (benefit) related to items of other comprehensive income (loss)	(298)	4,903	5,166	2,825
Other comprehensive income (loss), net of income taxes	(4,588)	10,146	8,949	10,972
Total comprehensive income	\$41,592	\$47,766	\$96,885	\$95,863

See accompanying notes to condensed consolidated financial statements.

Table of Contents

PRIMERICA, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Stockholders' Equity - Unaudited

	Six months ended June 30,	
	2012	2011
	(In thousands, except per-share amounts)	
Common stock:		
Balance, beginning of period	\$ 649	\$ 728
Repurchases of common stock	(62	) (2
Net issuance of common stock	12	10
Balance, end of period	599	736
Paid-in capital:		
Balance, beginning of period	835,232	1,010,635
Share-based compensation	17,353	16,246
Net issuance of common stock	(12	) (10
Repurchases of common stock	(160,817	) (4,108
Net capital contributed by (to) Citi	1,961	(1,424
Balance, end of period	693,717	1,021,339
Retained earnings:		
Balance, beginning of period	344,104	194,225
Net income	87,936	84,891
Dividends (\$0.08 per share in 2012 and \$0.04 per share in 2011)	(5,104	) (3,027
Balance, end of period	426,936	276,089
Accumulated other comprehensive income:		
Balance, beginning of period	146,665	150,940
Change in foreign currency translation adjustment, net of income tax expense (benefit) of \$(79) in 2012 and \$0 in 2011	(790	) 3,647
Change in net unrealized investment gains (losses) during the period, net of income taxes:		
Change in net unrealized investment gains (losses) not-other-than temporarily impaired, net of income tax expense (benefit) of \$5,441 in 2012 and \$2,825 in 2011	10,105	7,325
Change in net unrealized investment gains (losses) other-than-temporarily impaired, net of income tax expense (benefit) of \$(196) in 2012 and \$0 in 2011	(366) —
Balance, end of period	155,614	161,912
Total stockholders' equity	\$ 1,276,866	\$ 1,460,076
See accompanying notes to condensed consolidated financial statements.		

Table of Contents

PRIMERICA, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows - Unaudited

	Six months ended June 30,	
	2012	2011
	(In thousands)	
Cash flows from operating activities:		
Net income	\$87,936	\$84,891
Adjustments to reconcile net income to cash provided by (used in) operating activities:		
Change in future policy benefits and other policy liabilities	113,712	35,579
Deferral of policy acquisition costs	(141,151)	(134,704)
Amortization of deferred policy acquisition costs, net	54,736	47,204
Change in income taxes	431	(13,074)
Realized investment gains, including other-than-temporary impairments	(6,452)	(2,362)
Accretion and amortization of investments	(304)	(1,910)
Depreciation and amortization	4,911	5,265
Change in due from reinsurers	(47,710)	18,515
Change in premiums and other receivables	(3,826)	(11,575)
Trading securities sold (acquired), net	14,639	(13,505)
Share-based compensation	13,196	12,061
Other, net	(77,309)	(32,585)
Net cash provided by (used in) operating activities	12,809	(6,200)
Cash flows from investing activities:		
Available-for-sale investments sold, matured or called:		
Fixed-maturity securities - sold	213,317	36,635
Fixed-maturity securities - matured or called	124,320	230,947
Equity securities	1,246	3,026
Available-for-sale investments acquired:		
Fixed-maturity securities	(209,197)	(267,793)
Equity securities	(3,086)	(73)
Other, net	148	(82)
Cash collateral received (returned) on loaned securities, net	(5,395)	(18,384)
Sales (purchases) of short-term investments using securities lending collateral, net	5,395	18,384
Net cash provided by (used in) investing activities	126,748	2,660
Cash flows from financing activities:		
Dividends	(5,104)	(3,027)
Common stock repurchased	(160,879)	(4,110)
Net cash provided by (used in) financing activities	(165,983)	(7,137)
Effect of foreign exchange rate changes on cash	(1,590)	(1,310)
Change in cash and cash equivalents	(28,016)	(11,987)
Cash and cash equivalents, beginning of period	136,078	126,038
Cash and cash equivalents, end of period	\$108,062	\$114,051
See accompanying notes to condensed consolidated financial statements.		

Table of Contents

PRIMERICA, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements - Unaudited

(1) Summary of Significant Accounting Policies

Description of Business. Primerica, Inc. (the "Parent Company") together with its subsidiaries (collectively, "we" or the "Company") is a leading distributor of financial products to middle income households in the United States and Canada. We assist our clients in meeting their needs for term life insurance, which we underwrite, and mutual funds, annuities and other financial products, which we distribute primarily on behalf of third parties. Our primary subsidiaries include the following entities: Primerica Financial Services, Inc., a general agency and marketing company; Primerica Life Insurance Company ("Primerica Life"), our principal life insurance company; Primerica Financial Services (Canada) Ltd., a holding company for our Canadian operations, which includes Primerica Life Insurance Company of Canada ("Primerica Life Canada"); and PFS Investments, Inc., an investment products company and broker-dealer. Primerica Life, domiciled in Massachusetts, owns National Benefit Life Insurance Company ("NBLIC"), a New York life insurance company. Each of these entities was indirectly wholly owned by Citigroup Inc. (together with its non-Primerica affiliates, "Citi") through March 31, 2010.

We capitalized Peach Re, Inc. ("Peach Re"), a special purpose financial captive insurance company and wholly owned subsidiary of Primerica Life, and Primerica Life ceded to Peach Re certain level premium term life insurance policies pursuant to a coinsurance agreement (the "Peach Re Coinsurance Agreement"), effective March 31, 2012.

Basis of Presentation. We prepare our financial statements in accordance with U.S. generally accepted accounting principles ("GAAP"). These principles are established primarily by the Financial Accounting Standards Board ("FASB"). The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect financial statement balances, revenues and expenses and cash flows as well as the disclosure of contingent assets and liabilities. Management considers available facts and knowledge of existing circumstances when establishing the estimates included in our financial statements.

The most significant items that involve a greater degree of accounting estimates and actuarial determinations subject to change in the future are the valuation of investments, deferred policy acquisition costs assets ("DAC"), future policy benefit reserves and income taxes. Estimates for these and other items are subject to change and are reassessed by management in accordance with GAAP. Actual results could differ from those estimates.

The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and those entities required to be consolidated under applicable accounting standards. All material intercompany profits, transactions, and balances among the consolidated entities have been eliminated.

The accompanying unaudited condensed consolidated financial statements contain all adjustments, consisting of normal recurring accruals, which are necessary to fairly present the balance sheets as of June 30, 2012 and December 31, 2011, the statements of income and comprehensive income for the three and six months ended June 30, 2012 and 2011, and the statements of stockholders' equity and cash flows for the six months ended June 30, 2012 and 2011. Results of operations for interim periods are not necessarily indicative of results for the entire year or of the results to be expected in future periods.

These unaudited condensed consolidated financial statements have been prepared pursuant to the rules and the regulations of the Securities and Exchange Commission (the "SEC"). Certain information and note disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading. These condensed consolidated financial statements should be read in conjunction with the consolidated and combined financial statements and notes thereto that are included in our Annual Report on Form 10-K for the year ended December 31, 2011, as modified and updated by our Current Report on Form 8-K filed with the SEC on May 8, 2012 (together, the "2011 Annual Report").

Reclassifications. Certain reclassifications have been made to prior-period amounts to conform to current-period reporting classifications. Concurrent with our January 1, 2012 adoption of ASU 2010-26, Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts ("ASU 2010-26"), certain expenses were reclassified among sales commission, insurance expenses, insurance commissions and other operating expenses. These reclassifications had no impact on net income, total stockholders' equity or income before income taxes by segment.

Significant Accounting Policies. All significant accounting policies remain unchanged from the 2011 Annual Report.

Table of Contents

New Accounting Principles.

We retrospectively adopted ASU 2010-26 in our fiscal year beginning January 1, 2012. The impact of adoption was as follows:

	(In thousands, except per-share amounts)
Reduction as of January 1, 2011:	
Deferred policy acquisition costs, net	\$ 114,265
Stockholders' equity	74,964
Reduction as of December 31, 2011:	
Deferred policy acquisition costs, net	\$ 146,152
Stockholders' equity	95,991
Reduction for the three months ended June 30, 2011:	
Income before income taxes	\$ 9,696
Net income	6,403
Basic earnings per share	0.08
Diluted earnings per share	0.09
Reduction for the six months ended June 30, 2011:	
Income before income taxes	\$ 17,585
Net income	11,599
Basic earnings per share	0.16
Diluted earnings per share	0.15

The adoption of ASU 2010-26 had no impact on our cash flows or required capital.

In accordance with ASU 2010-26, we only defer the costs of acquiring new business to the extent that they result directly from and are essential to the contract transaction(s) and would not have been incurred had the contract transaction(s) not occurred. These deferred policy acquisition costs mainly include commissions and policy issuance expenses. The recovery of such costs is dependent on the future profitability of the related policies, which, in turn, is dependent principally upon mortality, persistency, investment returns, and the expense of administering the business, as well as upon certain economic variables, such as inflation. DAC is subject to recoverability testing annually and when impairment indicators exist. We make certain assumptions regarding persistency, expenses, interest rates and claims. These assumptions may not be modified, or unlocked, unless recoverability testing deems them to be inadequate. We update assumptions for new business to reflect the most recent experience. DAC is amortized over the premium-paying period of the related policies in proportion to annual premium income. Due to the inherent uncertainties in making assumptions about future events, materially different experience from expected results in persistency could result in a material increase or decrease of DAC amortization in a particular period. All other acquisition-related costs, including unsuccessful acquisition and renewal efforts, are charged to expense as incurred. Administrative costs, rent, depreciation, occupancy, equipment, and all other general overhead costs are considered indirect costs and are charged to expense as incurred.

Deferrable acquisitions costs for Canadian segregated funds are amortized over the life of the policies in relation to historical and future estimated gross profits before amortization. The gross profits and resulting DAC amortization will vary with actual fund returns, redemptions and expenses. The adoption of ASU 2010-26 did not impact the accounting for acquisition costs related to Canadian segregated funds.

Table of Contents

The balances of and activity in DAC, which reflects the retrospective adoption of ASU 2010-26 for all periods presented, were as follows:

	Six months ended June 30,	
	2012	2011
	(In thousands)	
DAC balance, beginning of period	\$904,485	\$738,946
Capitalization	141,151	134,704
Amortization	(54,736)	(47,204)
Foreign exchange and other	(342)	7,338
DAC balance, end of period	\$990,558	\$833,784

Fair Value Measurement Amendments. In May 2011, the FASB issued ASU 2011-04, Fair Value Measurement ("ASU 2011-04"). The primary provisions of ASU 2011-04 result in common fair value measurement and disclosure requirements for U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes the wording used to describe the requirements for measuring fair value and for disclosing information about fair value measurement, including requiring quantitative disclosures about the unobservable inputs used in fair value measurements. The amendments in the update were applied prospectively for our fiscal year beginning January 1, 2012. This update did not result in a significant impact on our financial position or results of operations.

(2) Segment Information

We have two primary operating segments – Term Life Insurance and Investment and Savings Products. We also have a Corporate and Other Distributed Products segment. Assets by segment were as follows:

	June 30,	December 31,
	2012	2011
	(In thousands)	
Assets:		
Term life insurance segment	\$6,241,977	\$6,009,162
Investment and savings products segment	2,692,115	2,591,137
Corporate and other distributed products segment	1,016,985	1,251,521
Total assets	\$9,951,077	\$9,851,820

The Investment and Savings Products segment includes assets held in separate accounts. Excluding separate accounts, Investment and Savings Products segment assets were as follows:

	June 30,	December 31,
	2012	2011
	(In thousands)	
Investment and savings products segment assets, excluding separate accounts	\$192,462	\$183,622

Table of Contents

Results of operations by segment were as follows:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	(In thousands)			
Revenues:				
Term life insurance segment	\$ 162,732	\$ 131,641	\$ 314,536	\$ 268,603
Investment and savings products segment	102,967	104,586	203,101	205,432
Corporate and other distributed products segment	34,826	38,868	69,489	77,412
Total revenues	\$ 300,525	\$ 275,095	\$ 587,126	\$ 551,447
Income (loss) before income taxes:				
Term life insurance segment	\$ 51,724	\$ 36,026	\$ 96,007	\$ 85,742
Investment and savings products segment	29,444	30,470	58,314	61,509
Corporate and other distributed products segment	(9,247)	(8,031)	(18,935)	(15,530)
Total income before income taxes	\$ 71,921	\$ 58,465	\$ 135,386	\$ 131,721

Results of operations by country were as follows:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	(In thousands)			
Revenues by country:				
United States	\$ 246,703	\$ 222,909	\$ 477,460	\$ 445,312
Canada	53,822	52,186	109,666	106,135
Total revenues	\$ 300,525	\$ 275,095	\$ 587,126	\$ 551,447
Income before income taxes by country:				
United States	\$ 54,265	\$ 42,652	\$ 102,038	\$ 99,658
Canada	17,656	15,813	33,348	32,063
Total income before income taxes	\$ 71,921	\$ 58,465	\$ 135,386	\$ 131,721

Table of Contents

(3) Investments

The period-end cost or amortized cost, gross unrealized gains and losses, and fair value of fixed-maturity and equity securities in our available-for-sale portfolio follow:

	June 30, 2012			
	Cost or amortized cost (In thousands)	Gross unrealized gains	Gross unrealized losses	Fair value
Securities available for sale, carried at fair value:				
Fixed-maturity securities:				
U.S. government and agencies	\$8,981	\$888	\$—	\$9,869
Foreign government	97,414	14,118	(148)	) 111,384
States and political subdivisions	27,839	3,524	(2)	) 31,361
Corporates (1)	1,181,368	120,760	(3,906)	) 1,298,222
Mortgage- and asset-backed securities	348,174	26,695	(1,976)	) 372,893
Total fixed-maturity securities	1,663,776	165,985	(6,032)	) 1,823,729
Equity securities	25,033	7,154	(376)	) 31,811
Total fixed-maturity and equity securities	\$1,688,809	\$173,139	\$(6,408)	) \$1,855,540

(1) Includes \$3.1 million of other-than-temporary impairment losses recognized in accumulated other comprehensive income.

	December 31, 2011			
	Cost or amortized cost (In thousands)	Gross unrealized gains	Gross unrealized losses	Fair value
Securities available for sale, carried at fair value:				
Fixed-maturity securities:				
U.S. government and agencies	\$10,050	\$935	\$—	\$10,985
Foreign government	97,206	14,818	(179)	) 111,845
States and political subdivisions	28,264	2,671	—	) 30,935
Corporates (1)	1,250,702	111,346	(7,847)	) 1,354,201
Mortgage- and asset-backed securities	425,137	29,398	(3,345)	) 451,190
Total fixed-maturity securities	1,811,359	159,168	(11,371)	) 1,959,156
Equity securities	21,329	5,689	(306)	) 26,712
Total fixed-maturity and equity securities	\$1,832,688	\$164,857	\$(11,677)	) \$1,985,868

(1) Includes \$2.6 million of other-than-temporary impairment losses recognized in accumulated other comprehensive income.

Certain available-for-sale securities were sold during the three months ended June 30, 2012 to finance the repurchase of shares in April 2012 (see Note 7 for additional information).

Table of Contents

The net effect on stockholders' equity of unrealized gains and losses on available-for-sale securities was as follows:

	June 30, 2012	December 31, 2011
	(In thousands)	
Net unrealized investment gains (losses) including foreign currency translation adjustment and other-than-temporary impairments:		
Fixed-maturity and equity securities	\$166,731	\$153,180
Currency swaps	(23	) 96
Foreign currency translation adjustment	(4,929	) (6,481
Other-than-temporary impairments	3,124	2,562
Net unrealized investment gains excluding foreign currency translation adjustment and other-than-temporary impairments	164,903	149,357
Deferred income taxes	(57,716	) (52,275
Net unrealized investment gains excluding foreign currency translation adjustment and other-than-temporary impairments, net of tax	\$107,187	\$97,082

We also maintain a portfolio of fixed-maturity securities that are classified as trading securities. The carrying value of these securities was as follows:

	June 30, 2012	December 31, 2011
	(In thousands)	
Fixed-maturity securities classified as trading, carried at fair value	\$29,038	\$9,640

All of our available-for-sale mortgage- and asset-backed securities represent variable interests in variable interest entities ("VIEs"). We are not the primary beneficiary of these VIEs because we do not have the power to direct the activities that most significantly impact the entities' economic performance. The maximum exposure to loss as a result of our involvement in these VIEs equals the carrying value of the securities.

As required by law, the Company has investments on deposit with governmental authorities and banks for the protection of policyholders. The fair value of investments on deposit was as follows:

	June 30, 2012	December 31, 2011
	(In thousands)	
Fair value of investments on deposit with governmental authorities	\$19,309	\$19,100

We participate in securities lending transactions with broker-dealers and other financial institutions to increase investment income with minimal risk. We require minimum collateral on securities loaned equal to 102% of the fair value of the loaned securities. We accept collateral in the form of securities, which we are not able to sell or encumber, and to the extent the collateral declines in value below 100%, we require additional collateral from the borrower. Any securities collateral received is not reflected on our balance sheet. We also accept collateral in the form of cash, all of which we reinvest. For loans involving unrestricted cash collateral, the collateral is reported as an asset with a corresponding liability representing our obligation to return the collateral. We continue to carry the lent securities as investment assets on our balance sheet during the terms of the loans, and we do not report them as sales. Cash collateral received and reinvested was as follows:

	June 30, 2012	December 31, 2011
	(In thousands)	
Securities lending collateral	\$143,963	\$149,358

Table of Contents

The scheduled contractual maturity distribution of the available-for-sale fixed-maturity portfolio at June 30, 2012 follows.

	Amortized cost (In thousands)	Fair value
Due in one year or less	\$112,493	\$116,017
Due after one year through five years	551,201	594,914
Due after five years through 10 years	603,657	684,617
Due after 10 years	48,251	55,288
	1,315,602	1,450,836
Mortgage- and asset-backed securities	348,174	372,893
Total fixed-maturity securities	\$1,663,776	\$1,823,729

Expected maturities may differ from scheduled contractual maturities because issuers of securities may have the right to call or prepay obligations with or without call or prepayment penalties.

Investment Income. The components of net investment income were as follows:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	(In thousands)			
Fixed-maturity securities	\$23,797	\$27,462	\$49,559	\$56,474
Equity securities	244	165	467	353
Policy loans and other invested assets	261	320	611	648
Cash and cash equivalents	111	65	246	135
Market return on deposit asset underlying 10% reinsurance agreement	574	650	1,604	1,159
Gross investment income	24,987	28,662	52,487	58,769
Investment expenses	(1,382)	(1,433)	(2,785)	(2,914)
Net investment income	\$23,605	\$27,229	\$49,702	\$55,855

Table of Contents

The components of net realized investment gains (losses) as well as details on gross realized investment gains and losses and proceeds from sales or other redemptions were as follows:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	(In thousands)			
Net realized investment gains (losses):				
Gross gains from sales	\$4,506	\$2,145	\$6,542	\$2,957
Gross losses from sales	(56	) (6	) (57	) (331
Gross gains from securities transferred from available-for-sale to trading	323	—	323	—
Gross losses from securities transferred from available-for-sale to trading	(6	) —	(6) —
Other-than-temporary impairment losses	(127	) (66	) (341	) (333
Gains (losses) from bifurcated options	(319	) (38	) (9	) 69
Net realized investment gains (losses)	\$4,321	\$2,035	\$6,452	\$2,362
Gross realized investment gains (losses) reclassified from accumulated other comprehensive income	\$4,640	\$2,073	\$6,461	\$2,293
Proceeds from sales or other redemptions	\$196,096	\$106,848	\$338,883	\$270,608

Other-Than-Temporary Impairment. We conduct a review each quarter to identify and evaluate impaired investments that have indications of possible other-than-temporary impairment ("OTTI"). An investment in a debt or equity security is impaired if its fair value falls below its cost. Factors considered in determining whether an unrealized loss is temporary include the length of time and extent to which fair value has been below cost, the financial condition and near-term prospects for the issue, and our ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery, which may be maturity. For additional information, see Note 3 to the consolidated and combined financial statements in our 2011 Annual Report.

Investments in fixed-maturity and equity securities with a cost basis in excess of fair value were as follows:

	June 30,	December 31,
	2012	2011
	(In thousands)	
Fixed-maturity and equity securities with cost basis in excess of fair value	\$126,930	\$286,718

Table of Contents

The following tables summarize, for all securities in an unrealized loss position, the aggregate fair value and the gross unrealized loss by length of time such securities have continuously been in an unrealized loss position:

June 30, 2012

	Less than 12 months			12 months or longer		
	Fair value	Unrealized losses	Number of securities	Fair value	Unrealized losses	Number of securities
	(Dollars in thousands)					
Fixed-maturity securities:						
Foreign government	\$6,945	\$(148)	) 12	\$—	\$—	0
States and political subdivisions	1,750	(2)	) 3	—	—	0
Corporates	75,791	(2,282)	) 125	13,030	(1,624)	) 23
Mortgage- and asset-backed securities	9,878	(114)	) 14	11,101	(1,862)	) 22
Total fixed-maturity securities	94,364	(2,546)	)	24,131	(3,486))
Equity securities	1,314	(75)	) 13	713	(301)	) 12
Total fixed-maturity and equity securities	\$95,678	\$(2,621)	)	\$24,844	\$(3,787))

December 31, 2011

	Less than 12 months			12 months or longer		
	Fair value	Unrealized losses	Number of securities	Fair value	Unrealized losses	Number of securities
	(Dollars in thousands)					
Fixed-maturity securities:						
Foreign government	\$7,150	\$(179)	) 10	\$—	\$—	0
States and political subdivisions	—	—	0	—	—	0
Corporates	188,643	(6,979)	) 185	4,092	(868)	) 11
Mortgage- and asset-backed securities	49,026	(478)	) 60	25,280	(2,867)	) 30
Total fixed-maturity securities	244,819	(7,636)	)	29,372	(3,735))
Equity securities	850	(306)	) 78	—	—	0
Total fixed-maturity and equity securities	\$245,669	\$(7,942)	)	\$29,372	\$(3,735))

The amortized cost and fair value of available-for-sale fixed-maturity securities in default were as follows:

	June 30, 2012		December 31, 2011	
	Amortized cost	Fair value	Amortized cost	Fair value
Fixed-maturity securities in default	\$3,704	\$4,695	\$3,983	\$5,168

Table of Contents

Impairment charges recognized in earnings on available-for-sale securities were as follows:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	(In thousands)			
Impairments on fixed-maturity securities not in default	\$ 126	\$ 63	\$ 340	\$ 324
Impairments on fixed-maturity securities in default	—	—	—	4
Impairments on equity securities	1	3	1	5
Total impairment charges	\$ 127	\$ 66	\$ 341	\$ 333

The fixed-maturity and equity securities noted above were considered to be other-than-temporarily impaired due to adverse credit events, such as news of an impending filing for bankruptcy; analyses of the issuer's most recent financial statements or other information in which liquidity deficiencies, significant losses and large declines in capitalization were evident; or analyses of rating agency information for issuances with severe ratings downgrades that indicated a significant increase in the possibility of default.

As of June 30, 2012, the unrealized losses on our invested asset portfolio were largely caused by interest rate sensitivity and changes in credit spreads. We believe that fluctuations caused by interest rate movement have little bearing on the recoverability of our investments. Because the declines in fair value were mostly attributable to changes in interest rates and not credit quality, and because we have the ability to hold these investments until a market price recovery or maturity as well as no present intention to dispose of them, we do not consider these investments to be other-than-temporarily impaired.

Net impairment losses recognized in earnings were as follows:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	(In thousands)			
Impairment losses related to securities which the Company does not intend to sell or more-likely-than-not will not be required to sell:				
Total OTTI losses recognized	\$ 161	\$ 2	\$ 861	\$ 2
Less portion of OTTI loss recognized in accumulated other comprehensive income (loss)	76	—	563	—
Net impairment losses recognized in earnings for securities which the Company does not intend to sell or more-likely-than-not will not be required to sell before recovery	85	2	298	2
OTTI losses recognized in earnings for securities which the Company intends to sell or more-likely-than-not will be required to sell before recovery	42	64	43	331
Net impairment losses recognized in earnings	\$ 127	\$ 66	\$ 341	\$ 333

Table of Contents

The roll-forward of the credit-related losses recognized in income for all fixed-maturity securities still held follows.

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	(In thousands)			
Cumulative OTTI credit losses recognized for securities still held, beginning of period	\$32,213	\$40,634	\$34,072	\$41,129
Additions for OTTI securities where no credit losses were recognized prior to the beginning of the period	10	—	10	4
Additions for OTTI securities where credit losses have been recognized prior to the beginning of the period	116	63	330	324
Reductions due to sales, maturities or calls of credit impaired securities	(911)	(807)	(2,984)	(1,567)
Cumulative OTTI credit losses recognized for securities still held, end of period	\$31,428	\$39,890	\$31,428	\$39,890

Derivatives. We use foreign currency swaps to reduce our foreign exchange risk due to direct investment in foreign currency-denominated debt securities. The aggregate notional balance and fair value of these currency swaps follow.

	June 30,	December 31,
	2012	2011
	(In thousands)	
Aggregate notional balance of currency swaps	\$5,878	\$5,878
Aggregate fair value of currency swaps	(1,987)	(2,032)

The change in fair value of these currency swaps is reflected in other comprehensive income as they effectively hedge the variability in cash flows from these foreign currency-denominated debt securities.

The embedded conversion options associated with fixed-maturity securities are bifurcated from the fixed-maturity security host contracts and separately recognized as equity securities. We recognize the change in fair value of these bifurcated conversion options in realized investment gains, including other-than-temporary impairment losses. The fair value of these bifurcated options follows.

	June 30,	December 31,
	2012	2011
	(In thousands)	
Aggregate fair value of embedded conversion options bifurcated from host contract	\$7,227	\$8,583

We have a deferred loss related to closed forward contracts that were used to mitigate our exposure to foreign currency exchange rates that resulted from the net investment in our Canadian operations. The amount of deferred loss included in accumulated other comprehensive income was as follows:

	June 30,	December 31,
	2012	2011
	(In thousands)	
Deferred loss related to closed forward contracts	\$26,385	\$26,385

While we have no current intention to do so, these deferred losses will not be recognized until such time as we sell or substantially liquidate our Canadian operations.

(4) Fair Value of Financial Instruments

Fair value is the price that would be received upon the sale of an asset in an orderly transaction between market participants at the measurement date. Fair value measurements are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect

Table of Contents

our view of market assumptions in the absence of observable market information. We classify and disclose all invested assets carried at fair value in one of the following three categories:

Level 1. Quoted prices for identical instruments in active markets. Level 1 primarily consists of financial instruments whose value is based on quoted market prices in active markets, such as exchange-traded common stocks and actively traded mutual fund investments;

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 in which all significant inputs and significant value drivers are observable in active markets. Level 2 includes those financial instruments that are valued using industry-standard pricing methodologies, models or other valuation methodologies. Various inputs are considered in deriving the fair value of the underlying financial instrument, including interest rate, credit spread, and foreign exchange rates. 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: certain public and private corporate fixed-maturity and equity securities; government or agency securities; certain mortgage- and asset-backed securities and certain non-exchange-traded derivatives, such as currency swaps and forwards; and

Level 3. Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable. Level 3 consists of financial instruments whose fair value is estimated based on industry-standard pricing methodologies and models using significant inputs not based on, nor corroborated by, readily available market information. Valuations for this category primarily consist of non-binding broker quotes. Financial instruments in this category primarily include less liquid fixed-maturity corporate securities.

As of each reporting period, all assets and liabilities recorded at fair value are classified in their entirety based on the lowest level of input (Level 3 being the lowest). Significant levels of estimation and judgment are required to determine the fair value of certain of our investments. The factors influencing these estimations and judgments are subject to change in subsequent reporting periods.

The estimated fair value and hierarchy classifications for assets and liabilities that are measured at fair value on a recurring basis were as follows:

	June 30, 2012			
	Level 1	Level 2	Level 3	Total
	(In thousands)			
Fair value assets:				
Fixed-maturity securities:				
U.S. government and agencies	\$—	\$9,869	\$—	\$9,869
Foreign government	—	111,384	—	111,384
States and political subdivisions	—	31,361	—	31,361
Corporates	249	1,290,884	7,089	1,298,222
Mortgage- and asset-backed securities	—	369,899	2,994	372,893
Total fixed-maturity securities	249	1,813,397	10,083	1,823,729
Equity securities	24,525	7,238	48	31,811
Trading securities	—	29,038	—	29,038
Separate accounts	—	2,500,640	—	2,500,640
Total fair value assets	\$24,774	\$4,350,313	\$10,131	\$4,385,218
Fair value liabilities:				
Currency swaps	\$—	\$1,987	\$—	\$1,987
Separate accounts	—	2,500,640	—	2,500,640
Total fair value liabilities	\$—	\$2,502,627	\$—	\$2,502,627

Table of Contents

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
	(In thousands)			
Fair value assets:				
Fixed-maturity securities:				
U.S. government and agencies	\$—	\$10,985	\$—	\$10,985
Foreign government	—	111,845	—	111,845
States and political subdivisions	—	30,935	—	30,935
Corporates	256	1,349,021	4,924	1,354,201
Mortgage- and asset-backed securities	—	449,228	1,962	451,190
Total fixed-maturity securities	256	1,952,014	6,886	1,959,156
Equity securities	18,069	8,592	51	26,712
Trading securities	—	9,640	—	9,640
Separate accounts	—	2,408,598	—	2,408,598
Total fair value assets	\$18,325	\$4,378,844	\$6,937	\$4,404,106
Fair value liabilities:				
Currency swaps	\$—	\$2,032	\$—	\$2,032
Separate accounts	—	2,408,598	—	2,408,598
Total fair value liabilities	\$—	\$2,410,630	\$—	\$2,410,630

In assessing fair value of our investments, we use a third-party pricing service for approximately 94% of our securities. The remaining securities are primarily thinly traded securities valued using models based on observable inputs on public corporate spreads having similar tenors (e.g., sector, average life and quality rating) and liquidity and yield based on quality rating, average life and treasury yields. All observable data inputs are corroborated by independent third-party data. In the absence of sufficient observable inputs, we utilize non-binding broker quotes, which are reflected in our Level 3 classification as we are unable to evaluate the valuation technique(s) or significant inputs used to develop the quotes. Therefore, we do not internally develop the quantitative unobservable inputs used in measuring the fair value of Level 3 investments. However, we do corroborate pricing information provided by our third-party pricing servicing by performing a review of selected securities. Our review activities include obtaining detailed information about the assumptions, inputs and methodologies used in pricing the security; documenting this information; and corroborating it by comparison to independently obtained prices and or independently developed pricing methodologies.

Furthermore, we perform internal reasonableness assessments on fair value determinations within our portfolio throughout the month and at month-end, including pricing variance analyses and comparisons to alternative pricing sources and benchmark returns. If a fair value appears unusual relative to these assessments, we will re-examine the inputs and may challenge a fair value assessment made by the pricing service. If there is a known pricing error, we will request a reassessment by the pricing service. If the pricing service is unable to perform the reassessment on a timely basis, we will determine the appropriate price by requesting a reassessment from an alternative pricing service or other qualified source as necessary. We do not adjust quotes or prices except in a rare circumstance to resolve a known error.

Because many fixed-maturity securities do not trade on a daily basis, fair value is determined using industry-standard methodologies by applying available market information through processes such as U.S. Treasury curves, benchmarking of similar securities, sector groupings, quotes from market participants and matrix pricing. Observable information is compiled and integrates relevant credit information, perceived market movements and sector news. Additionally, security prices are periodically back-tested to validate and/or refine models as conditions warrant. Market indicators and industry and economic events are also monitored as triggers to obtain additional data. For certain structured securities with limited trading activity, industry-standard pricing methodologies use adjusted market information, such as index prices or discounting expected future cash flows, to estimate fair value. If these measures are not deemed observable for a particular security, the security will be classified as Level 3 in the fair value hierarchy.

Where specific market information is unavailable for certain securities, pricing models produce estimates of fair value primarily using Level 2 inputs along with certain Level 3 inputs. These models include matrix pricing. The

Table of Contents

pricing matrix uses current treasury rates and credit spreads received from third-party sources to estimate fair value. The credit spreads incorporate the issuer's industry- or issuer-specific credit characteristics and the security's time to maturity, if warranted. Remaining un-priced securities are valued using an estimate of fair value based on indicative market prices that include significant unobservable inputs not based on, nor corroborated by, market information, including the utilization of non-binding broker quotes.

The roll-forward of the Level 3 assets measured at fair value on a recurring basis was as follows:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	(In thousands)			
Level 3 assets, beginning of period	\$10,916	\$30,162	\$6,937	\$24,998
Net unrealized gains (losses) included in other comprehensive income	(504)	(232)	(336)	(281)
Net realized gains (losses) included in realized investment gains, including other-than-temporary impairment losses	45	871	(40)	1,466
Purchases	1,117	—	2,416	4,000
Sales	—	(902)	—	(3,823)
Settlements	(384)	(1,238)	(738)	(1,462)
Transfers into Level 3	—	2	2,951	4,503
Transfers out of Level 3	(1,059)	(16,398)	(1,059)	(17,136)
Level 3 assets, end of period	\$10,131	\$12,265	\$10,131	\$12,265

We obtain independent pricing quotes based on observable inputs as of the end of the reporting period for all securities in Level 2. Those inputs include benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, market bids/offers, quoted prices for similar instruments in markets that are not active, and other relevant data. We monitor these inputs for market indicators, industry and economic events. We recognize transfers into new levels and out of previous levels as of the end of the reporting period, including interim reporting periods, as applicable. There were no transfers between Level 1 and Level 2 during the six months ended June 30, 2012 and 2011. In addition, there were no transfers between Level 1 and Level 3 during the six months ended June 30, 2012 and 2011.

Invested assets included in the transfer from Level 2 to Level 3 during the three months ended June 30, 2011 and the six months ended June 30, 2012 and 2011 primarily were fixed-maturity investments for which we were unable to corroborate independent broker quotes with observable market data. Invested assets included in the transfer from Level 3 to Level 2 during the three and six months ended June 30, 2012 and 2011 primarily were fixed-maturity securities and fixed-maturity securities with embedded conversion options for which we were able to obtain independent pricing quotes based on observable inputs.

Table of Contents

The table below is a summary of the estimated fair value for financial instruments.

	June 30, 2012		December 31, 2011	
	Carrying value (In thousands)	Estimated fair value	Carrying value	Estimated fair value
Assets:				
Fixed-maturity securities	\$ 1,823,729	\$ 1,823,729	\$ 1,959,156	\$ 1,959,156
Equity securities	31,811	31,811	26,712	26,712
Trading securities	29,038	29,038	9,640	9,640
Policy loans	24,187	24,187	25,982	25,982
Other invested assets	14	14	14	14
Deposit asset underlying 10% reinsurance agreement	75,436	75,436	59,975	59,975
Separate accounts	2,500,640	2,500,640	2,408,598	2,408,598
Liabilities:				
Note payable	\$ 300,000	\$ 334,782	\$ 300,000	\$ 329,779
Currency swaps	1,987	1,987	2,032	2,032
Separate accounts	2,500,640	2,500,640	2,408,598	2,408,598

The fair values of financial instruments presented above are estimates of the fair values at a specific point in time using various sources and methods, including market quotations and a complex matrix system that takes into account issuer sector, quality, and spreads in the current marketplace.

Recurring fair value measurements. Estimated fair values of investments in fixed-maturity securities are principally a function of current spreads and interest rates that are corroborated by independent third-party data. Therefore, the fair values presented are indicative of amounts we could realize or settle at the respective balance sheet date. We do not necessarily intend to dispose of or liquidate such instruments prior to maturity. Trading securities, which primarily consist of fixed-maturity securities, are carried at fair value. Equity securities, including common and non-redeemable preferred stocks, are carried at fair value. Currency swaps are stated at fair value. Segregated funds in separate accounts are carried at the underlying value of the variable insurance contracts, which is fair value.

Nonrecurring fair value measurements. Policy loans are carried at unpaid principal balances, which approximate fair value and are categorized as Level 3 fair value measurements. The deposit asset underlying the 10% reinsurance agreement represents the value of the assets backing the economic reserves held in support of a reinsurance agreement. The carrying value of this deposit asset approximates fair value, which is categorized as Level 3 in the fair value hierarchy. Other invested assets have a carrying value that approximates fair value and are categorized as Level 3 in the fair value hierarchy. The fair value of our note payable is a Level 2 fair value measurement and is based on observable inputs including prevailing interest rates and an estimated spread based on notes of comparable issuers and maturity.

The carrying amounts for cash and cash equivalents, receivables, accrued investment income, accounts payable, cash collateral and payables for security transactions approximate their fair values due to the short-term nature of these instruments. Consequently, such financial instruments are not included in the above table.

Table of Contents

(5) Reinsurance

Reinsurance ceded arrangements do not relieve the Company of its primary obligation to the policyholder. We monitor the concentration of credit risk we have with any reinsurer, as well as the financial condition of the reinsurers. Details on in-force life insurance follow.

	June 30, 2012		December 31, 2011	
	(Dollars in thousands)			
Direct life insurance in force	\$672,899,761		\$669,938,841	
Amounts ceded to other companies	(598,719,363	)	(596,975,143)
Net life insurance in force	\$74,180,398		\$72,963,698	
Percentage of reinsured life insurance in force	89	%	89	%

Due from reinsurers includes ceded reserve balances and ceded claim liabilities. Reinsurance receivable and financial strength ratings by reinsurer were as follows:

	June 30, 2012		December 31, 2011	
	Reinsurance receivable	A.M. Best rating	Reinsurance receivable	A.M. Best rating
	(In thousands)			
Prime Reinsurance Company (1)	\$2,471,318	NR	\$2,438,723	NR
Financial Reassurance Company 2010, Ltd. (1)	338,645	NR	335,396	NR
American Health and Life Insurance Company (1)	166,687	A-	164,387	A-
Due from Citi affiliate reinsurers	2,976,650		2,938,506	
Swiss Re Life & Health America Inc. (2)	254,414	A+	252,912	A+
SCOR Global Life Reinsurance Companies	148,874	A	143,409	A
Generali USA Life Reassurance Company	113,820	A-	114,774	A-
Transamerica Reinsurance Companies	101,709	A+	103,873	A+
Munich American Reassurance Company	97,543	A+	99,240	A+
Korean Reinsurance Company	82,655	A	82,755	A
RGA Reinsurance Company	69,338	A+	67,740	A+
All other reinsurers	58,025	—	52,109	—
Due from reinsurers	\$3,903,028		\$3,855,318	

NR – not rated

(1) Amounts shown are net of their share of the reinsurance recoverable from other reinsurers.

(2) Includes amounts ceded to Lincoln National Life Insurance and 100% retroceded to Swiss Re Life & Health America Inc.

(6) Notes Payable

In April 2010, we issued to Citi a \$300.0 million note (the "Citi note") as part of our corporate reorganization. The Citi note bore interest at an annual rate of 5.5%, payable semi-annually in arrears on January 15 and July 15. It was scheduled to mature on March 31, 2015. The Citi note required us to use our commercially reasonable efforts to repay the note in full at certain mutually agreeable dates, based on certain conditions. We were in compliance with the covenants of the Citi note at June 30, 2012. No events of default or defaults occurred during the six months ended June 30, 2012.

On July 16, 2012, we issued \$375.0 million in principal amount of senior notes (the "Senior Notes") and used \$300.0 million of the net cash proceeds to repay the Citi note in whole at a redemption price equal to 100% of the outstanding principal amount. We issued the Senior Notes at a price of 99.843% of the principal amount with an annual interest rate of 4.750%, payable semi-annually in arrears on January 15 and July 15, commencing on January 15, 2013. The Senior Notes mature on July 15, 2022.

As unsecured senior obligations, the Senior Notes rank equally in right of payment with all existing and future unsubordinated indebtedness. They will rank senior in right of payment to all existing and future subordinated

indebtedness and are structurally subordinated in right of payment to all existing and future liabilities of our

Table of Contents

subsidiaries. In addition, the Senior Notes contain covenants that restrict our ability to, among other things, create or incur any indebtedness that is secured by a lien on the capital stock of certain of our subsidiaries, and merge, consolidate or sell all or substantially all of our properties and assets.

(7) Stockholders' Equity

A reconciliation of the number of shares of our common stock follows.

	Six months ended June 30,	
	2012	2011
	(In thousands)	
Common stock, beginning of period	64,883	72,843
Shares of restricted common stock issued, net	438	345
Shares of common stock issued upon lapse of restricted stock units ("RSUs")	712	584
Common stock retired	(6,165	) (169
Common stock, end of period	59,868	73,603

The above reconciliation excludes RSUs which do not have voting rights and are subject to sale restrictions. As the restrictions lapse during the three years following the issuance of the RSUs, we will issue common shares with voting rights. As of June 30, 2012, we had a total of approximately 1.7 million RSUs outstanding. Approximately 178,000 RSUs were granted during the six months ended June 30, 2012 and approximately 246,000 RSUs were granted during the six months ended June 30, 2011.

On April 26, 2012, we repurchased 5,736,137 shares of our common stock beneficially owned by certain private equity funds managed by Warburg Pincus LLC ("Warburg Pincus") at \$26.15 per share, for a total purchase price of approximately \$150.0 million. The per-share purchase price was determined based on the closing price of our common stock on April 17, 2012, which was the date the agreement to repurchase the shares was executed. As of June 30, 2012, Warburg Pincus owned approximately 18% of the Company's outstanding common stock. At June 30, 2012, Warburg Pincus also owned warrants to purchase 4,103,110 additional shares of our common stock at an exercise price of \$18.00 per share. These warrants expire in April 2017.

Table of Contents

(8) Earnings Per Share ("EPS")

The Company has outstanding common stock, warrants, and equity awards. Both the vested and unvested equity awards maintain non-forfeitable dividend rights that result in dividend payment obligations on a one-to-one ratio with common shares for any future dividend declarations. These equity awards are deemed participating securities for purposes of calculating EPS.

As a result of issuing equity awards that are deemed participating securities, we calculate EPS using the two-class method. Under the two-class method, we allocate earnings to common shares and to fully vested equity awards. Earnings attributable to unvested equity awards, along with the corresponding share counts, are excluded from EPS as reflected in our consolidated statements of income.

In calculating basic EPS, we deduct any dividends and undistributed earnings allocated to unvested equity awards from net income and then divide the result by the weighted-average number of common shares and fully vested equity awards outstanding for the period.

We determine the potential dilutive effect of warrants on EPS using the treasury-stock method. Under this method, we utilize the exercise price to determine the amount of cash that would be available to repurchase shares if the warrants were exercised. We then use the average market price of our common shares during the reporting period to determine how many shares we could repurchase with the cash raised from the exercise. The net incremental share count issued represents the potential dilutive securities. We then reallocate earnings to common shares and fully vested equity awards incorporating the increased, fully diluted share count to determine diluted EPS.

The calculation of basic and diluted EPS follows.

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	(In thousands, except per-share amounts)			
Basic EPS				
Numerator:				
Net income	\$46,180	\$37,620	\$87,936	\$84,891
Income attributable to unvested participating securities	(1,111)	(1,097)	(2,498)	(2,837)
Net income used in calculating basic EPS	\$45,069	\$36,523	\$85,438	\$82,054
Denominator:				
Weighted-average vested shares	61,531	73,457	63,332	73,067
Basic EPS	\$0.73	\$0.50	\$1.35	\$1.12
Diluted EPS				
Numerator:				
Net income	\$46,180	\$37,620	\$87,936	\$84,891
Income attributable to unvested participating securities	(1,092)	(1,087)	(2,457)	(2,802)
Net income used in calculating diluted EPS	\$45,088	\$36,533	\$85,479	\$82,089
Denominator:				
Weighted-average vested shares	62,687	74,201	64,481	74,028
Diluted EPS	\$0.72	\$0.49	\$1.33	\$1.11

(9) Share-Based Transactions

The Company has outstanding equity awards under its Omnibus Incentive Plan ("OIP"). The OIP provides for the issuance of equity awards, including stock options, stock appreciation rights, restricted stock, deferred stock, RSUs, unrestricted stock as well as cash-based awards. In addition to time-based vesting requirements, awards granted

Table of Contents

under the OIP also may be subject to specified performance criteria. As of June 30, 2012, we had approximately 3.9 million shares available for future grants under this plan.

All outstanding management awards have time-based vesting requirements, vesting over three years. In connection with our granting of management equity awards, we recognized expense and tax benefit offsets as follows:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	(In thousands)			
Management equity award expense	\$4,863	\$4,280	\$9,311	\$7,705
Tax benefit associated with management equity awards	1,183	1,465	2,229	2,639

Management equity award expense reflects vesting activity related to the 2011 and 2010 management equity grants as well as management equity grants of approximately 441,900 shares awarded on February 22, 2012 at \$25.45, all less a nominal forfeiture adjustment. As of June 30, 2012, total compensation cost not yet recognized in our financial statements related to management equity awards was \$24.4 million, all of which was related to equity awards with time-based vesting conditions yet to be reached. We expect to recognize these amounts over a weighted-average period of approximately one year, nine months.

Our quarterly incentive awards to our sales force leaders have performance-based vesting requirements for which the grant and the service period occur within the same calendar quarter. These awards are granted in the form of RSUs that vest upon the conclusion of the quarterly contest and are subject to sale restrictions expiring over the three years subsequent to vesting. Because the awards are subject to sale restrictions following their vesting, their fair value is discounted to reflect a corresponding illiquidity discount. To the extent they are granted in connection with successful policy acquisitions, portions of these awards are deferred and amortized in the same manner as other deferred policy acquisition costs. In connection with these awards, we recognized and deferred expense as follows:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	(In thousands)			
Quarterly incentive awards expense deferred	\$1,652	\$2,048	\$3,425	\$3,102
Quarterly incentive awards expense recognized currently	—	269	—	1,111

As of June 30, 2012, all non-employee equity awards were fully vested with the exception of approximately 70,800 shares that vested on July 2, 2012. As such, any related compensation cost not recognized as either expense or deferred acquisition costs in our financial statements as of and through June 30, 2012 is immaterial.

All of our outstanding equity awards are eligible for dividends or dividend equivalents regardless of vesting status.

(10) Commitments and Contingent Liabilities

Effective March 31, 2012, Peach Re entered into a Credit Facility Agreement with Deutsche Bank (the "Credit Facility Agreement") to support certain obligations for a portion of the reserves (commonly referred to as Regulation XXX reserves) related to level premium term life insurance policies ceded to Peach Re from Primerica Life under the Peach Re Coinsurance Agreement. In connection with this transaction, Primerica Life obtained regulatory approval for the payment of an extraordinary dividend of \$150.0 million to the Parent Company, which was paid in April 2012. Under the Credit Facility Agreement, Deutsche Bank issued a letter of credit in the initial amount of \$450.0 million with a term of approximately fourteen years (the "LOC") for the benefit of Primerica Life, the direct parent of Peach Re. Subject to certain conditions, the amount of the LOC will be periodically increased up to a maximum amount of \$510.0 million in 2014. Pursuant to the terms of the Credit Facility Agreement, in the event amounts are drawn under the LOC by Primerica Life, Peach Re will be obligated, subject to certain limited conditions, to reimburse Deutsche Bank for the amount of any draws and interest thereon. Peach Re has collateralized its obligations to Deutsche Bank by granting it a security interest in all of its assets with the exception of amounts held in a special account established to meet minimum asset thresholds required by state regulatory authorities.

Table of Contents

In May 2011, we entered into an eight-year agreement with a third party to receive advisory services for our managed accounts product platform. In connection with this agreement, we are obligated to make asset-based fee payments (including minimum monthly payments) based on assets under management (AUM). We have made the minimum monthly payments and recognized expense accordingly of approximately \$624,000 during the six months ended June 30, 2012. The minimum fee is approximately \$624,000 for the remainder of 2012 and approximately \$2.5 million per year in 2013 through 2018 and approximately \$1.0 million in 2019. We will continue to recognize these fees as the corresponding advisory services are received.

In late 2011 and in 2012, numerous arbitration claims were filed with the Financial Industry Regulatory Association ("FINRA") against our subsidiary, PFS Investments, Inc. and certain of its registered representatives seeking unspecified damages arising from the allegation that the representatives improperly recommended that the claimants transfer their retirement benefits from the Florida Retirement System's defined benefit plan to its defined contribution plan. In addition, three lawsuits alleging the same claims have been filed against PFS Investments, Inc. and registered representatives and are pending in Palm Beach and Miami-Dade County Circuit Courts. The lawyer representing the claimants in these matters has informed us that he intends to pursue similar claims on behalf of other potential claimants and has engaged in solicitation activities directed to Florida state employees to generate interest in the cases. We believe we have meritorious defenses to the claims, and we intend to vigorously defend against them. We could, however, incur significant costs and liabilities defending and/or resolving these claims, and we are unable at this early stage to assess with confidence what effect, if any, the ultimate resolution of these claims will have on our business, financial position or results of operations.

The Company is involved from time to time in legal disputes, regulatory inquiries and arbitration proceedings in the normal course of business. These disputes are subject to uncertainties, including the large and/or indeterminate amounts sought in certain of these matters and the inherent unpredictability of litigation. As such, the Company is unable to estimate the possible loss or range of loss that may result from these matters. While it is possible that an adverse outcome in certain cases could have a material adverse effect upon the Company's financial position, based on information currently known by the Company's management, in management's opinion, the outcomes of such pending investigations and legal proceedings are not likely to have such an effect.

(11) Subsequent Events

On August 6, 2012, our Board of Directors authorized a share repurchase program of up to \$75.0 million of the Company's common stock. This share repurchase program may be discontinued at any time by the Board of Directors and the Company has no obligation to repurchase any amount of its common stock under the program.

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

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to inform the reader about matters affecting the financial condition and results of operations of Primerica, Inc. (the "Parent Company") and its subsidiaries (collectively, "we" or the "Company") for the period from December 31, 2011 to June 30, 2012. As a result, the following discussion should be read in conjunction with MD&A and the consolidated and combined financial statements and notes thereto that are included in our Annual Report on Form 10-K for the year ended December 31, 2011, as modified and updated by our Current Report on Form 8-K filed with the SEC on May 8, 2012 (together, the "2011 Annual Report"). This discussion contains forward-looking statements that constitute our plans, estimates and beliefs. These forward-looking statements involve numerous risks and uncertainties, including, but not limited to those discussed under the heading "Risk Factors" in the 2011 Annual Report. Actual results may differ materially from those contained in any forward-looking statements.

This MD&A is divided into the following sections:

- Business Overview
- Critical Accounting Estimates
- Factors Affecting Our Results
- Results of Operations
- Financial Condition
- Liquidity and Capital Resources

Table of Contents

Business Overview

We are a leading distributor of financial products to middle income households in the United States and Canada. We assist our clients in meeting their needs for term life insurance, which we underwrite, and mutual funds, annuities and other financial products, which we distribute primarily on behalf of third parties. We have two primary operating segments, Term Life Insurance and Investment and Savings Products, and a third segment, Corporate and Other Distributed Products.

Term Life Insurance. We distribute the term life insurance products that we originate through our three issuing life insurance company subsidiaries: Primerica Life Insurance Company ("Primerica Life"); National Benefit Life Insurance Company ("NBLIC"); and Primerica Life Insurance Company of Canada ("Primerica Life Canada"). Our in-force term insurance policies have level premiums for the stated term period. As such, the policyholder pays the same amount each year. Initial policy term periods are between 10 and 35 years. While premiums are guaranteed to remain level during the initial term period (up to a maximum of 20 years in the United States), our claim obligations generally increase as our policyholders age. In addition, we incur significant upfront costs in acquiring new insurance business. Our deferral and amortization of policy acquisition costs and reserving methodology are designed to match the recognition of premium revenues with the timing of policy lapses and the payment of expected claims obligations. Our Term Life Insurance segment results are primarily driven by sales and policies in force, accuracy of our pricing assumptions, terms and use of reinsurance, investment income, and expenses. In connection with our corporate reorganization in 2010, we entered into certain reinsurance transactions with affiliates of Citigroup Inc. (the "Citi reinsurers") and ceded between 80% and 90% of the risks and rewards of our term life insurance policies that were in force at year-end 2009 (the "Citi reinsurance transactions"). We continue to administer all policies subject to these coinsurance agreements. Subsequent to the Citi reinsurance transactions, the revenues and earnings of our Term Life Insurance segment initially declined in proportion to the amount of revenues and earnings historically associated with the book of term life insurance policies that we ceded to the Citi reinsurers. As we have added new in-force business, our revenues and earnings have grown from these initial levels. With each successive period, we expect revenue and earnings growth to decelerate as the size of our in-force book grows and incremental sales have a reduced marginal effect on the size of the then-existing in-force book.

Investment and Savings Products. We distribute mutual funds, managed accounts, annuities and segregated funds. In the United States, we distribute mutual fund and managed accounts products and variable and fixed annuity products of several third-party companies. In Canada, we offer our own Primerica-branded mutual funds, as well as mutual funds of other companies, and segregated funds, which are underwritten by Primerica Life Canada.

Results in our Investment and Savings Products segment are driven by sales of mutual funds and annuities, the value of assets in client accounts for which we earn ongoing service, distribution and advisory fees and the number of fee generating accounts for which we provide administration functions or retirement plan custodial services. While our investment and savings products all have similar long-term earnings characteristics, our results in a given fiscal period are affected by changes in the overall mix of products within these broad categories.

Corporate and Other Distributed Products. Our Corporate and Other Distributed Products segment consists primarily of revenues and expenses related to other distributed products, including various insurance products, prepaid legal services and a credit information product. These products are distributed pursuant to distribution arrangements with third parties, except for certain life and disability insurance products underwritten by NBLIC, our New York life insurance subsidiary, that are not distributed through our independent agent sales force. In addition, our Corporate and Other Distributed Products segment includes corporate income (including net investment income) and expenses not allocated to other segments, interest expense on our note payable and realized gains and losses on our invested asset portfolio.

Accounting Policy Change. Effective January 1, 2012, we adopted ASU 2010-26, Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts ("ASU 2010-26"), and no longer defer certain indirect acquisition costs or costs attributable to unsuccessful efforts of acquiring life insurance policies. We adopted this accounting policy change retrospectively and, accordingly, our historical results have been adjusted to reflect the adoption on a consistent basis across all periods presented. As a result of this accounting change, we reduced stockholders' equity as of December 31, 2011 by \$96.0 million to \$1.33 billion. This accounting change also reduced net income by \$6.4

million to \$37.6 million for the three months ended June 30, 2011 and by \$11.6 million to \$84.9 million for the six months ended June 30, 2011. As a result of this accounting change, basic earnings per

Table of Contents

share decreased by \$0.08 to \$0.50 for the three months ended June 30, 2011 and by \$0.16 to \$1.12 for the six months ended June 30, 2011 while diluted earnings per share decreased by \$0.09 to \$0.49 for the three months ended June 30, 2011 and by \$0.15 to \$1.11 for the six months ended June 30, 2011. For additional information regarding this accounting policy change, see Note 1 to our condensed consolidated financial statements and the Critical Accounting Estimates section below.

Critical Accounting Estimates

We prepare our financial statements in accordance with U.S. generally accepted accounting principles ("GAAP"). These principles are established primarily by the Financial Accounting Standards Board ("FASB"). The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions based on currently available information when recording transactions resulting from business operations. Our significant accounting policies are described in Note 1 to our consolidated and combined financial statements included in our 2011 Annual Report. The most significant items on the balance sheet are based on fair value determinations, accounting estimates and actuarial determinations which are susceptible to changes in future periods and which affect our results of operations and financial position.

The estimates that we deem to be most critical to an understanding of our results of operations and financial position are those related to the valuation of investments, reinsurance, deferred policy acquisition costs, future policy benefit reserves, and income taxes. The preparation and evaluation of these critical accounting estimates involve the use of various assumptions developed from management's analyses and judgments. Subsequent experience or use of other assumptions could produce significantly different results.

On January 1, 2012, we retrospectively adopted the guidance in ASU 2010-26. During the six months ended June 30, 2012, there have been no changes in the items that we have identified as critical accounting estimates. For additional information regarding critical accounting estimates, see the Critical Accounting Estimates section of MD&A included in our 2011 Annual Report.

Factors Affecting Our Results

Economic Environment. The relative strength and stability of financial markets and economies in the United States and Canada affect our growth and profitability. Our business is, and we expect will continue to be, influenced by a number of industry-wide and product-specific trends and conditions.

Economic conditions, including unemployment levels and consumer confidence, influence investment and spending decisions by middle income consumers, who are generally our primary clients. These conditions and factors also impact prospective recruits' perceptions of the business opportunity that becoming a Primerica sales representative offers, which can drive or dampen recruiting. Consumer spending and borrowing levels remain under pressure, as consumers take a more conservative financial posture including reevaluating their savings and debt management plans. The effects of these trends and conditions are discussed in the Results of Operations section below.

Independent Sales Force. Our ability to increase the size of our sales force is largely based on the success of our recruiting efforts and our ability to train and motivate recruits to obtain licenses to sell life insurance. We believe that recruitment levels are an important advance indicator of sales force trends, and growth in recruiting is usually indicative of future growth in the overall size of the sales force. However, because new recruits may obtain the requisite licenses at rates above or below historical levels, recruiting results do not always result in commensurate changes in the size of our licensed sales force.

Details on new recruits and life-licensed sales representative activity were as follows:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
New recruits	48,976	65,138	107,527	117,951
New life-licensed sales representatives	9,786	8,061	17,436	15,206

Recruiting of new representatives decreased for the three and six months ended June 30, 2012 compared with the same periods a year ago. The decrease is largely attributable to strong prior year recruiting as a result of short-term incentives announced at our June 2011 biennial sales force convention. However, new life licenses grew in both the three and six months ended June 30, 2012 versus the comparable periods in 2011. The increase in new life licenses was driven by our efforts to balance the emphasis on recruiting and licensing in both our messaging and

Table of Contents

incentive programs. Results were also driven by the introduction of streamlined life-licensing processes for new recruits.

The size of our life-licensed insurance sales force was as follows:

	June 30, 2012	March 31, 2012	December 31, 2011
Life-licensed insurance sales representatives	90,868	89,651	91,176

The size of our life-licensed insurance sales force at June 30, 2012 was down slightly from December 31, 2011, but increased from March 31, 2012 as a result of new representative life-licensing discussed above.

Term Life Insurance Segment. Our Term Life Insurance segment results are primarily driven by sales volumes, the accuracy of our pricing assumptions, terms and use of reinsurance, investment income and expenses.

Sales and policies in force. Sales of new term policies and the size and characteristics of our in-force book of policies are vital to our results over the long term. Premium revenue is recognized as it is earned over the term of the policy and eligible acquisition expenses are deferred and amortized ratably with the level premiums of the underlying policies. However, because we incur significant cash outflows at or about the time policies are issued, including the payment of sales commissions and underwriting costs, changes in life insurance sales volume will have a more immediate effect on our cash flows.

Historically, we have found that while sales volume of term life insurance products between fiscal periods may vary based on a variety of factors, the productivity of our individual sales representatives remains within a relatively narrow range and, consequently, our sales volume over the longer term generally correlates to the size of our sales force.

The average number of life-licensed sales representatives and the number of term life insurance policies issued, as well as the average monthly rate of new policies issued per life-licensed sales representative, were as follows:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
Average number of life-licensed sales representatives	90,461	91,457	90,329	92,231
Number of new policies issued	60,583	59,826	116,728	111,107
Average monthly rate of new policies issued per life-licensed sales representative	.22x	.22x	.22x	.20x

Pricing assumptions. Our pricing methodology is intended to provide us with appropriate profit margins for the risks we assume. We determine pricing classifications based on the coverage sought, such as the size and term of the policy, and certain policyholder attributes, such as age and health. In addition, we utilize unisex rates for our term life insurance policies. The pricing assumptions that underlie our rates are based upon our best estimates of mortality, persistency and investment yields at the time of issuance, sales force commission rates, issue and underwriting expenses, operating expenses and the characteristics of the insureds, including sex, age, underwriting class, product and amount of coverage. Our results will be affected to the extent there is a variance between our pricing assumptions and actual experience.

Persistency. Persistency is a measure of how long our insurance policies stay in force. As a general matter, persistency that is lower than our pricing assumptions adversely affects our results over the long term because we lose the recurring revenue stream associated with the policies that lapse. Determining the near-term effects of changes in persistency is more complicated. When persistency is lower than our pricing assumptions, we must accelerate the amortization of DAC. The resultant increase in amortization expense is offset by a corresponding release of reserves associated with lapsed policies, which causes a reduction in benefits and claims expense. The reserves associated with any given policy will change over the term of such policy. As a general matter, reserves are lowest at the inception of a policy term and rise steadily to a peak before declining to zero at the expiration of the policy term. Accordingly, depending on when the lapse occurs in relation to the overall policy term, the reduction in benefits and claims expense may be greater or less than the increase in amortization expense and, consequently, the effects on

Table of Contents

earnings for a given period could be positive or negative. Persistency levels will impact results to the extent actual experience deviates from the persistency assumptions used to price our products.

Mortality. Our profitability is affected to the extent actual mortality rates differ from those used in our pricing assumptions. We mitigate a significant portion of our mortality exposure through reinsurance. Variances between actual mortality experience and the assumptions and estimates used by our reinsurers affect the cost and potentially the availability of reinsurance.

Investment Yields. For policies issued prior to 2010, we used a level investment yield rate which reflects yields available at that time. For policies issued in 2010 and after, we have been using an increasing interest rate assumption to reflect the historically low interest rate environment. Both DAC and the reserve liability increase with the assumed investment yield rate. Since DAC is higher than the reserve liability in the early years of a policy, a lower assumed investment yield generally will result in lower profits. In the later years, when the reserve liability is higher than DAC, a lower assumed investment yield generally will result in higher profits. These assumed investment yields, which like other pricing assumptions are locked in at issue, impact the timing but not the aggregate amount of DAC and reserve changes. Actual investment yields will impact net investment income allocated to the Term Life Insurance segment, but will not impact DAC or the reserve liability.

Reinsurance. We use reinsurance extensively, which has a significant effect on our results of operations. Since the mid-1990s, we have reinsured between 60% and 90% of the mortality risk on our U.S. term life insurance policies on a quota share yearly renewable term ("YRT") basis. In Canada, we previously utilized reinsurance arrangements similar to the U.S. in certain years and reinsured only face amounts above \$500,000 in other years. However, in the first quarter of 2012, we entered into a YRT reinsurance arrangement in Canada similar to our U.S. program that reinsures 80% of the face amount for every policy sold. YRT reinsurance permits us to set future mortality at contractual rates by policy class. To the extent actual mortality experience is more or less favorable than the contractual rate, the reinsurer will earn incremental profits or bear the incremental cost, as applicable. In contrast to coinsurance, which is intended to eliminate all risks (other than counterparty risk of the reinsurer) and rewards associated with a specified percentage of the block of policies subject to the reinsurance arrangement, the YRT reinsurance arrangements we enter into are intended only to reduce volatility associated with variances between estimated and actual mortality rates.

The effect of our reinsurance arrangements on ceded premiums and benefits and expenses on our statement of income follows:

Ceded premiums. Ceded premiums are the premiums we pay to reinsurers. These amounts are deducted from the direct premiums we earn to calculate our net premium revenues. Similar to direct premium revenues, ceded coinsurance premiums remain level over the initial term of the insurance policy. Ceded YRT premiums increase over the period that the policy has been in force. Accordingly, ceded YRT premiums generally constitute an increasing percentage of direct premiums over the policy term.

Benefits and claims. Benefits and claims include incurred claim amounts and changes in future policy benefit reserves. Reinsurance reduces incurred claims in direct proportion to the percentage ceded. Coinsurance also reduces the change in future policy benefit reserves in direct proportion to the percentage ceded while YRT reinsurance does not significantly impact benefit reserves.

Amortization of DAC. Amortization of DAC is reduced on a pro-rata basis for the coinsured business, including the business reinsured with Citi. There is no impact on amortization of DAC associated with our YRT contracts.

Insurance expenses. Insurance expenses are reduced by the allowances received from coinsurance, including the business reinsured with Citi. There is no impact on insurance expenses associated with our YRT contracts.

We may alter our reinsurance practices at any time due to the unavailability of YRT reinsurance at attractive rates or the availability of alternatives to reduce our risk exposure. We presently intend to continue ceding approximately 90% of our U.S. mortality risk on new business and approximately 80% of our Canadian mortality risk on new business.

Net investment income. Term Life Insurance segment net investment income is composed of two elements: allocated net investment income and the market return associated with the deposit asset underlying the 10%

Table of Contents

reinsurance agreement we executed in connection with our corporate reorganization. Invested assets are allocated to the Term Life segment based on the book value of the invested assets necessary to meet statutory reserve requirements and our targeted capital objectives. Net investment income is also impacted by the performance of our invested asset portfolio and the market return on the deposit asset which can be affected by interest rates, credit spreads and the mix of invested assets.

Expenses. Results are also affected by variances in client acquisition, maintenance and administration expense levels. Investment and Savings Products Segment. Our Investment and Savings Products segment results are primarily driven by sales, the value of assets in client accounts for which we earn ongoing management, service and distribution fees and the number of fee generating accounts we administer.

Sales. We earn commissions and fees, such as dealer re-allowances, and marketing and support fees, based on sales of mutual fund and managed account products and annuities. Sales of investment and savings products are influenced by the overall demand for investment products in the United States and Canada, as well as by the size and productivity of our sales force. We generally experience seasonality in our Investment and Savings Products segment results due to our high concentration of sales of retirement account products. These accounts are typically funded in February through April, coincident with our clients' tax return preparation season. While we believe the size of our sales force is a factor in driving sales volume in this segment, there are a number of other variables, such as economic and market conditions, that may have a significantly greater effect on sales volume in any given fiscal period.

Asset values in client accounts. We earn marketing and distribution fees (trail commissions or, with respect to U.S. mutual funds, 12b-1 fees) on mutual fund and annuity assets in the United States and Canada. In the United States, we also earn investment advisory fees on assets in the managed accounts program. In Canada, we earn management fees on certain mutual fund assets and on the segregated funds for which we serve as investment manager. Asset values are influenced by new product sales, ongoing contributions to existing accounts, redemptions and the change in market values in existing accounts. While we offer a wide variety of asset classes and investment styles, our clients' accounts are primarily invested in equity funds.

Accounts. We earn recordkeeping fees for administrative functions we perform on behalf of several of our retail and managed mutual fund providers and custodial fees for services as a non-bank custodian for certain of our clients' retirement plan accounts.

Sales mix. While our investment and savings products all have similar long-term earnings characteristics, our results in a given fiscal period will be affected by changes in the overall mix of products within these broad categories.

Examples of changes in the sales mix that influence our results include the following:

- sales of a higher proportion of mutual fund products of the several mutual fund families for which we act as recordkeeper will generally increase our earnings because we are entitled to recordkeeping fees on these accounts;
- sales of annuity products in the United States will generate higher revenues in the period such sales occur than sales of other investment products that either generate lower upfront revenues or, in the case of managed accounts and segregated funds, no upfront revenues;
- sales and administration of a higher proportion of mutual funds that enable us to earn marketing and support fees will increase our revenues and profitability;
- sales of a higher proportion of retirement products of several mutual fund families will tend to result in higher revenue generation due to our ability to earn custodial fees on these accounts; and
- sales of a higher proportion of managed accounts and segregated funds products will generally extend the time over which revenues can be earned because we are entitled to higher revenues based on assets under management for these accounts in lieu of upfront revenues.

Corporate and Other Distributed Products Segment. We earn revenues and pay commissions and referral fees for various other insurance products, prepaid legal services and other financial products, all of which are originated by third parties. NBLIC also underwrites a mail-order student life policy and a short-term disability benefit policy, neither of which is distributed by our sales force, and has in-force policies from several discontinued lines of insurance.

Table of Contents

The Corporate and Other Distributed Products segment is affected by corporate income and expenses not allocated to our other segments, net investment income (other than net investment income allocated to our Term Life Insurance segment), general and administrative expenses (other than expenses that are allocated to our Term Life Insurance or Investment and Savings Products segments), equity awards granted to management and our sales force leaders at the time of our initial public offering, interest expense on notes payable and realized gains and losses on our invested asset portfolio.

Capital Structure. Our financial results have also been affected by changes in our capital structure that have occurred since our corporate reorganization in 2010.

Share repurchases and related financing arrangements. Effective March 31, 2012, Peach Re, Inc. ("Peach Re"), a special purpose financial captive insurance company and wholly owned subsidiary of Primerica Life, entered into a Credit Facility Agreement with Deutsche Bank (the "Credit Facility Agreement") to support certain obligations for a portion of the reserves (commonly referred to as Regulation XXX reserves) related to level premium term life insurance policies ceded to Peach Re from Primerica Life under the Peach Re Coinsurance Agreement. In connection with this transaction, Primerica Life obtained regulatory approval for the payment of an extraordinary dividend of \$150.0 million to the Parent Company, which was paid in April 2012. The dividend was primarily funded by the sale of invested assets, and the proceeds were used to repurchase approximately 5.7 million shares of our common stock from private equity funds managed by Warburg Pincus LLC ("Warburg Pincus") for approximately \$150.0 million in April 2012. In addition, we repurchased approximately 8.9 million shares of our common stock from Citi for approximately \$200.0 million in November 2011 primarily using the proceeds from invested asset sales. We retired the common stock repurchased in each transaction, providing an accretive impact on earnings per share. The sales of invested assets used to fund the repurchases results in lower net investment income in periods following the sales.

Notes payable. In April 2010, we issued a \$300.0 million note to Citi as part of our corporate reorganization (the "Citi note"). We paid interest on the Citi note at an annual rate of 5.5%. On July 16, 2012, we repaid the Citi note with a portion of the proceeds received from the issuance of senior notes with an aggregate principal amount of \$375.0 million (the "Senior Notes"). We issued the Senior Notes at a price of 99.843% of the principal amount. The Senior Notes bear interest at an annual rate of 4.750%. We anticipate using the remaining proceeds for general corporate purposes, including share repurchases.

Future interest expense will be higher as the increase in the outstanding principal balance more than offsets the decrease in the stated interest rate.

Table of Contents

Results of Operations

Primerica, Inc. and Subsidiaries Results. Our results of operations were as follows:

	Three months ended		Change		Six months ended June 30,		Change			
	June 30, 2012	2011	\$	%	2012	2011	\$	%		
(Dollars in thousands)										
Revenues:										
Direct premiums	\$570,073	\$560,881	\$9,192	2	%	\$1,131,110	\$1,112,950	\$18,160	2	%
Ceded premiums	(415,815)	(435,564)	(19,749)	(5	)%	(833,978)	(857,802)	(23,824)	(3)%
Net premiums	154,258	125,317	28,941	23	%	297,132	255,148	41,984	16	%
Commissions and fees	106,761	108,698	(1,937)	(2	)%	210,666	214,814	(4,148)	(2)%
Net investment income	23,605	27,229	(3,624)	(13	)%	49,702	55,855	(6,153)	(11)%
Realized investment gains, including OTTI losses	4,321	2,035	2,286	*		6,452	2,362	4,090	*	
Other, net	11,580	11,816	(236)	(2	)%	23,174	23,268	(94)	*	
Total revenues	300,525	275,095	25,430	9	%	587,126	551,447	35,679	6	%
Benefits and expenses:										
Benefits and claims	68,925	57,272	11,653	20	%	136,858	114,907	21,951	19	%
Amortization of DAC	28,205	23,975	4,230	18	%	54,736	47,204	7,532	16	%
Sales commissions	51,475	50,273	1,202	2	%	101,192	100,711	481	*	
Insurance expenses	24,589	26,988	(2,399)	(9	)%	47,033	42,786	4,247	10	%
Insurance commissions	6,458	9,534	(3,076)	(32	)%	14,954	18,532	(3,578)	(19)%
Interest expense	8,506	6,998	1,508	22	%	15,416	13,995	1,421	10	%
Other operating expenses	40,446	41,590	(1,144)	(3	)%	81,551	81,591	(40)	*	
Total benefits and expenses	228,604	216,630	11,974	6	%	451,740	419,726	32,014	8	%
Income before income taxes	71,921	58,465	13,456	23	%	135,386	131,721	3,665	3	%
Income taxes	25,741	20,845	4,896	23	%	47,450	46,830	620	1	%
Net income	\$46,180	\$37,620	\$8,560	23	%	\$87,936	\$84,891	\$3,045	4	%

* Less than 1% or not meaningful

Results for the Three and Six Months Ended June 30, 2012 and 2011

Total revenues. Growth in revenues primarily was attributable to incremental premiums on term life insurance policies issued subsequent to the Citi reinsurance transactions ("New Term"), which was partially offset by lower net investment income resulting from sales of invested assets to facilitate our \$200.0 million and \$150.0 million share repurchase transactions in November 2011 and April 2012, respectively. Realized investment gains were higher during 2012 as we sold invested assets to provide a portion of the funds used for the April 2012 share repurchase.

Total benefits and expenses. Total benefits and expenses increased in 2012 primarily as a result of the growth in premium-related expenses. This increase was partially offset by declines in insurance commissions and expenses reflecting higher deferrals of commissions consistent with incentive program changes as well as prior-year new product launch and convention-related expenses.

Income taxes. Our effective income tax rate of 35.8% during the three months ended June 30, 2012 was consistent with our effective income tax rate of 35.7% during the three months ended June 30, 2011. For the six months ended June 30, 2012, our effective income tax rate was 35.1%, compared with 35.6% for the six months ended June 30, 2011. The decrease in our effective income tax rate during the six months ended June 30, 2012 versus the comparable period in 2011 is primarily due to a lower effective Canadian tax rate in the first quarter of 2012.

For additional information, see the Segment Results discussions below.