

NATIONAL WESTERN LIFE INSURANCE CO  
Form 10-Q  
May 08, 2013

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

FORM 10-Q

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

For the Quarterly Period Ended March 31, 2013  
o 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: 2-17039

NATIONAL WESTERN LIFE INSURANCE COMPANY  
(Exact name of Registrant as specified in its charter)

COLORADO  
(State of Incorporation)

84-0467208  
(I.R.S. Employer Identification Number)

850 EAST ANDERSON LANE  
AUSTIN, TEXAS 78752-1602  
(Address of Principal Executive Offices)

(512) 836-1010  
(Telephone Number)

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 R No £

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

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

Large accelerated filer £ Accelerated filer R Non-accelerated filer £

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

As of May 5, 2013, the number of shares of Registrant's common stock outstanding was: Class A – 3,434,763 and Class B - 200,000.

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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

NATIONAL WESTERN LIFE INSURANCE COMPANY AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)

ASSETS	(Unaudited) March 31, 2013	December 31, 2012
Investments:		
Securities held to maturity, at amortized cost (fair value: \$6,588,874 and \$6,503,627)	\$6,078,141	5,962,120
Securities available for sale, at fair value (cost: \$2,656,308 and \$2,658,512)	2,904,202	2,826,001
Mortgage loans, net of allowance for possible losses (\$650 and \$650)	125,539	142,170
Policy loans	71,143	71,549
Derivatives, index options	130,967	57,890
Other long-term investments	39,136	41,439
Total investments	9,349,128	9,101,169
Cash and short-term investments	86,816	124,561
Deferred policy acquisition costs	709,329	705,397
Deferred sales inducements	154,673	152,844
Accrued investment income	96,355	92,665
Federal income tax receivable	—	5,655
Other assets	80,200	81,567
Total assets	\$10,476,501	10,263,858

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

Table of ContentsNATIONAL WESTERN LIFE INSURANCE COMPANY AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except share amounts)

	(Unaudited) March 31, 2013	December 31, 2012
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>LIABILITIES:</b>		
Future policy benefits:		
Universal life and annuity contracts	\$8,587,555	8,430,545
Traditional life reserves	137,826	138,309
Other policyholder liabilities	155,482	148,561
Deferred Federal income tax liability	36,556	55,054
Federal income tax payable	19,861	—
Other liabilities	132,283	99,709
<b>Total liabilities</b>	<b>9,069,563</b>	<b>8,872,178</b>
<b>COMMITMENTS AND CONTINGENCIES (Note 8)</b>		
<b>STOCKHOLDERS' EQUITY:</b>		
Common stock:		
Class A - \$1 par value; 7,500,000 shares authorized; 3,434,763 issued and outstanding in 2013 and 2012	3,435	3,435
Class B - \$1 par value; 200,000 shares authorized, issued, and outstanding in 2013 and 2012	200	200
Additional paid-in capital	37,767	37,767
Accumulated other comprehensive income	75,412	76,786
Retained earnings	1,290,124	1,273,492
<b>Total stockholders' equity</b>	<b>1,406,938</b>	<b>1,391,680</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$10,476,501</b>	<b>10,263,858</b>

Note: The Condensed Consolidated Balance Sheet at December 31, 2012, has been derived from the audited Consolidated Financial Statements as of that date.

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

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CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS

For the Three Months Ended March 31, 2013 and 2012

(Unaudited)

(In thousands, except per share amounts)

	2013	2012
Premiums and other revenues:		
Universal life and annuity contract charges	\$37,899	36,199
Traditional life premiums	3,864	4,083
Net investment income	180,814	149,558
Other revenues	6,142	5,655
Net realized investment gains (losses):		
Total other-than-temporary impairment (“OTTI”) gains (losses)	382	(277 )
Portion of OTTI (gains) losses recognized in other comprehensive income	(443 )	) 78
Net OTTI losses recognized in earnings	(61 )	) (199 )
Other net investment gains (losses)	2,374	1,366
Total net realized investment gains (losses)	2,313	1,167
 Total revenues	 231,032	 196,662
Benefits and expenses:		
Life and other policy benefits	12,690	13,678
Amortization of deferred policy acquisition costs	30,804	31,711
Universal life and annuity contract interest	140,300	101,543
Other operating expenses	21,924	20,018
 Total benefits and expenses	 205,718	 166,950
 Earnings before Federal income taxes	 25,314	 29,712
 Federal income taxes	 8,682	 9,971
 Net earnings	 \$16,632	 19,741
Basic earnings per share:		
Class A	\$4.71	5.58
Class B	\$2.35	2.79
Diluted earnings per share:		
Class A	\$4.70	5.58
Class B	\$2.35	2.79

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



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CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the Three Months Ended March 31, 2013 and 2012

(Unaudited)

(In thousands)

	2013	2012
Net earnings	\$16,632	19,741
Other comprehensive income, net of effects of deferred costs and taxes:		
Unrealized gains (losses) on securities:		
Net unrealized holding gains arising during period	(1,125	) 7,752
Net unrealized liquidity gains (losses)	138	(24 )
Reclassification adjustment for net amounts included in net earnings	(1,359	) (1,040 )
Amortization of net unrealized (gains) losses related to transferred securities	—	1
Net unrealized gains (losses) on securities	(2,346	) 6,689
Foreign currency translation adjustments	590	386
Benefit plans:		
Amortization of net prior service cost and net gain (loss)	381	223
Other comprehensive income	(1,375	) 7,298
Comprehensive income	\$15,257	27,039

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



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CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

For the Three Months Ended March 31, 2013 and 2012

(Unaudited)

(In thousands)

	2013	2012	
Common stock:			
Balance at beginning of period	\$3,635	3,635	
Shares exercised under stock option plan	—	—	
Balance at end of period	3,635	3,635	
Additional paid-in capital:			
Balance at beginning of period	37,767	37,767	
Shares exercised under stock option plan	—	—	
Balance at end of period	37,767	37,767	
Accumulated other comprehensive income:			
Unrealized gains on non-impaired securities:			
Balance at beginning of period	91,972	69,116	
Change in unrealized gains during period, net of tax	(2,483	) 6,713	
Balance at end of period	89,489	75,829	
Unrealized losses on impaired held to maturity securities:			
Balance at beginning of period	(1,426	) (2,320	)
Amortization	—	6	
Other-than-temporary impairments, non-credit, net of tax	—	(51	)
Additional credit loss on previously impaired securities	25	—	
Change in shadow deferred policy acquisition costs	(17	) 21	
Balance at end of period	(1,418	) (2,344	)
Unrealized losses on impaired available for sale securities:			
Balance at beginning of period	(196	) (608	)
Other-than-temporary impairments, non-credit, net of tax	—		
Change in shadow deferred policy acquisition costs	(133	)	
Recoveries, net of tax	263	—	
Balance at end of period	(66	) (608	)



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NATIONAL WESTERN LIFE INSURANCE COMPANY AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (continued)  
 For the Three Months Ended March 31, 2013 and 2012  
 (Unaudited)  
 (In thousands)

	2013	2012
Foreign currency translation adjustments:		
Balance at beginning of period	2,589	2,368
Change in translation adjustments during period	590	386
Balance at end of period	3,179	2,754
Benefit plan liability adjustment:		
Balance at beginning of period	(16,153	) (15,380
Amortization of net prior service cost and net gain, net of tax	381	223
Balance at end of period	(15,772	) (15,157
Accumulated other comprehensive income at end of period	75,412	60,474
Retained earnings:		
Balance at beginning of period	1,273,492	1,182,207
Net earnings	16,632	19,741
Stockholder dividends	—	—
Balance at end of period	1,290,124	1,201,948
Total stockholders' equity	\$1,406,938	\$1,303,824

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

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Three Months Ended March, 2013 and 2012

(Unaudited)

(In thousands)

	2013	2012	
Cash flows from operating activities:			
Net earnings	\$ 16,632	19,741	
Adjustments to reconcile net earnings to net cash from operating activities:			
Universal life and annuity contract interest	140,300	101,543	
Surrender charges and other policy revenues	(3,605	) (3,500	)
Realized (gains) losses on investments	(2,313	) (1,167	)
Accrual and amortization of investment income	(447	) (708	)
Depreciation and amortization	1,406	1,417	
(Increase) decrease in value of index options	(74,432	) (42,355	)
(Increase) decrease in deferred policy acquisition and sales inducement costs	(453	) 2,427	
(Increase) decrease in accrued investment income	(4,933	) (4,200	)
(Increase) decrease in other assets	(500	) (4,734	)
Increase (decrease) in liabilities for future policy benefits	2,748	1,923	
Increase (decrease) in other policyholder liabilities	6,921	(740	)
Increase (decrease) in Federal income taxes	8,281	3,298	
Increase (decrease) in other liabilities	(7,324	) 2,932	
Other, net	—	127	
Net cash provided by operating activities	82,281	76,004	
Cash flows from investing activities:			
Proceeds from sales of:			
Securities available for sale	609	418	
Other investments	2,884	477	
Proceeds from maturities and redemptions of:			
Securities held to maturity	403,974	384,604	
Securities available for sale	66,052	79,767	
Index options	14,980	260	
Purchases of:			
Securities held to maturity	(509,924	) (406,536	)
Securities available for sale	(121,242	) (173,237	)
Index options	(12,169	) (10,672	)
Other investments	(15	) (1,503	)
Principal payments on mortgage loans	17,000	4,536	
Cost of mortgage loans acquired	(253	) (390	)
Decrease (increase) in policy loans	406	318	
Other, net	(2	) 3	
Net cash used in investing activities	(137,700	) (121,955	)

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS, CONTINUED

For the Three Months Ended March 31, 2013 and 2012

(Unaudited)

(In thousands)

	2013	2012
Cash flows from financing activities:		
Deposits to account balances for universal life and annuity contracts	231,749	212,423
Return of account balances on universal life and annuity contracts	(214,665)	(210,657)
Issuance of common stock under stock option plan	—	—
Net cash provided by financing activities	17,084	1,766
Effect of foreign exchange	590	386
Net increase (decrease) in cash and short-term investments	(37,745)	(43,799)
Cash and short-term investments at beginning of period	124,561	119,290
Cash and short-term investments at end of period	\$86,816	\$75,491
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	\$20	\$10
Income taxes	\$2,484	\$6,539
Noncash operating activities:		
Deferral of sales inducements	\$714	\$1,314

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

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NATIONAL WESTERN LIFE INSURANCE COMPANY AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

(1) CONSOLIDATION AND BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for annual financial statements. In the opinion of management, the accompanying condensed consolidated financial statements contain all adjustments necessary to present fairly the financial position of National Western Life Insurance Company and its subsidiaries ("Company" or "National Western") as of March 31, 2013, and the results of its operations and its cash flows three months ended March 31, 2013. The results of operations for the three months ended March 31, 2013 and 2012 are not necessarily indicative of the results to be expected for the full year. It is recommended that these condensed consolidated financial statements be read in conjunction with the audited consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012 accessible free of charge through the Company's internet site at [www.nationalwesternlife.com](http://www.nationalwesternlife.com) or the Securities and Exchange Commission internet site at [www.sec.gov](http://www.sec.gov). The condensed consolidated balance sheet at December 31, 2012 has been derived from the audited consolidated financial statements as of that date.

The accompanying unaudited condensed consolidated financial statements include the accounts of National Western Life Insurance Company and its wholly-owned subsidiaries: The Westcap Corporation, NWL Investments, Inc., NWL Services, Inc., NWL Financial, Inc., NWLSM, Inc. and Regent Care San Marcos Holdings, LLC. All significant intercorporate transactions and accounts have been eliminated in consolidation.

The preparation of financial statements in accordance with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities, and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Significant estimates in the accompanying condensed consolidated financial statements include (1) liabilities for future policy benefits, (2) valuation of derivative instruments, (3) recoverability and amortization of deferred policy acquisition costs, (4) valuation allowances for deferred tax assets, (5) other-than-temporary impairment losses on debt securities, (6) commitments and contingencies, and (7) valuation allowances for mortgage loans and real estate.

Certain amounts in the prior year condensed consolidated financial statements have been reclassified to conform to the current year presentation.

(2) NEW ACCOUNTING PRONOUNCEMENTS

During February 2013, the FASB issued new guidance related to the presentation of amounts reclassified out of accumulated other comprehensive income. The new guidance requires disclosure on the statement of income amounts reclassified. As the Company already reports reclassifications on its Income Statement and Statement of Comprehensive Income the new guidance will not have a significant impact on the Company's consolidated financial statements and results of operations.

During October 2010, the Financial Accounting Standards Board ("FASB") issued new guidance affecting insurance companies that incur costs in the acquisition of new and renewal insurance contracts. The guidance addresses the

diversity in practice regarding the interpretation for which costs relating to the acquisition of new or renewal business qualifies for deferral. The new guidance specifies the acquisition costs which are capitalizable and those which must be expensed. The effective date is for interim and annual periods ending after December 15, 2011. The adoption of this guidance was effective January 1, 2012. See Note 1, Summary of Significant Accounting Policies, of the accompanying consolidated financial statements for additional disclosures.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the American Institute of Certified Public Accounts ("AICPA"), and the SEC did not, or are not believed by management to, have a material impact on the Company's present or future condensed consolidated financial statements.



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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

## (3) STOCKHOLDERS' EQUITY

The Company is restricted by state insurance laws as to dividend amounts which may be paid to stockholders without prior approval from the Colorado Division of Insurance. The restrictions are based on the greater of statutory earnings from operations excluding capital gains or 10% of statutory capital and surplus of the Company. The maximum dividend payment which may be made without prior approval in 2013 is \$100.5 million. The Company did not declare or pay cash dividends on common stock during the three months ended March 31, 2013 and 2012.

## (4) EARNINGS PER SHARE

Basic earnings per share of common stock are computed by dividing net income by the weighted-average basic common shares outstanding during the period. Diluted earnings per share assumes the issuance of common shares applicable to stock options in the denominator.

	Three Months Ended March 31,			
	2013		2012	
	Class A	Class B	Class A	Class B
	(In thousands except per share amounts)			
Numerator for Basic and Diluted Earnings Per Share:				
Net income	\$16,632		19,741	
Dividends - Class A shares	—		—	
Dividends - Class B shares	—		—	
Undistributed income	\$16,632		19,741	
Allocation of net income:				
Dividends	\$—	—	—	—
Allocation of undistributed income	16,162	470	19,183	558
Net income	\$16,162	470	19,183	558
Denominator:				
Basic earnings per share - weighted-average shares	3,435	200	3,435	200
Effect of dilutive stock options	5	—	—	—
Diluted earnings per share - adjusted weighted-average shares for assumed conversions	3,440	200	3,435	200
Basic Earnings Per Share	\$4.71	2.35	5.58	2.79
Diluted Earnings Per Share	\$4.70	2.35	5.58	2.79



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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

## (5) PENSION AND OTHER POSTRETIREMENT PLANS

## (A) Defined Benefit Pension Plans

The Company sponsors a qualified defined benefit pension plan covering substantially all employees. The plan provides benefits based on the participants' years of service and compensation. The Company makes annual contributions to the plan that complies with the minimum funding provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). On October 19, 2007, the Company's Board of Directors approved an amendment to freeze the Pension Plan as of December 31, 2007. The freeze ceased future benefit accruals to all participants and closed the plan to any new participants. In addition, all participants became immediately 100% vested in their accrued benefits as of that date. Going forward, future pension expense is projected to be minimal. Fair values of plan assets and liabilities are measured as of the prior December 31 for each respective year. The following table summarizes the components of net periodic benefit cost.

	Three Months Ended March 31, 2013		2012
	(In thousands)		
Service cost	\$47		44
Interest cost	218		232
Expected return on plan assets	(283	)	(268
Amortization of prior service cost	1		1
Amortization of net loss	203		196
Net periodic benefit cost	\$186		205

The service costs shown in the above table represent plan expenses expected to be paid out of plan assets. Under clarification provided by the Pension Protection Act, plan expenses paid from plan assets are to be included in the plan's service cost component.

The Company's minimum required contribution for the 2013 plan year is \$0.7 million of which it expects to contribute approximately \$0.4 million during 2013 with the remainder to be contributed in 2014. In addition, the Company had a remaining contribution payable for the 2012 plan year of \$0.1 million which it paid during the first quarter of 2013. As of March 31, 2013, the Company had contributed a total of \$0.1 million to the plan for the 2012 and 2013 plan years.

The Company also sponsors a non-qualified defined benefit plan primarily for senior officers. The plan provides benefits based on the participants' years of service and compensation. The pension obligations and administrative responsibilities of the plan are maintained by a pension administration firm, which is a subsidiary of American National Insurance Company ("ANICO"). ANICO has guaranteed the payment of pension obligations under the plan. However, the Company has a contingent liability with respect to the plan should these entities be unable to meet their obligations under the existing agreements. Also, the Company has a contingent liability with respect to the plan in the event that a plan participant continues employment with the Company beyond age seventy, the aggregate average annual participant salary increases exceed 10% per year, or any additional employees become eligible to participate in the plan. If any of these conditions are met, the Company would be responsible for any additional pension obligations

resulting from these items. Amendments were made to the plan to allow an additional employee to participate and to change the benefit formula for the Chairman of the Company. As previously mentioned, these additional obligations are a liability to the Company. Effective December 31, 2004, this plan was frozen with respect to the continued accrual of benefits of the Chairman and the President of the Company in order to comply with law changes under the American Jobs Creation Act of 2004 ("Act").

Effective July 1, 2005, the Company established a second non-qualified defined benefit plan for the benefit of the Chairman of the Company. This plan is intended to provide for post-2004 benefit accruals that mirror and supplement the pre-2005 benefit accruals under the previously discussed non-qualified defined benefit plan, while complying with the requirements of the Act.

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NATIONAL WESTERN LIFE INSURANCE COMPANY AND SUBSIDIARIES  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED)

Effective November 1, 2005, the Company established a third non-qualified defined benefit plan for the benefit of the President of the Company. This plan is intended to provide for post-2004 benefit accruals that supplement the pre-2005 benefit accruals under the first non-qualified defined benefit plan as previously discussed, while complying with the requirements of the Act.

The following table summarizes the components of net periodic benefit costs for the Chairman and President non-qualified defined benefit plans.

	Three Months Ended March 31,	
	2013	2012
	(In thousands)	
Service cost	\$44	42
Interest cost	200	228
Amortization of prior service cost	15	15
Amortization of net loss	294	285
Net periodic benefit cost	\$553	570

The Company expects to contribute \$2.0 million to these plans in 2013. As of March 31, 2013, the Company has contributed \$0.4 million to the plans.

**(B) Defined Benefit Postretirement Healthcare Plans**

The Company sponsors two healthcare plans to provide postretirement benefits to certain fully-vested individuals. The following table summarizes the components of net periodic benefit costs.

	Three Months Ended March 31,	
	2013	2012
	(In thousands)	
Interest cost	\$29	32
Amortization of prior service cost	26	26
Amortization of net loss	8	11
Net periodic benefit cost	\$63	69

The Company expects to contribute minimal amounts to the plan in 2013.

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NATIONAL WESTERN LIFE INSURANCE COMPANY AND SUBSIDIARIES  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED)

## (6) SEGMENT AND OTHER OPERATING INFORMATION

The Company defines its reportable operating segments as domestic life insurance, international life insurance, and annuities. These segments are organized based on product types and geographic marketing areas. A summary of segment information for the quarters ended March 31, 2013 and March 31, 2012 is provided below.

## Selected Segment Information:

	Domestic Life Insurance	International Life Insurance	Annuities	All Others	Totals
	(In thousands)				
March 31, 2013					
Selected Condensed Consolidated Balance Sheet Items:					
Deferred policy acquisition costs and sales inducements	\$41,026	227,263	595,713	—	864,002
Total segment assets	496,778	1,148,773	8,418,536	257,309	10,321,396
Future policy benefits	427,006	861,854	7,436,521	—	8,725,381
Other policyholder liabilities	12,547	10,139	132,796	—	155,482
Three Months Ended March 31, 2013					
Condensed Consolidated Income Statements:					
Premiums and contract revenues	\$9,610	28,019	4,134	—	41,763
Net investment income	7,773	18,630	150,378	4,033	180,814
Other revenues	12	43	39	6,048	6,142
Total revenues	17,395	46,692	154,551	10,081	228,719
Life and other policy benefits	3,030	3,645	6,015	—	12,690
Amortization of deferred acquisition costs	2,035	5,787	22,982	—	30,804
Universal life and annuity contract interest	7,191	21,991	111,118	—	140,300
Other operating expenses	3,767	6,708	6,086	5,363	21,924
Federal income taxes (benefit)	470	2,930	2,857	1,615	7,872
Total expenses	16,493	41,061	149,058	6,978	213,590
Segment earnings (loss)	\$902	5,631	5,493	3,103	15,129



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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

## Selected Segment Information:

	Domestic Life Insurance	International Life Insurance	Annuities	All Others	Totals
			(In thousands)		
March 31, 2012					
Selected Condensed Consolidated Balance Sheet Items:					
Deferred policy acquisition costs and sales inducements	\$36,432	230,753	601,414	—	868,599
Total segment assets	413,630	1,076,573	8,100,477	226,709	9,817,389
Future policy benefits	351,915	796,354	7,116,918	—	8,265,187
Other policyholder liabilities	10,738	18,457	121,373	—	150,568
Three Months Ended March 31, 2012					
Condensed Consolidated Income Statements:					
Premiums and contract revenues	\$10,539	23,431	6,312	—	40,282
Net investment income	5,818	15,397	124,389	3,954	149,558
Other revenues	7	32	61	5,555	5,655
Total revenues	16,364	38,860	130,762	9,509	195,495
Life and other policy benefits	1,648	3,480	8,550	—	13,678
Amortization of deferred acquisition costs	2,391	5,608	23,712	—	31,711
Universal life and annuity contract interest	7,213	14,812	79,518	—	101,543
Other operating expenses	4,768	5,818	4,028	5,404	20,018
Federal income taxes (benefit)	115	3,063	5,010	1,375	9,563
Total expenses	16,135	32,781	120,818	6,779	176,513
Segment earnings (loss)	\$229	6,079	9,944	2,730	18,982



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Reconciliations of segment information to the Company's condensed consolidated financial statements are provided below.

	Three Months Ended March 31, 2013		2012	
	(In thousands)			
Premiums and Other Revenues:				
Premiums and contract revenues	\$41,763		40,282	
Net investment income	180,814		149,558	
Other revenues	6,142		5,655	
Realized gains (losses) on investments	2,313		1,167	
Total condensed consolidated premiums and other revenues	\$231,032		196,662	
	Three Months Ended March 31, 2013		2012	
	(In thousands)			
Federal Income Taxes:				
Total segment Federal income taxes	\$7,872		9,563	
Taxes on realized gains (losses) on investments	810		408	
Total condensed consolidated Federal income taxes	\$8,682		9,971	
	Three Months Ended March 31, 2013		2012	
	(In thousands)			
Net Earnings:				
Total segment earnings	\$15,129		18,982	
Realized gains (losses) on investments, net of taxes	1,503		759	
Total condensed consolidated net earnings	\$16,632		19,741	

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	March 31, 2013 (In thousands)	2012
Assets:		
Total segment assets	\$ 10,321,396	9,817,389
Other unallocated assets	155,105	67,216
Total condensed consolidated assets	\$ 10,476,501	9,884,605

## (7) SHARE-BASED PAYMENTS

The Company had a stock and incentive plan ("1995 Plan") which provided for the grant of any or all of the following types of awards to eligible employees: (1) stock options, including incentive stock options and nonqualified stock options; (2) stock appreciation rights, in tandem with stock options or freestanding; (3) restricted stock; and (4) performance awards. The 1995 Plan began on April 21, 1995, and was amended on June 25, 2004 to extend the termination date to April 20, 2010. The number of shares of Class A, \$1.00 par value, common stock which were allowed to be issued under the 1995 Plan, or as to which stock appreciation rights or other awards were allowed to be granted, could not exceed 300,000. Effective June 20, 2008, the Company's shareholders approved a 2008 Incentive Plan ("2008 Plan"). The 2008 Plan is substantially similar to the 1995 Plan and authorized an additional number of Class A, \$1.00 par value, common stock shares eligible for issue not to exceed 300,000. These shares may be authorized and unissued shares. The Company has issued only nonqualified stock options and stock appreciation rights under these plans.

All of the employees of the Company and its subsidiaries are eligible to participate in the current 2008 Plan (as well as previously in the expired 1995 Plan). In addition, directors of the Company are eligible to receive the same types of awards as employees except that they are not eligible to receive incentive stock options. Company directors, including members of the Compensation and Stock Option Committee, are eligible for nondiscretionary stock options. The directors' grants vest 20% annually following one full year of service to the Company from the date of grant. The employees' grants vest 20% annually following three full years of service to the Company from the date of grant. All grants issued expire after ten years. No awards were issued during the first quarter of 2013 or 2012.

Effective during March 2006, the Company adopted and implemented a limited stock buy-back program with respect to the 1995 Plan which provides option holders the additional alternative of selling shares acquired through the exercise of options directly back to the Company. Option holders may elect to sell such acquired shares back to the Company at any time within ninety (90) days after the exercise of options at the prevailing market price as of the date of notice of election. The buy-back program did not alter the terms and conditions of the 1995 Plan; however, the program necessitated a change in accounting from the equity classification to the liability classification.

In August 2008, the Company implemented another limited stock buy-back program, substantially similar to the 2006 program, for shares issued under the 2008 Plan.

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The Company uses the current fair value method to measure compensation cost. As of March 31, 2013 and 2012, the liability balance was \$4.1 million and \$1.6 million, respectively. A summary of shares available for grant and stock option activity is detailed below.

	Shares Available For Grant	Options Outstanding Shares	Weighted- Average Exercise Price
Stock Options:			
Balance at January 1, 2013	291,000	82,468	\$ 186.19
Exercised	—	(2,850)	) 150.00
Forfeited	—	(400)	) 255.13
Expired	—	—	—
Stock options granted	—	—	—
Balance at March 31, 2013	291,000	79,218	\$ 187.14
		Stock Appreciation Rights Outstanding Awards	Weighted- Average Exercise Price
Stock Appreciation Rights:			
Balance at January 1, 2013	66,461		\$ 125.03
Exercised	(800)	)	114.64
Forfeited	(400)	)	251.49
Granted	—	—	—
Balance at March 31, 2013	65,261		\$ 124.38

Stock options and stock appreciation rights (SARs) shown as forfeited in the above tables represent vested and unvested awards not exercised by plan participants prior to their termination from the Company. Forfeited stock options during the three months ended March 31, 2013 were awarded under the 1995 Plan. As the 1995 Plan terminated during calendar year 2010, the forfeited shares are not shown as being added back to the "Shares Available For Grant" balance.

The total intrinsic value of options exercised was \$0.1 million and \$0 for the three months ended March 31, 2013 and 2012, respectively. The total share-based liabilities paid were \$126,337 and \$17,000 for the three months ended March 31, 2013 and 2012, respectively. The total fair value of shares vested during the three months ended March 31, 2013 and 2012 was \$0.3 million and \$0.3 million, respectively. For the quarters ended March 31, 2013 and 2012, the total cash received from the exercise of options under the Plans was \$0 and \$0, respectively.



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The following table summarizes information about stock options and SARs outstanding at March 31, 2013.

	Options/SARs Outstanding	Weighted-Average Remaining Contractual Life	Options Exercisable
	Number Outstanding		
Exercise prices:			
\$150.00	47,200	1.1 years	47,200
255.13	23,018	5.1 years	9,208
208.05	9,000	5.2 years	7,200
236.00	250	5.4 years	100
114.64	31,243	5.8 years	15,558
132.56	33,768	8.7 years	1,800
Totals	144,479		81,066
Aggregate intrinsic value (in thousands)	\$4,611		\$2,260

The aggregate intrinsic value in the table above is based on the closing stock price of \$176.00 per share on March 31, 2013.

In estimating the fair value of the options outstanding at March 31, 2013 and December 31, 2012, the Company employed the Black-Scholes option pricing model with assumptions as detailed below.

	March 31, 2013	December 31, 2012
Expected term of options	1 to 9 years	0 to 9 years
Expected volatility:		
Range	18.86% to 33.49%	19.54% to 34.93%
Weighted-average	24.93	25.96
Expected dividend yield	20.20	23.00
Risk-free rate:		
Range	0.42% to 1.64%	0.39% to 1.49%
Weighted-average	0.84	0.84

The Company reviewed the contractual term relative to the options as well as perceived future behavior patterns of exercise. Volatility is based on the Company's historical volatility over the expected term of the option's expected exercise date.

The pre-tax compensation cost (benefit) recognized in the financial statements related to the two plans defined above was \$1.5 and \$0 million for the three months ended March 31, 2013 and 2012, respectively. The related tax expense (benefit) recognized was \$0.5 million and \$0.0 million for the three months ended March 31, 2013 and 2012, respectively.

As of March 31, 2013, the total compensation cost related to nonvested options not yet recognized was \$1.8 million. This amount is expected to be recognized over a weighted-average period of 1.4 years. The Company recognizes compensation cost over the graded vesting periods.

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(8) COMMITMENTS AND CONTINGENCIES

(A) Legal Proceedings

In the normal course of business, the Company is involved or may become involved in various legal actions in which claims for alleged economic and punitive damages have been or may be asserted, some for substantial amounts. In recent years, carriers offering life insurance and annuity products have faced litigation, including class action lawsuits, alleging improper product design, improper sales practices, and similar claims. As discussed below, the Company has been a defendant over the past several years in two such class action lawsuits. Given the uncertainty involved in these types of actions, the ability to make a reliable evaluation of the likelihood of an unfavorable outcome or an estimate of the amount of or range of potential loss is endemic to the particular circumstances and evolving developments of each individual matter on its own merits.

The Company is currently a defendant in a class action lawsuit pending as of June 12, 2006, in the U.S. District Court for the Southern District of California. The case is titled In Re National Western Life Insurance Deferred Annuities Litigation. The complaint asserts claims for RICO violations, Financial Elder Abuse, Violation of Cal. Bus. & Prof. Code 17200, et seq, Violation of Cal. Bus. & Prof. Code 17500, et seq, Breach of Fiduciary Duty, Aiding and Abetting Breach of Fiduciary Duty, Fraudulent Concealment, Cal. Civ. Code 1710, et seq, Breach of the Duty of Good Faith and Fair Dealing, and Unjust Enrichment and Imposition of Constructive Trust. On July 12, 2010 the Court certified a nationwide class of policyholders under the RICO allegation and a California class under all of the remaining causes of action except breach of fiduciary duty. The Company believes that it has meritorious defenses in this cause and intends to vigorously defend itself against the asserted claims. In addition, given the speculative and vague damage theories presented by the plaintiffs in the matter, the inability to ascertain any financial harm to the class of policyholders, and the current status of the case before the Court, the Company is unable to reasonably estimate a possible range of loss for disclosure in the accompanying financial statements. Therefore, no amounts have been provided in the financial statements of the Company as of March 31, 2013 for this matter. The trial date has been vacated and a pretrial conference is scheduled for May 31, 2013.

In addition to the class action lawsuit described above, the Company is the named defendant in the case of Sheila Newman vs. National Western Life Insurance Company, which alleged mishandling of policyholder funds by an agent. On February 3, 2010, the 415th Judicial District Court of Parker County in Weatherford, Texas, entered a Final Judgment against the Company of approximately \$208,000 including actual damages of \$113,000 and amounts for attorney's fees, and prejudgment interest on the actual damages. In addition, the Final Judgment included \$150 million for exemplary damages. The Company vigorously defended this case and appealed the Final Judgment to the Court of Appeals Second District of Texas in Fort Worth. The Court of Appeals on August 11, 2011, reversed the trial court judgment in its entirety and rendered a take nothing verdict in favor of National Western. Plaintiffs (Appellees) filed a motion for a rehearing which the Court ruled on October 13, 2011, that the trial court's judgment was still reversed and judgment was still entered that Newman take nothing, all in favor of National Western. The Plaintiffs (Appellees) filed a Motion for Reconsideration En Banc which the Court of Appeals denied on October 27, 2011. The Plaintiffs (Appellees) then filed a Motion for Rehearing of the Court's amended decision, which the Court of Appeals denied on December 22, 2011. On March 21, 2012, Plaintiffs (Appellees) filed a petition for review with the Texas Supreme Court and the Company filed its response on April 20, 2012. The Supreme Court asked the parties for briefs on the issues before deciding on whether to hear the case and both parties submitted their briefs. On February 14, 2013, the Supreme Court denied the Plaintiffs petition for review. On April 3, 2013, Plaintiff filed a Motion for Rehearing.

On October 26, 2011 the Brazilian Superintendence of Private Insurance (“SUSEP”) attempted to serve the Company with a subpoena regarding an administrative proceeding initiated by SUSEP in which it alleged that the Company was operating as an insurance company in Brazil without due authorization. The Company has been informed that SUSEP is attempting to impose a penal fine of approximately \$6.0 billion on the Company. SUSEP has unsuccessfully attempted to serve the Company with notice regarding this matter. The Company does not transact business in Brazil and has no officers, employees, property, or assets in Brazil. The Company and its legal advisors believe that SUSEP has no jurisdiction over the Company, that SUSEP’s attempts at service of process have been invalid, and that any penal fine would be unenforceable. For the reasons described above, the Company does not believe that this matter meets the definition of a material pending legal proceeding as such term is defined in Item 103 of Regulation S-K but has included the foregoing description solely due to the purported amount of the fine sought.

Although there can be no assurances, at the present time, the Company does not anticipate that the ultimate liability arising from such other potential, pending, or threatened legal actions will have a material adverse effect on the financial condition or operating results of the Company.



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## (B) Financial Instruments

In order to meet the financing needs of its customers in the normal course of business, the Company is a party to financial instruments with off-balance sheet risk. These financial instruments are commitments to extend credit which involve elements of credit and interest rate risk in excess of the amounts recognized in the consolidated balance sheet.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit is represented by the contractual amounts, assuming that the amounts are fully advanced and that collateral or other security is of no value. Commitments to extend credit are legally binding agreements to lend to a customer that generally have fixed expiration dates or other termination clauses and may require payment of a fee. Commitments do not necessarily represent future liquidity requirements, as some could expire without being drawn upon. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. The Company controls the credit risk of these transactions through credit approvals, limits, and monitoring procedures.

The Company had \$5.7 million of commitments to extend credit relating to mortgage loans at March 31, 2013. The Company evaluates each customer's creditworthiness on a case-by-case basis.

## (9) INVESTMENTS

## (A) Investment Gains and Losses

The table below presents realized investment gains and losses, excluding impairment losses, for the periods indicated.

	Three Months Ended March 31,	
	2013	2012
	(In thousands)	
Available for sale debt securities:		
Realized gains on disposal	\$1,796	1,628
Realized losses on disposal	—	—
Held to maturity debt securities:		
Realized gains on disposal	329	116
Realized losses on disposal	(69	) (374
Equity securities realized gains (losses)	318	(4
Real estate gains (losses)	—	—
Mortgage loans write-downs	—	—
Other	—	—
Totals	\$2,374	1,366

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The Company uses the specific identification method in computing realized gains and losses. Approximately 15.5% of the gains on bonds are due to calls of securities rather than sales. This includes calls out of the Company's available for sale portfolio of debt securities.

The table below presents net impairment losses recognized in earnings for the periods indicated.

	Three Months Ended March 31,	
	2013	2012
	(In thousands)	
Total other-than-temporary impairment gains (losses) on debt securities	\$382	(253)
Portion of loss (gain) recognized in comprehensive income	(443)	) 78
Net impairment losses (gains) on debt securities recognized in earnings	(61)	) (175)
Equity securities impairments	—	(24)
Totals	\$(61)	) (199)

The table below presents a roll forward of credit losses on securities for which the Company also recorded non-credit other-than-temporary impairments in other comprehensive loss.

	Three months ended March 31, 2013	Twelve Months Ended December 31, 2012
Beginning balance, cumulative credit losses related to other-than-temporary impairments	\$2,247	1,122
Reductions for securities sold during current period	\$—	(118)
Additions for credit losses not previously recognized in other-than-temporary impairments	61	1,243
Ending balance, cumulative credit losses related to other-than-temporary impairment	\$2,308	2,247

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## (B) Debt and Equity Securities

The table below presents amortized costs and fair values of securities held to maturity at March 31, 2013.

	Securities Held to Maturity			Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	
	(In thousands)			
Debt securities:				
U.S. agencies	\$23,107	2,551	—	25,658
U.S. Treasury	1,909	617	—	2,526
States and political subdivisions	415,553	40,932	(718)	) 455,767
Foreign governments	9,990	507	—	10,497
Public utilities	778,321	86,375	(181)	) 864,515
Corporate	3,052,451	260,064	(5,675)	) 3,306,840
Mortgage-backed	1,766,021	121,769	(484)	) 1,887,306
Home equity	21,057	4,556	(359)	) 25,254
Manufactured housing	9,732	779	—	10,511
Totals	\$6,078,141	518,150	(7,417)	) 6,588,874

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The table below presents amortized costs and fair values of securities available for sale at March 31, 2013.

	Securities Available for Sale			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(In thousands)			
Debt securities:				
States and political subdivisions	\$598	—	(32	) 566
Foreign governments	9,925	570	—	10,495
Public utilities	257,807	25,107	(9	) 282,905
Corporate	2,259,238	211,922	(1,915	) 2,469,245
Mortgage-backed	101,497	8,789	—	110,286
Home equity	12,222	17	(394	) 11,845
Manufactured housing	4,695	223	—	4,918
	2,645,982	246,628	(2,350	) 2,890,260
Equity public	10,326	3,654	(38	) 13,942
Totals	\$2,656,308	250,282	(2,388	) 2,904,202

The table below presents amortized costs and fair values of securities held to maturity at December 31, 2012.

	Securities Held to Maturity			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(In thousands)			
Debt securities:				
U.S. agencies	\$23,114	2,748	—	25,862
U.S. Treasury	1,907	648	—	2,555
States and political subdivisions	391,062	41,150	(431	) 431,781
Foreign governments	9,988	616	—	10,604
Public utilities	781,239	89,162	(103	) 870,298
Corporate	2,887,572	273,431	(3,753	) 3,157,250
Mortgage-backed	1,835,051	133,684	(261	) 1,968,474
Home equity	21,545	4,443	(549	) 25,439
Manufactured housing	10,642	722	—	11,364
Totals	\$5,962,120	546,604	(5,097	) 6,503,627

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The table below presents amortized costs and fair values of securities available for sale at December 31, 2012.

	Securities Available for Sale			
	Amortized Cost  (In thousands)	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Debt securities:				
States and political subdivisions	\$599	—	(28	) 571
Foreign governments	15,134	932	—	16,066
Public utilities	254,853	26,621	(47	) 281,427
Corporate	2,157,706	222,587	(2,981	) 2,377,312
Mortgage-backed	113,488	8,905	(64	) 122,329
Home equity	12,242	—	(1,483	) 10,759
Manufactured housing	5,030	240	—	5,270
	2,559,052	259,285	(4,603	) 2,813,734
Equity public	9,460	2,865	(58	) 12,267
Totals	\$2,568,512	262,150	(4,661	) 2,826,001

The following table shows the gross unrealized losses and fair values of the Company's held to maturity investments by investment category and length of time the individual securities have been in a continuous unrealized loss position at March 31, 2013.

	Securities Held to Maturity						
	Less than 12 Months		12 Months or Greater		Total	Unrealized Losses	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value		
	(In thousands)						
Debt securities:							
U.S. agencies	\$—	—	—	—	—	—	
U.S. Treasury	—	—	—	—	—	—	
States and political subdivisions	21,683	(712	) 579	(6	) 22,262	(718	)
Foreign governments	—	—	—	—	—	—	
Public utilities	23,292	(181	) —	—	23,292	(181	)
Corporate	381,377	(3,924	) 28,235	(1,751	) 409,612	(5,675	)
Mortgage-backed	30,917	(484	) —	—	30,917	(484	)
Home equity	—	—	6,386	(359	) 6,386	(359	)
Manufactured housing	—	—	—	—	—	—	
Total temporarily impaired securities	\$457,269	(5,301	) 35,200	(2,116	) 492,469	(7,417	)



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The following table shows the gross unrealized losses and fair values of the Company's available for sale investments by investment category and length of time the individual securities have been in a continuous unrealized loss position at March 31, 2013.

	Securities Available for Sale					
	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
Debt securities:						
U.S. agencies	\$—	—	—	—	—	—
U.S. Treasury	—	—	—	—	—	—
States and political subdivisions	566	(32 )	—	—	566	(32 )
Foreign governments	—	—	—	—	—	—
Public utilities	1,008	(9 )	—	—	1,008	(9 )
Corporate	116,702	(1,428 )	14,475	(487 )	131,177	(1,915 )
Mortgage-backed	—	—	—	—	—	—
Home equity	—	—	6,913	(394 )	6,913	(394 )
Manufactured housing	—	—	—	—	—	—
	118,276	(1,469 )	21,388	(881 )	139,664	(2,350 )
Equity public	214	(21 )	159	(17 )	373	(38 )
Total temporarily impaired securities	\$118,490	(1,490 )	21,547	(898 )	140,037	(2,388 )

Liquidity in the bond market improved in 2012 and 2013 as economic and market conditions stabilized. Although the unrealized losses declined substantially in 2012 and held at the 2012 level through the first quarter of 2013, there continues to be uncertainty in the bond markets regarding the economic recovery and some unrealized losses remain in the Company's portfolio. The Company does not consider these investments to be other-than-temporarily impaired as the Company does not intend to sell these securities nor does it think it will be forced to sell until recovery in fair value or maturity, and expects to receive all amounts due relative to principal and interest.

The Company does not consider securities to be other-than-temporarily impaired when the market decline is attributable to factors such as market volatility, liquidity, spread widening and credit quality and when recovery of all amounts due under the contractual terms of the security is anticipated. Based on the review and the Company's ability and intent not to sell these securities until maturity, the Company does not consider these investments to be other-than-temporarily impaired at March 31, 2013. The Company will monitor the investment portfolio for future changes in issuer facts and circumstances that could result in future impairments beyond those currently identified.

During the first quarter of 2013, the Company recorded an other-than-temporary impairment on two asset-backed securities. The securities had \$0.1 million of credit impairment which is reported in the Condensed Consolidated Statements of Earnings and \$0.4 million of liquidity gains which did not affect current earnings. The Company intends

to hold the securities until recovery of fair market value or maturity.



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Debt securities. The gross unrealized losses for debt securities are made up of 96 individual issues, or 7.6% of the total debt securities held by the Company. The market value of these bonds as a percent of amortized cost averages 98.5%. Of the 96 securities, 10, or approximately 10.3%, fall in the 12 months or greater aging category; and 91 were rated investment grade at March 31, 2013. Additional information on debt securities by investment category is summarized below.

U.S. Treasury. No securities had a gross unrealized loss.

U.S. government agencies. No securities had a gross unrealized loss.

State and political subdivisions. The unrealized losses on these investments are the result of holdings in 14 securities. Of these securities, all are rated A or above except 1 which is rated BBB+ and 1 is rated BB. Based on these facts and the Company's intent to hold to maturity, no other-than-temporary loss was recognized as of March 31, 2013.

Foreign governments. No securities had a gross unrealized loss.

Public utilities. Of the 3 securities, all are rated BBB- or above. At this time, the Company does not consider any of these unrealized losses as other-than-temporary.

Corporate. Corporate securities with unrealized losses are reviewed based on monitoring procedures described previously, including review of the amount of the unrealized loss, the length of time that the issue has been in an unrealized loss position, credit ratings, analyst reports, and recent issuer financial information. A total of 70 securities had unrealized losses, with 2 issues rated below investment grade. More extensive analysis was performed on these 2 issues. Based on the analysis performed, none of these securities are considered other-than-temporarily impaired at March 31, 2013.

Mortgage-backed securities. Of the 4 securities, all are rated AA+. The Company generally purchases these investments at a discount relative to their face amount and it is expected that the securities will not be settled at a price less than the stated par. Based on cash flow analysis, none of the unrealized losses are considered other-than-temporary at March 31, 2013.

Home equity. Of the 5 securities, all are rated B or above except 1 which is rated CC. The Company performs a quarterly cash flow analysis on asset-backed securities that are rated below AA. Based on cash flow analysis, 1 security was other-than-temporarily impaired at March 31, 2013.

Manufactured housing. No securities had a gross unrealized loss.

Equity securities. The gross unrealized losses for equity securities are made up of 9 individual issues. These holdings are reviewed quarterly for impairment. None of the equity securities were considered other-than-temporarily impaired at March 31, 2013, in accordance with Company policy.

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The following table shows the gross unrealized losses and fair values of the Company's held to maturity investments by investment category and length of time the individual securities have been in a continuous unrealized loss position at December 31, 2012.

	Securities Held to Maturity				Total Fair Value	Unrealized Losses
	Less than 12 Months		12 Months or Greater			
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses		
	(In thousands)					
Debt securities:						
U.S. agencies	\$—	—	—	—	—	—
U.S. Treasury	—	—	—	—	—	—
States and political subdivisions	19,745	(401 )	1,470	(31 )	21,215	(432 )
Foreign governments	—	—	—	—	—	—
Public utilities	24,271	(80 )	1,982	(23 )	26,253	(103 )
Corporate	303,645	(1,776 )	38,078	(1,977 )	341,723	(3,753 )
Mortgage-backed	15,010	(261 )	—	—	15,010	(261 )
Home equity	—	—	6,435	(548 )	6,435	(548 )
Manufactured housing	—	—	—	—	—	—
Total temporarily impaired securities	\$362,671	(2,518 )	47,965	(2,579 )	410,636	(5,097 )

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The following table shows the gross unrealized losses and fair values of the Company's available for sale investments by investment category and length of time that the individual securities have been in a continuous unrealized loss position at December 31, 2012.

	Securities Available for Sale					
	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
Debt securities:						
U.S. agencies	\$—	—	—	—	—	—
U.S. Treasury	—	—	—	—	—	—
States and political subdivisions	571	(28 )	—	—	571	(28 )
Foreign governments	—	—	—	—	—	—
Public utilities	10,949	(47 )	—	—	10,949	(47 )
Corporate	64,383	(713 )	14,713	(2,268 )	79,096	(2,981 )
Mortgage-backed	3,839	(64 )	—	—	3,839	(64 )
Home equity	4,698	(216 )	6,062	(1,267 )	10,760	(1,483 )
Manufactured housing	—	—	—	—	—	—
	84,440	(1,068 )	20,775	(3,535 )	105,215	(4,603 )
Equity public	756	(8 )	295	(50 )	1,051	(58 )
Total temporarily impaired securities	\$85,196	(1,076 )	21,070	(3,585 )	106,266	(4,661 )

## (C) Transfer of Securities

During the three months ended March 31, 2013 and 2012, the Company made no transfers to the held to maturity category from securities available for sale. Lower holdings of securities available for sale reduces the Company's exposure to market price volatility while still providing securities available for liquidity and asset/liability management purposes.

## (D) Mortgage Loans and Real Estate

A financing receivable is a contractual right to receive money on demand or on fixed or determinable dates that is recognized as an asset in a company's statement of financial position. Mortgage, equity, participation and mezzanine loans on real estate are considered financing receivables reported by the Company.

Credit and default risk is minimized through strict underwriting guidelines and diversification of underlying property types and geographic locations. In addition to being secured by the property, mortgage loans with leases on the underlying property are often guaranteed by the lease payments and also by the borrower. This approach has proven to result in quality mortgage loans with few defaults. Mortgage loan interest income is recognized on an accrual basis

with any premium or discount amortized over the life of the loan. Prepayment and late fees are recorded on the date of collection.

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Loans in foreclosure, loans considered impaired or loans past due 90 days or more are placed on a non-accrual status. If a mortgage loan is determined to be on non-accrual status, the mortgage loan does not accrue any revenue into the Condensed Consolidated Statements of Earnings. The loan is independently monitored and evaluated as to potential impairment or foreclosure. If delinquent payments are made and the loan is brought current, then the Company returns the loan to active status and accrues income accordingly. The Company has no loans past due 90 days which are accruing interest.

The following table represents the loan-to-value ratio using the most recent appraised value.

	March 31, 2013		December 31, 2012					
	Amount	%	Amount	%				
	(In thousands)		(In thousands)					
Mortgage Loans by Loan-to-Value Ratio (1):								
Less than 50%	\$51,365	40.7	%	\$58,754	41.1	%		
50% to 60%	20,133	16.0	%	27,832	19.5	%		
60% to 70%	22,912	18.2	%	23,518	16.5	%		
70% to 80%	8,619	6.8	%	9,431	6.6	%		
80% to 90%	—	—	%	—	—	%		
Greater than 90%	23,160	18.3	%	23,285	16.3	%		
Gross balance	126,189	100.0	%	142,820	100	%		
Allowance for possible losses	(650	)	(0.5	)%	(650	)	(0.5	)%
Totals	\$125,539	99.5	%	\$142,170	99.5	%		

(1) Loan-to-Value Ratio using the most recent appraised value.

The mortgage loans in the greater than 90% category relate to loans made with a long standing borrower. The loans are backed by the investment property, contracted leases, as well as a separate and additional guarantee of the long standing borrower.

The Company does not consider its mortgage loans to be a separate portfolio segment. The Company considers its primary class to be property type and primarily uses loan-to-value as its credit risk quality indicator. All loans within the portfolio are analyzed quarterly in order to monitor the financial quality of these assets. Based on ongoing monitoring, mortgage loans with a likelihood of becoming delinquent are identified and placed on an internal “watch list”. Among the criteria that would indicate a potential problem are: major tenant vacancies or bankruptcies, late payments, and loan relief/restructuring requests. The mortgage loan portfolio is analyzed for the need for a valuation allowance on any loan that is on the internal watch list, in the process of foreclosure or that currently has a valuation allowance.

Mortgage loans are considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. When it is determined that a loan is impaired, a loss is recognized for the difference between the carrying amount of the mortgage loan and the estimated value reduced by the cost to sell. Estimated value is typically based on the loan's

observable market price or the fair value of the collateral less cost to sell. Impairments and changes in the valuation allowance are reported in net realized capital gains (losses) in the Condensed Consolidated Statements of Earnings.

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The following table represents the mortgage loan allowance for the three months ended March 31, 2013 and the year ended December 31, 2012:

	March 31, 2013	December 31, 2012
	(In thousands)	
Balance, beginning of period	\$650	4,571
Provision	—	650
Releases	—	(4,571)
Balance, end of period	\$650	650

The mortgage loan allowance released in the second quarter of 2012 pertained to a property forced into bankruptcy which the Company subsequently acquired in a bankruptcy auction. The mortgage loan was closed and the property reclassified as a real estate investment included in other long-term investments on the Company's balance sheet. The property was subsequently sold in the third quarter of 2012 for a net gain of \$2.7 million.

**(10) FAIR VALUES OF FINANCIAL INSTRUMENTS**

Effective January 1, 2008, the Company adopted FASB guidance which defines fair value, establishes a framework for measuring fair value under GAAP, and requires additional disclosures about fair value measurements. In compliance with this GAAP guidance, the Company has categorized its financial instruments, based on the priority of the inputs to the valuation technique, into a three level hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure fair value fall within different levels of the hierarchy, the category level is based on the lowest priority level input that is significant to the fair value measurement of the instrument.

Financial assets and liabilities recorded at fair value on the Condensed Consolidated Balance Sheets are categorized as follows:

**Level 1:** Fair value is based on unadjusted quoted prices in active markets that are accessible to the Company for identical assets or liabilities. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. These generally provide the most reliable evidence and are used to measure fair value whenever available. The Company's Level 1 assets include equity securities that are traded in an active exchange market. Valuations are obtained from readily available pricing sources for market transactions involving identical assets.

**Level 2:** Fair value is based upon significant inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable for substantially the full term of the asset or liability through corroboration with observable market data as of the reporting date. Level 2 inputs include quoted market prices in active markets for similar assets and liabilities, quoted market prices in markets that are not active for identical or similar assets or liabilities, model-derived valuations whose inputs are observable or whose significant value drivers are observable and other observable inputs. The Company's Level 2 assets include fixed maturity debt securities (corporate and private bonds, government and agency securities, asset-backed and mortgage-backed securities),

preferred stock, certain equity securities, and over-the-counter derivative contracts. The Company's Level 2 liabilities consist of certain product-related embedded derivatives. Valuations are generally obtained from third party pricing services for identical or comparable assets or determined through use of valuation methodologies using observable market inputs.

Level 3: Fair value is based on significant unobservable inputs which reflect the entity's or third party pricing service's assumptions about the assumptions market participants would use in pricing an asset or liability. The Company's Level 3 assets include certain equity securities and certain less liquid or private fixed maturity debt securities where significant valuation inputs cannot be corroborated with market observable data. The Company's Level 3 liabilities consist of share-based compensation obligations. Valuations are estimated based on non-binding broker prices or internally developed valuation models or methodologies, discounted cash flow models and other similar techniques.



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The following tables set forth the Company's assets and liabilities that are measured at fair value on a recurring basis as of the date indicated:

	March 31, 2013			
	Total (In thousands)	Level 1	Level 2	Level 3
Debt securities, available for sale	\$2,890,260	—	2,890,260	—
Equity securities, available for sale	13,942	13,389	553	—
Derivatives, index options	130,967	—	130,967	—
Total assets	\$3,035,169	13,389	3,021,780	—
Policyholder account balances (a)	\$149,895	—	149,895	—
Other liabilities (b)	4,073	—	—	4,073
Total liabilities	\$153,968	—	149,895	4,073

During the three months ended March 31, 2013, the Company had no transfers into or out of Levels 1, 2 or 3, equity securities available for sale. The security is held at its equity value and was transferred to other long-term investments. The Company did not make any other transfers of assets into or out of levels 1, 2 or 3 during the period reported.

	December 31, 2012			
	Total (In thousands)	Level 1	Level 2	Level 3
Debt securities, available for sale	\$2,813,734	—	2,813,734	—
Equity securities, available for sale	12,267	11,968	299	—
Derivatives, index options	57,890	—	57,890	—
Total assets	\$2,883,891	11,968	2,871,923	—
Policyholder account balances (a)	\$72,470	—	72,470	—
Other liabilities (b)	2,718	—	—	2,718
Total liabilities	\$75,188	—	72,470	2,718

(a) Represents the fair value of certain product-related embedded derivatives that were recorded at fair value.

(b) Represents the liability for share-based compensation.

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The following tables present, by pricing source and fair value hierarchy level, the Company's assets that are measured at fair value on a recurring basis:

	March 31, 2013			
	Total	Level 1	Level 2	Level 3
	(In thousands)			
Debt securities, available for sale:				
Priced by third-party vendors	\$2,890,260	—	2,890,260	—
Priced internally	—	—	—	—
Subtotal	2,890,260	—	2,890,260	—
Equity securities, available for sale:				
Priced by third-party vendors	13,942	13,389	553	—
Priced internally	—	—	—	—
Subtotal	13,942	13,389	553	—
Derivatives, index options:				
Priced by third-party vendors	130,967	—	130,967	—
Priced internally	—	—	—	—
Subtotal	130,967	—	130,967	—
Total	\$3,035,169	13,389	3,021,780	—
Percent of total	100.0	% 0.4	% 99.6	% —

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	December 31, 2012			
	Total (In thousands)	Level 1	Level 2	Level 3
Debt securities, available for sale:				
Priced by third-party vendors	\$2,813,734	—	2,813,734	—
Priced internally	—	—	—	—
Subtotal	2,813,734	—	2,813,734	—
Equity securities, available for sale:				
Priced by third-party vendors	12,267	11,968	299	—
Priced internally	—	—	—	—
Subtotal	12,267	11,968	299	—
Derivatives, index options:				
Priced by third-party vendors	57,890	—	57,890	—
Priced internally	—	—	—	—
Subtotal	57,890	—	57,890	—
Total	\$2,883,891	11,968	2,871,923	—
Percent of total	100.0	% 0.4	% 99.6	% —

The following tables provide additional information about fair value measurements for which significant unobservable (Level 3) inputs were utilized to determine fair value.

	For the Three Months Ended March 31, 2013			
	Debt Securities, Available for Sale (In thousands)	Equity Securities, Available for Sale	Total Assets	Other Liabilities
Balance at January 1, 2013	\$—	—	—	2,718
Total realized and unrealized gains (losses):				
Included in net income	—	—	—	1,481
Included in other comprehensive income	—	—	—	—
Purchases, sales, issuances and settlements, net	—	—	—	(126)
Transfers into (out of) Level 3	—	—	—	—
Balance at end of period	\$—	—	—	4,073
Amount of total gains (losses) for the period included in net income attributable to the change in unrealized gains (losses) relating to assets still held at end of period	\$—	—	—	1,551



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	For the Three months ended March 31, 2012			
	Debt Securities, Available for Sale (In thousands)	Equity Securities, Available for Sale	Total Assets	Other Liabilities
Balance at January 1, 2012	\$—	8,118	8,118	1,647
Total realized and unrealized gains (losses):				
Included in net income	—	—	—	(7 )
Included in other comprehensive income	—	897	897	—
Purchases, sales, issuances and settlements, net	—	—	—	(17 )
Transfers into (out of) Level 3	—	(9,015 )	(9,015 )	—
Balance at end of period	\$—	—	—	1,623
Amount of total gains (losses) for the period included in net income attributable to the change in unrealized gains (losses) relating to assets still held at end of period	\$—	—	—	30

Realized gains (losses) on debt and equity securities are reported in the Condensed Consolidated Statements of Earnings as net investment gains (losses). Unrealized gains (losses) on available for sale debt and equity securities are reported as other comprehensive income (loss) within stockholders' equity of the Condensed Consolidated Balance Sheet.

The fair value hierarchy classifications are reviewed each reporting period. Reclassification of certain financial assets and liabilities may result based on changes in the observability of valuation attributes. Reclassifications are reported as transfers into and out of Level 3 at the beginning fair value for the reporting period in which the changes occur.

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The carrying amounts and fair values of the Company's financial instruments are as follows:

	March 31, 2013		December 31, 2012	
	Carrying Values	Fair Values	Carrying Values	Fair Values
(In thousands)				
<b>ASSETS</b>				
Investments in debt and equity securities:				
Securities held to maturity	\$6,078,141	6,588,874	5,962,120	6,503,627
Securities available for sale	2,904,202	2,904,202	2,826,001	2,826,001
Cash and short-term investments	86,816	86,816	124,561	124,561
Mortgage loans	125,539	132,063	142,170	147,365
Policy loans	71,143	71,143	71,549	71,549
Other loans	12,169	12,490	14,997	15,273
Derivatives, index options	130,967	130,967	57,890	57,890
Life interest in Libbie Shearn Moody Trust	—	12,775	—	12,775
<b>LIABILITIES</b>				
Deferred annuity contracts	\$7,020,784	6,734,914	6,907,055	6,624,111
Immediate annuity and supplemental contracts	489,011	526,909	492,853	531,857

Fair value estimates are made at a specific point in time based on relevant market information and information about the financial instruments. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Because no market exists for a portion of the Company's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

**(11) DERIVATIVE INVESTMENTS**

Fixed-indexed products provide traditional fixed annuities and universal life contracts with the option to have credited interest rates linked in part to an underlying equity index or a combination of equity indices. The equity return component of such policy contracts is identified separately and accounted for in future policy benefits as embedded derivatives on the Condensed Consolidated Balance Sheet. The remaining portions of these policy contracts are considered the host contracts and are recorded separately as fixed annuity or universal life contracts. The host contracts are accounted for under debt instrument type accounting in which future policy benefits are recorded as discounted debt instruments that are accreted, using the effective yield method, to their minimum account values at their projected maturities or termination dates.

The Company purchases over-the-counter index options, which are derivative financial instruments, to hedge the equity return component of its fixed-indexed annuity and life products. The index options act as hedges to match closely the returns on the underlying index or indices. The amounts which may be credited to policyholders are linked, in part, to the returns of the underlying index or indices. As a result, changes to policyholders' liabilities are

substantially offset by changes in the value of the options. Cash is exchanged upon purchase of the index options and no principal or interest payments are made by either party during the option periods. Upon maturity or expiration of the options, cash may be paid to the Company depending on the performance of the underlying index or indices and terms of the contract.

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The Company does not elect hedge accounting relative to these derivative instruments. The index options are reported at fair value in the accompanying condensed consolidated financial statements. The changes in the values of the index options and the changes in the policyholder liabilities are both reflected in the Condensed Consolidated Statements of Earnings. Any changes relative to the embedded derivatives associated with policy contracts are reflected in contract interest in the Condensed Consolidated Statements of Earnings. Any gains or losses from the sale or expiration of the options, as well as period-to-period changes in values, are reflected as net investment income in the Condensed Consolidated Statements of Earnings.

Although there is credit risk in the event of nonperformance by counterparties to the index options, the Company does not expect any counterparties to fail to meet their obligations, given their high credit ratings. In addition, credit support agreements are in place with all counterparties for option holdings in excess of specific limits, which may further reduce the Company's credit exposure.

The tables below present the fair value of derivative instruments as of March 31, 2013 and December 31, 2012, respectively.

	March 31, 2013		Liability Derivatives	
	Asset Derivatives		Balance	Fair
	Balance	Fair	Sheet	Value
	Sheet	Value	Location	Value
	Location	(In thousands)		(In thousands)
Derivatives not designated as hedging instruments				
Equity index options	Derivatives, Index Options	\$ 130,967		
Fixed-indexed products			Universal Life and Annuity Contracts	\$ 149,895
Total		\$ 130,967		\$ 149,895
	December 31, 2012		Liability Derivatives	
	Asset Derivatives		Balance	Fair
	Balance	Fair	Sheet	Value
	Sheet	Value	Location <td>Value</td>	Value
	Location	(In thousands)		(In thousands)
Derivatives not designated as hedging instruments				
Equity index options	Derivatives, Index Options	\$ 57,890		



Fixed-indexed products		Universal Life and Annuity Contracts	\$72,470
Total	\$57,890		\$72,470

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The table below presents the effect of derivative instruments in the Condensed Consolidated Statements of Earnings for the three months ended March 31, 2013 and 2012.

Derivatives Not Designated As Hedging Instruments	Location of Gain or (Loss) Recognized In Income on Derivative	March 31, 2013	March 31, 2012
		Amount of Gain or (Loss) Recognized in Income on Derivative (In thousands)	
Equity index options	Net investment income	\$74,432	42,437
Fixed-index products	Universal life and annuity contract interest	(70,084	) (47,615 )
		\$4,348	(5,178 )

## (12) SUBSEQUENT EVENTS

Subsequent events have been evaluated through May 8, 2013, which is the date that the financial statements have been issued, and no reportable items were identified.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES  
ABOUT MARKET RISK

This information is included in Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations, in the Investments in Debt and Equity Securities section.

ITEM 4. CONTROLS AND PROCEDURES

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective in recording, processing, summarizing, and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act.

There have been no changes in the Company's internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended March 31, 2013 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting. Internal controls over financial reporting change as the Company modifies or enhances its systems and processes to meet business needs. Any significant changes in controls are evaluated prior to implementation to help ensure continued effectiveness of internal controls and the control environment.

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

FORWARD-LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for forward-looking statements. Certain information contained herein or in other written or oral statements made by or on behalf of National Western Life Insurance Company or its subsidiaries are or may be viewed as forward-looking. Although the Company has taken appropriate care in developing any such information, forward-looking information involves risks and uncertainties that could significantly impact actual results. These risks and uncertainties include, but are not limited to, matters described in the Company's SEC filings such as exposure to market risks, anticipated cash flows or operating performance, future capital needs, and statutory or regulatory related issues. However, National Western, as a matter of policy, does not make any specific projections as to future earnings, nor does it endorse any projections regarding future performance that may be made by others. Whether or not actual results differ materially from forward-looking statements may depend on numerous foreseeable and unforeseeable events or developments. Also, the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future developments, or otherwise.

Management's discussion and analysis of the financial condition and results of operations (“MD&A”) of National Western Life Insurance Company for the three months ended March 31, 2013 follows. This discussion should be read in conjunction with the Company's condensed consolidated financial statements and related notes beginning on page 3 of this report and with the 2012 Annual Report filed on Form 10-K with the SEC.

Overview

The Company provides life insurance products on a global basis for the savings and protection needs of policyholders and annuity contracts for the asset accumulation and retirement needs of contract holders, both domestically and internationally. The Company accepts funds from policyholders or contract-holders and establishes a liability representing future obligations to pay the policy or contract-holders and their beneficiaries. To ensure the Company will be able to pay these future commitments, the funds received as premium payments and deposits are invested in high quality investments, primarily fixed income securities.

Due to the business of accepting funds to pay future obligations in later years and the underlying economics, the relevant factors affecting the Company's business and profitability include the following:

- the level of sales and premium revenues collected
- persistency of policies and contracts
- returns on investments sufficient to produce acceptable spread margins over interest crediting rates
- investment credit quality which minimizes the risk of default or impairment
- levels of policy benefits and costs to acquire business
- the level of operating expenses
- effect of interest rate changes on revenues and investments including asset and liability matching
- maintaining adequate levels of capital and surplus
- actual levels of surrenders, withdrawals, claims and interest spreads and changes in assumptions for amortization of deferred policy acquisition expenses and deferred sales inducements
- changes in the fair value of derivative index options and embedded derivatives pertaining to fixed-index life and annuity products
- pricing and availability of adequate reinsurance

The Company monitors these factors continually as key business indicators. The discussion that follows in this Item 2 includes these indicators and presents information useful to an overall understanding of the Company's business performance in 2013, incorporating required disclosures in accordance with the rules and regulations of the Securities and Exchange Commission.

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Insurance Operations - Domestic

The Company is currently licensed to do business in all states and the District of Columbia except for New York. Products marketed are annuities, universal life insurance, fixed-indexed universal life, and traditional life insurance, which include both term and whole life products. The Company's domestic sales have historically been more heavily weighted toward annuity products, which include single and flexible premium deferred annuities, single premium immediate annuities, and fixed-indexed annuities. Most of these annuities can be sold as tax qualified or nonqualified products. At March 31, 2013, the Company maintained approximately 141,000 annuity contracts in force.

National Western markets and distributes its domestic products primarily through independent national marketing organizations ("NMOs"). These NMOs assist the Company in recruiting, contracting, and managing independent agents. The Company's agents are independent contractors who are compensated on a commission basis. The Company currently has approximately 15,200 domestic independent agents contracted. Roughly 18% of these contracted agents have submitted policy applications to the Company in the past twelve months.

Insurance Operations - International

The Company's international clientèle consists mainly of foreign nationals in upper socioeconomic classes. Insurance products are issued primarily to residents of countries in Central and South America, the Caribbean, Eastern Europe, Asia and the Pacific Rim based upon applications received in the Company's home office in Austin, Texas. Issuing policies to residents of countries in these different regions provides diversification that helps to minimize large fluctuations that could arise due to various economic, political, and competitive pressures that may occur from one country to another. Products issued to international residents are almost entirely universal life and traditional life insurance products. However, certain annuity and investment contracts are also available. At March 31, 2013, the Company had approximately 72,400 international life insurance policies in force representing approximately \$19.1 billion in face amount of coverage.

International applications are submitted by independent contractor consultants and broker-agents. The Company has approximately 3,560 independent international consultants and brokers currently contracted, 30% of which have submitted policy applications to the Company in the past twelve months.

There are some inherent risks of accepting international applications which are not present within the domestic market that are reduced substantially by the Company in several ways. As previously described, the Company accepts applications from foreign nationals in upper socioeconomic classes who have substantial financial resources. This targeted customer base coupled with the Company's conservative underwriting practices have historically resulted in claims experience, due to natural causes, similar to that in the United States. The Company minimizes exposure to foreign currency risks by requiring payment of premiums, claims and other benefits almost entirely in United States dollars. The Company's fifty years of experience with the international products and its longstanding independent consultant and broker-agent relationships further serve to minimize risks.

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## SALES

## Life Insurance

The following table sets forth information regarding the Company's life insurance sales activity as measured by annualized first year premiums. While the figures shown below are in accordance with industry practice and represent the amount of new business sold during the periods indicated, they are considered a non-GAAP financial measure. The Company believes sales are a measure of distribution productivity and are a leading indicator of future revenue trends. However, revenues are driven by sales in prior periods as well as in the current period and therefore, a reconciliation of sales to revenues is not meaningful or determinable.

	Three Months Ended March 31,	
	2013	2012
	(In thousands)	
International:		
Universal life	\$1,056	1,445
Traditional life	737	685
Equity-indexed life	2,363	3,319
	4,156	5,449
Domestic:		
Universal life	113	34
Traditional life	16	11
Equity-indexed life	4,110	1,624
	4,239	1,669
Totals	\$8,395	7,118

Life insurance sales as measured by annualized first year premiums increased 18% in the first quarter of 2013 as compared to the first quarter of 2012. By market segment, the domestic life insurance line of business posted a 154% increase over the comparable results during the first quarter of 2012 while international life sales decreased 24% during the same time frame.

The Company's international life business consists of applications accepted from residents of various regions outside of the United States, the volume of which typically varies based upon changes in the socioeconomic climates of these regions. Historically, the Company has experienced a simultaneous combination of rising and declining sales in various countries; however, the appeal of the Company's dollar-denominated life insurance products overcomes many of the local and national difficulties. In the "Great Recession" economic climate during 2008-2009, individuals in countries outside of the United States became increasingly leery of the U.S. economy and the stability of financial institutions and markets. These concerns resulted in reduced international sales during this time period. As fiscal and regulatory policies were enacted in response to the financial market turmoil, the ensuing level of relative stability served to recapture the confidence of international markets. Consequently, the Company witnessed an increased level of submitted life insurance applications beginning during the latter half of 2010.

As reported in the Company's Form 10-Q filing for the quarter ended September 30, 2011, Brazilian insurance regulators publicly stated their intention to curtail the sales activity of certain foreign multinational insurers, including

National Western, and attempt to levy fines. This public announcement has served to influence the demand for the Company's products resulting in a decrease in the number of new applications for insurance from residents of Brazil since that time.



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Applications submitted from residents of Latin America and the Pacific Rim perennially have comprised the majority of the Company's international life insurance sales. As noted previously, the Company's international sales by geographic market tend to fluctuate with the socio and economic climates in these regions. The Company's mix of international sales by geographic region is as follows.

	Three Months Ended March 31,			
	2013	2012		
Percentage of International Sales:				
Latin America	89.7	% 85.4		%
Pacific Rim	8.5	13.8		
Eastern Europe	1.8	0.8		
Totals	100.0	% 100.0		%

Year-to-date, the Company has accepted new business from residents outside of the United States in over thirty different countries with Brazil (20%), Venezuela (18%), Peru (13%), and Columbia (10%) comprising the largest contributions. Sales to residents in Peru increased 37% in the first three months of 2013 compared to the same period in 2012.

The Company's domestic operations have historically been more heavily skewed toward annuity sales rather than life insurance sales. Partially in response to comments from outside rating agencies who expressed a preference for a greater proportion of overall Company earnings to derive from the life insurance line of business, management has been placing emphasis on building domestic life insurance sales as a strategic focus for future growth. The Company revamped its domestic life operations by changing the way it contracts distribution for life business, eliminating products and distribution that had not contributed significantly to earnings, and creating new and competitive products. These offerings included single premium universal life ("SPUL") and equity-indexed universal life ("EIUL") products.

More recently the Company has developed hybrids of its EIUL and SPUL products, combining features, and discontinued the marketing of smaller premium and volume life insurance policies. The Company's product development emphasis in creating SPUL, EIUL, and single or limited pay EIUL products has been positioned to take advantage of the changing demographic in the marketplace as the "Baby Boomer" generation began reaching 65 years of age in 2011. These products are designed to facilitate the wealth transfer of accumulated savings of this segment of the population via systematic funding mechanisms such as single premium immediate annuities. These life products have been valuable offerings for the Company's distributors as evidenced by the 153% increase in domestic EIUL sales in the first three months of 2013 versus 2012.

The Company's implementation of commission caps on domestic policies in 2009 served to discourage sales of larger face amounts resulting in lower sales levels and amounts of insurance per policy as shown below. While the average new policy face amounts subsequently declined, the increased sales activity in the past two years has produced a modest upward trend in this figure. Conversely, the Company's sales to international residents have witnessed a steady growth in the average face amount of insurance coverage per policy over the same time period.

Average New Policy Face Amount	
Domestic	International

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Year ended December 31, 2007	416,800	251,000
Year ended December 31, 2008	455,200	272,000
Year ended December 31, 2009	201,400	315,300
Year ended December 31, 2010	164,800	338,600
Year ended December 31, 2011	178,500	363,600
Year ended December 31, 2012	254,900	380,200
Three months ended March 31, 2013	304,300	349,700

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After several challenging years of life insurance sales in the wake of the global financial crisis, life insurers are looking for new ways to rebuild premium levels. The Company's focus is directed toward its competitive advantages in international markets and wealth transfer strategies for domestic life sales. Critical to these strategies is the Company's portfolio of fixed-index (equity indexed) life insurance products. Fixed-index life products accounted for 77% of total life sales in the first three months of 2013, an increase from 69% for the same period in 2012.

The table below sets forth information regarding the Company's life insurance in force for each date presented.

	Insurance In Force as of March 31,	
	2013	2012
	(\$ in thousands)	
Universal life:		
Number of policies	56,490	59,620
Face amounts	\$7,260,430	7,476,950
Traditional life:		
Number of policies	40,470	43,060
Face amounts	\$3,203,680	2,977,890
Fixed-indexed life:		
Number of policies	34,640	33,060
Face amounts	\$8,620,960	8,186,410
Rider face amounts	\$2,520,900	2,350,480
Total life insurance:		
Number of policies	131,600	135,740
Face amounts	\$21,605,970	20,991,730

The Company's domestic in force business includes final expense policies and other smaller face amount traditional life policies written over the past several decades. As the Company's domestic product portfolio has changed to higher face amount universal life and fixed-indexed life policies, a decline in the number of traditional life policies in force has been steadily occurring.

At March 31, 2013, the Company's face amount of life insurance in force was comprised of \$19.1 billion from the international line of business and \$2.5 billion from the domestic line of business. At March 31, 2012, these amounts were \$18.7 billion and \$2.3 billion for the international and domestic lines of business, respectively.

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## Annuities

The following table sets forth information regarding the Company's annuity sales activity as measured by single and annualized first year premiums. Similar to life insurance sales, these figures are considered a non-GAAP financial measure but are shown in accordance with industry practice and depict the Company's sales productivity.

	Three Months Ended March 31,	
	2013	2012
	(In thousands)	
Fixed-indexed annuities	\$163,919	153,496
Other deferred annuities	31,787	27,750
Immediate annuities	2,813	12,230
Totals	\$198,519	193,476

Annuity sales in the first quarter of 2013 were 3% higher than in the first quarter of 2012. Annuity sales in the first quarter of 2013 are in line with the Company's sales goals for the 2013 calendar year.

The recessionary contraction and financial market crisis that began in the latter half of 2007 and persisted into 2009 impacted many annuity carriers. Losses from investment impairments and equity exposure (for insurers with variable annuity product offerings) crippled the capital position of numerous companies and limited their ability to write new business. In contrast, the Company's substantial capital position attained through profitable operations and limited investment loss exposure positioned it to write additional levels of annuity business. During 2010 and 2011, the Company sold approximately \$1.4 billion of annuity products per year indicative of the Company's enhanced competitive position in the marketplace.

Under the auspices of the Company's enterprise risk management (ERM) processes, management evaluated the potential ramifications of continuing a high level of annuity sales in the current depressed interest rate environment precipitated by the "quantitative easing" programs enacted by the Federal Reserve and the European debt crisis. Considered was the Federal Reserve's announced intention to maintain interest rates at current levels over the next several years and hints of ongoing quantitative easing initiatives. While the Company does not subsidize its interest crediting rates on new policies in order to obtain market share, the Company's ERM considerations determined that managing to a lower level of annuity sales was prudent in the present environment.

The Company's mix of annuity sales tends to shift with interest rate levels and the relative performance of the equity market. Over the past several years, sales of fixed-indexed products have accounted for 60% to 80% of all annuity sales. During the first three months of 2013 this percentage reached 83% reflecting the bull market run in equities since bottoming out in the first quarter of 2009 and the low level of fixed interest rates. For all fixed-indexed products, the Company purchases over the counter options to hedge the equity return feature. The options are purchased relative to the issuance of the annuity contracts in such a manner to minimize timing risk. Generally, the index return during the indexing period (if the underlying index increases) becomes a component in a formula (set forth in the annuity), the result of which is credited as interest to contract holders electing the index formula crediting method at the beginning of the indexing period. The formula result can never be less than zero with these products. The Company does not deliberately mismatch or under hedge for the equity feature of the products. Fixed-indexed products also provide the contract holder the alternative to elect a fixed interest rate crediting option.



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The increased level of annuity sales volume the past several years has required a greater level of asset/liability analysis. The Company monitors its asset/liability matching within the self-constraints of desired capital levels and risk tolerance. Despite the amounts of new business, the Company's capital level remains substantially above industry averages and regulatory targets. Management has performed analyses of the capital strain associated with incrementally higher levels of annuity new business and determined that the Company's capital position is more than sufficient to handle increased sales activity.

The following table sets forth information regarding annuities in force for each date presented.

	Annuities In Force as of March 31,	
	2013	2012
	(\$ in thousands)	
Fixed-indexed annuities		
Number of policies	61,130	56,260
GAAP annuity reserves	\$4,364,583	3,894,441
Other deferred annuities		
Number of policies	62,100	66,270
GAAP annuity reserves	\$2,635,546	2,777,666
Immediate annuities		
Number of policies	17,760	17,650
GAAP annuity reserves	\$412,683	430,418
Total annuities		
Number of policies	140,990	140,180
GAAP annuity reserves	\$7,412,812	7,102,525

## Impact of Recent Business Environment

The Company's business is generally aided by an economic environment undergoing expansion, whether moderate or vibrant. Conversely, a muted economic recovery could adversely impact the demand for the Company's products. Economic data through the first quarter of 2013 has not provided a clear indication of the economy's direction. There have been conflicting signals of both progress and retraction creating uncertainty about the direction of the economy at least in the near term. The episode in Cyprus served as a reminder of the fundamental fiscal problems embedded in the European block of countries, the effects of which threaten to spill over into other regions of the world. Worries of a slowdown in China associated with financial administrators there addressing market excesses that have been bubbling up for years merit further surveillance. The Japanese announced version of "quantitative easing" has raised the specter of currency imbalances and potential negative consequences on international commerce.

Recently, first quarter GDP for the U.S. was announced at a level lower than that anticipated by economists. More worrisome is the fact that this lower level of economic activity was propped up by inventory growth and incremental consumer spending at the beginning of the year fueled by 2012 year-end special distributions of income, dividends and bonuses to avoid higher taxation in 2013. Anecdotically, the consumer savings rate in the first quarter of 2013 dropped to the lowest level since the fourth quarter of 2007 reflecting a decline in real disposable income. Economists speculate the expiration of the "payroll tax holiday" at the beginning of the year and its expected dampening effect on

consumer spending will become more visible as the year progresses. Household financial income compression could adversely impact the demand for the Company's products and may also cause us to experience a higher incidence of claims, lapses or surrenders of policies. It is not possible to predict with certainty whether or when such activity may occur or what impact, if any, such actions could have on the Company's business, results of operations, cash flows or financial condition.

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The Financial Stability Oversight Council (FSOC) in recent weeks indicated that low interest rates were one of the serious risks confronting the insurance industry that regulators needed to closely monitor. The FSOC noted that low interest rates may cause insurers to "increase leverage, the duration of their investments and take on increased risk." Since life insurance products are mandated under state regulatory guidelines to provide minimum interest rate guarantees, the low interest rate levels engineered by the Federal Reserve present a challenge to carriers in maintaining profitability levels due to the "compression" on interest rate spreads -- the difference between what a company is able to attain in investment yield and the interest rate level it credits to policyholders of its products.

Industry analysts and observers generally agree that a sudden jump in interest rate levels would be harmful to life insurers with interest-sensitive products as it could provide an impetus for abnormal products surrenders and withdrawals at the same time fixed debt securities held by insurers declined in value. Currently, a sudden increase in rates does not appear likely given the Federal Reserve's announced intention of maintaining a low interest rate environment for an extended period of time through their quantitative easing programs. At the same time, junk debt yields have fallen to record lows and junk bond issuance thus far in 2013 is off to the fastest pace to start a calendar year on record. Such frothy conditions are typical of asset bubble scenarios and definitely require monitoring. It is uncertain what direction and at what pace interest rate movements may occur in the future and what impact, if any, such movements would have on the Company's business, results of operations, cash flows or financial condition.

Our operating strategy continues to be to maintain capital levels substantially above regulatory and rating agency requirements. The Company maintains resources more than adequate to fund future growth and absorb abnormal periods of cash outflows.

## RESULTS OF OPERATIONS

The Company's condensed consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). In addition, the Company regularly evaluates operating performance using non-GAAP financial measures which exclude or segregate derivative and realized investment gains and losses from operating revenues. Similar measures are commonly used in the insurance industry in order to assess profitability and results from ongoing operations. The Company believes that the presentation of these non-GAAP financial measures enhances the understanding of the Company's results of operations by highlighting the results from ongoing operations and the underlying profitability factors of the Company's business. The Company excludes or segregates derivative and realized investment gains and losses because such items are often the result of events which may or may not be at the Company's discretion and the fluctuating effects of these items could distort trends in the underlying profitability of the Company's business. Therefore, in the following sections discussing condensed consolidated operations and segment operations, appropriate reconciliations have been included to report information management considers useful in enhancing an understanding of the Company's operations to reportable GAAP balances reflected in the condensed consolidated financial statements.



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## Consolidated Operations

Revenues. The following details Company revenues.

	Three Months Ended March 31,	
	2013	2012
	(In thousands)	
Universal life and annuity contract charges	\$37,899	36,199
Traditional life and annuity premiums	3,864	4,083
Net investment income (excluding derivatives)	106,382	107,121
Other revenues	6,142	5,655
Operating revenues	154,287	153,058
Derivative gain (loss)	74,432	42,437
Net realized investment gains (losses)	2,313	1,167
Total revenues	\$231,032	196,662

Universal life and annuity contract charges - Revenues for universal life and annuity contracts increased 4.7% for the first three months in 2013 compared to 2012 primarily due to higher cost of insurance and administrative charges resulting from growth in the amount of business in force. Revenues for universal life and annuity products consist of policy charges for the cost of insurance, administration charges, and surrender charges assessed against policyholder account balances, less reinsurance premiums, as shown in the following table.

	Three Months Ended March 31,	
	2013	2012
	(In thousands)	
Contract Revenues:		
Cost of insurance and administrative charges	\$33,382	30,380
Surrender charges	8,474	9,818
Other charges	18	211
Gross contract revenues	41,874	40,409
Reinsurance premiums	(3,975	) (4,210
Net contract revenues	\$37,899	36,199

Cost of insurance charges typically trend with the size of the life insurance block in force. Life insurance in force during the first quarter of 2013 averaged approximately \$21.6 billion while first quarter of 2012 averaged slightly less than \$21.0 billion. Cost of insurance charges recognized in the quarter ended March 31, 2013 increased to \$24.3 million from \$23.5 million in the first quarter of 2012. Administrative charges pertain to new business issued during the period. These revenues increased to \$9.2 million in the first quarter of 2013 from \$6.9 million in the same period of the prior year.

Traditional life and annuity premiums - Traditional life and annuity premiums were down slightly in the first three months of 2013 compared to the same period in 2012. Traditional life insurance premiums for products such as whole

life and term life are recognized as revenues over the premium-paying period. The Company's life insurance sales focus has been primarily centered around universal life products. Universal life products, especially the Company's equity indexed universal life products which offer the opportunity for consumers to acquire life insurance protection and receive credited interest linked in part to an outside market index such as the S&P 500 Index<sup>®</sup>, have been more popular product offerings in the Company's markets.

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Net investment income - To ensure the Company will be able to honor future commitments to policyholders and provide a financial return, the funds received as premium payments and deposits are invested in high quality investments, primarily fixed maturity debt securities. The income from these investments is closely monitored by the Company due to its significant impact on the business. A detail of net investment income (with and without index options) is provided below.

	Three Months Ended March 31,	
	2013	2012
	(In thousands)	
Gross investment income:		
Debt securities	\$102,078	101,984
Mortgage loans	2,610	2,926
Policy loans	1,157	1,348
Short-term investments	83	235
Other invested assets	771	915
Total investment income	106,699	107,408
Less: investment expenses	317	287
Net investment income (excluding derivatives)	106,382	107,121
Derivative gain (loss)	74,432	42,437
Net investment income	\$180,814	149,558

For the three months ended March 31, 2013, debt securities generated approximately 95.7% of total investment income, excluding derivative gain (loss). The growth in investment income from debt securities in the first quarter of 2013 versus 2012 reflects the increase in the size of the portfolio fueled by investable cash inflows from annuity and single premium life insurance sales. This increase is somewhat mitigated by higher yielding debt securities maturing or being called by borrowers and being replaced with lower yielding securities in the current interest rate environment. Mortgage loan investment income for the three months ended March 31, 2013 decreased over the comparable period in 2012 reflecting a reduction in the portfolio balance due to loan maturities and paydowns. The Company's new mortgage loan activity has been relatively low by historical standards in recent years given the low level of rates and the higher level of risk associated with commercial properties in the current economic environment.

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In order to evaluate underlying profitability and results from ongoing operations, net investment income performance is analyzed excluding derivative gain (loss), which is a common practice in the insurance industry. Net investment income performance is summarized as follows:

	Three Months Ended March 31,		
	2013	2012	
	(In thousands)		
Excluding derivatives:			
Net investment income	\$106,382	107,121	
Average invested assets, at amortized cost	\$9,259,294	8,195,352	
Annual yield on average invested assets	4.60	% 5.23	%
Including derivatives:			
Net investment income	\$180,814	149,558	
Average invested assets, at amortized cost	\$9,302,983	8,256,122	
Annual yield on average invested assets	7.77	% 7.25	%

The lower yield on average invested assets, excluding derivatives, through the first quarter of 2013 compared to 2012 is due to the progressively lower yields obtained on new fixed maturity debt securities investments. During 2012, the average yield on bond purchases to fund insurance operations was 3.37% representing a 1.59% spread over treasury rates. Insurance operation bond purchases through the first quarter of 2013 had an average yield of 3.10% with spreads decreasing to 1.17% over treasury rates. The weighted average quality of new purchases during the first quarter was "A-", which equaled the overall quality rating of purchases during 2012. In addition, the composite duration of purchases during the first quarter also approximated that of 2012 purchases. The Company's general investment strategy is to purchase securities with maturity dates approximating ten years in the future. Accordingly, an appropriate measure for benchmarking the direction of interest rate levels for the Company's debt security purchases is the ten year treasury bond rate. The ten year treasury bond rate ranged from a low of 1.80% to a high of 2.09% during the first quarter of 2013.

Other revenues - Other revenues primarily pertain to the Company's two nursing home operations in Reno, Nevada and San Marcos, Texas. Revenues associated with these operations were \$6.0 million and \$5.6 million