

First Trinity Financial

2012 ANNUAL REPORT



First Trinity Financial Corporation

March 14, 2013

Dear Shareholder,

First Trinity Financial Corporation (FTFC) and its two primary subsidiaries, Trinity Life Insurance Company (TLIC) and Family Benefit Life Insurance Company (FBLIC), continued to show positive results for 2012. While macroeconomic challenges and a low interest rate environment has effected many industries, including the insurance industry, FTFC increased its assets, expanded its insurance operations and ended the year with positive earnings for the third straight year.

2012 highlights:

- * FTFC declared and paid its second 5% stock dividend to our shareholders.
- * FTFC completed its \$11,000,000 stock offering at \$7.50 per share.
- * FBLIC expanded its footprint into seven additional states and is now licensed to conduct business in the states of Arizona, Arkansas, Colorado, Illinois, Indiana, Kansas, Kentucky, Missouri, Nebraska, New Mexico, North Dakota, Oklahoma, Pennsylvania, South Dakota, Texas, and West Virginia. In addition, FBLIC has an application pending in Iowa.
- * FTFC's two insurance subsidiaries are now licensed to conduct the sale of insurance and annuity products in a total of 17 states.
- * Net income was positive for our third year in a row at \$1,101,881 or \$.14 per share.
- * Book value increased from \$3.67 to \$4.29, an increase of \$.62 per share or 17.0%.
- * Assets increased from \$144,747,655 to \$165,450,317, an increase of \$20,702,662 or 14.3%.
- * Shareholders' Equity increased from \$28,398,113 to \$33,722,112, an increase of \$5,323,999 or 18.7%.
- * Total statutory premium increased from \$21,813,172, to \$22,109,330, an increase of \$296,158 or 1.3%.
- * Net Investment Income increased from \$2,291,761 to \$5,920,278, an increase of \$3,628,517 or 158.3%.

In addition, FTFC continued to pursue its goal to acquire or build additional insurance companies. Although no acquisitions were made during the year, management did diligently search for candidates that met our criteria. FTFC did, however, participate in the formation of a third insurance holding company in late 2012. FTFC now owns 500,000 shares of Texas Republic Capital Corporation, a new Texas insurance holding company. FTFC also owns 425,000 shares of Great Nation Financial Corporation a South Carolina insurance holding company and during the year, FTFC sold its investment in First Wyoming Capital Corporation, a Wyoming insurance holding company, for \$385,000 resulting in a gain on our investment of 1,000%.

Our outlook remains positive; we have positioned the company for the future. I believe the future is indeed bright and will be an exciting journey as we continue to expand across the nation. Thank you for your on-going commitment and support.

Sincerely,



Gregg Zahn
Chairman of the Board, President and Chief Executive Officer

United States
Securities and Exchange Commission
Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

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

For the transition period From _____ to _____ .

Commission file number **000-52613**

FIRST TRINITY FINANCIAL CORPORATION

(Exact name of small business issuer as specified in its charter)

Oklahoma

34-1991436

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer number)

7633 East 63rd Place, Suite 230

Tulsa, Oklahoma

74133

(Address of principal executive offices)

(918) 249-2438

(Issuer's telephone number)

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of Each Class

None

Securities registered pursuant to section 12(g) of the Exchange Act:

Title of Each Class

Common Stock, \$.01 Par Value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate 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 No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant’s most recently completed second fiscal quarter.

Because of the absence of an established trading market for the common stock, the registrant is unable to calculate the aggregate market value of the voting stock held by non-affiliates as of the last business day of the registrant’s most recently completed fiscal quarter.

Indicate the number of shares outstanding of each of the registrant’s classes of common stock, as of the latest practicable date. Common stock \$.01 par value as of March 11, 2013: 7,789,060 shares

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant’s definitive Proxy Statement to be used in connection with its 2013 Annual Meeting of Shareholders, which is expected to be filed with the Securities and Exchange Commission within 120 days after the close of the fiscal year covered by this Form 10-K, are incorporated by reference into Part III of this report.

FIRST TRINITY FINANCIAL CORPORATION

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PART I

Item 1. Business

Business Development

First Trinity Financial Corporation (the "Company" or "FTFC") is the parent holding company of Trinity Life Insurance Company, Family Benefit Life Insurance Company, First Trinity Capital Corporation and Southern Insurance Services, LLC.

First Trinity Financial Corporation was incorporated in Oklahoma on April 19, 2004, for the primary purpose of organizing a life insurance subsidiary. The Company raised \$1,450,000 from two private placement stock offerings during 2004. On June 22, 2005, the Company's intrastate public stock offering filed with the Oklahoma Department of Securities for \$12,750,000, which included a 10% "over-sale" provision (additional sales of \$1,275,000), was declared effective. The offering was completed February 23, 2007. The Company raised \$14,025,000 from this offering. On June 29, 2010, the Company commenced a public offering of its common stock registered with the U.S. Securities and Exchange Commission and the Oklahoma Department of Securities. The offering was completed April 30, 2012. The Company raised \$11,000,010 from this offering.

On August 15, 2012, the Company commenced a private placement of its common stock primarily in the states of Kansas, Missouri and South Dakota. The private placement is for 600,000 shares of the Company's common stock for \$8.50 per share. If all shares were sold, the Company would have received \$4,335,000 after reduction for estimated offering expenses. As of December 31, 2012, the Company had received gross proceeds of \$536,095 from the subscription of 63,070 shares of its common stock in this private placement and incurred \$232,921 in offering costs. This offering was suspended on March 8, 2013 and resulted in gross proceeds of \$620,245 from the subscription of 72,970 shares of its common stock and incurred \$290,163 in offering costs.

The Company purchased First Life America Corporation ("FLAC") on December 23, 2008. On August 31, 2009, two of the Company's subsidiaries, Trinity Life Insurance Company ("Old TLIC") and FLAC, were merged, with FLAC being the surviving company. Immediately following the merger, FLAC changed its name to Trinity Life Insurance Company ("TLIC"). After the merger, the Company had two wholly owned subsidiaries, First Trinity Capital Corporation ("FTCC") and TLIC, domiciled in Oklahoma.

TLIC is primarily engaged in the business of marketing, underwriting and distributing a broad range of individual life and annuity insurance products to individuals in eight states primarily in the Midwest. TLIC's current product portfolio consists of a modified premium whole life insurance policy with a flexible premium deferred annuity rider, whole life, term, final expense, accidental death and dismemberment and annuity products. The term products are both renewable and convertible and issued for 10, 15, 20 and 30 years. They can be issued with premiums fully guaranteed for the entire term period or with a limited premium guarantee. The final expense product is issued as either a simplified issue or as a graded benefit, determined by underwriting. TLIC also offers various annuity and deposit-type liability products. The products are sold through independent agents in the states of Illinois, Kansas, Kentucky, Nebraska, North Dakota, Ohio, Oklahoma and Texas.

TLIC purchased Family Benefit Life Insurance Company ("Family Benefit Life") on December 28, 2011. Family Benefit Life is primarily engaged in the business of marketing, underwriting and distributing a broad range of individual life and annuity insurance products to individuals in seven states. Family Benefit Life's current product portfolio consists of whole life, term, accidental death and dismemberment, annuity, endowment and group life insurance products. The products are sold through independent agents in the states of Arizona, Colorado, Kansas, Missouri, Nebraska, New Mexico and Oklahoma. In late 2012, Family Benefit Life was initially licensed in the states of Arkansas, Indiana, Kentucky, North Dakota, South Dakota, Texas and West Virginia.

FTCC was incorporated in 2006, and began operations in January 2007. FTCC provides financing for casualty insurance premiums for individuals and companies and is licensed to conduct premium financing business in the states of Alabama, Arkansas, Louisiana, Mississippi and Oklahoma.

The Company's management has decided to focus on the Company's core life and annuity insurance business and discontinue offering premium finance contracts. On May 16, 2012, the Company determined and then announced that FTCC will not accept new premium financing contracts after June 30, 2012. FTCC will continue to process payments and service all existing premium financing contracts after June 30, 2012 and through the duration that the property and casualty premium financing contracts are in force. The Company estimates that FTCC will be processing and servicing

its premium finance operations through June 30, 2013. The Company will incur minimal costs related to exiting its premium financing operations since resources will be redeployed into its growing life and annuity insurance operations.

The Company also owns 100% of Southern Insurance Services, LLC, (“SIS”), a limited liability company acquired in 2009, that operated as a property and casualty insurance agency but currently has no operations.

The Company was a development stage company until commencing operations in 2007. Net losses of \$3,480,907 occurred from 2004 through 2009. Those losses resulted primarily from costs incurred while raising capital and establishing the subsidiary companies as well as losses resulting from issuing and administering new and renewal life insurance policies. The Company’s operations produced combined net income of \$8,553,210 in 2010, 2011 and 2012. The Company has therefore had cumulative net income since inception of \$5,072,303.

The Company issued 323,777 shares in connection with a stock dividend paid to shareholders of record as of March 10, 2011, however, that resulted in accumulated earnings (deficit) being charged \$2,428,328 with an offsetting credit of \$2,428,328 to common stock and additional paid-in capital. The Company also issued 378,928 shares in connection with a stock dividend paid to shareholders of record as of March 10, 2012, that resulted in accumulated earnings being charged an additional \$2,841,960 with an offsetting credit of \$2,841,960 to common stock and additional paid-in capital. The impact of these two stock dividend charges of \$5,270,288 to accumulated earnings (deficit) decreased the balance of accumulated deficit as of December 31, 2012 to \$197,985.

Acquisition of Other Companies

On December 23, 2008, FTFC acquired 100% of the outstanding common stock of First Life America Corporation from an unaffiliated company (the “FLAC acquisition”). The FLAC acquisition was accounted for as a purchase. The aggregate purchase price for the FLAC acquisition was approximately \$2,695,000 (including direct cost associated with the acquisition of approximately \$195,000). The FLAC acquisition was financed with the working capital of FTFC. On December 31, 2008, FTFC made FLAC a 15 year loan in the form of a surplus note in the amount of \$250,000 with an interest rate of 6% payable monthly, that was approved by the Oklahoma Insurance Department.

On December 28, 2011, TLIC acquired 100% of the outstanding common stock of Family Benefit Life from Family Benefit Life’s shareholders (the “Family Benefit Life acquisition”). The Family Benefit Life acquisition was accounted for as a purchase. The aggregate purchase price for the Family Benefit Life acquisition was \$13,855,129. Given that the Family Benefit Life acquisition occurred in late December 2011, the acquisition only impacted the Company’s consolidated statement of financial position as of December 31, 2011 and not the Company’s consolidated statement of operations for the year ended December 31, 2011. Family Benefit Life’s 2012 operating results are reflected in the Company’s consolidated statement of operations for the year ended December 31, 2012.

TLIC’s acquisition of 100% ownership of Family Benefit Life for \$13,855,129 was paid in cash. The fair value of the net assets acquired in this transaction was \$20,770,608. Since the fair value of the net assets acquired exceeded the purchase price for acquiring those net assets by \$6,915,479, the residual was recorded in the consolidated statements of operations as a component of revenues captioned as “Gain from acquisition of Family Benefit Life” per the requirements of Financial Accounting Standards Board Codification Topic 805 “Business Combinations.” The reason for the gain from the acquisition of Family Benefit Life primarily related to its management not being committed to rebuild its marketing force in the 2011 economic environment.

Financial Information about Segments

Our business is comprised of three primary operating business segments: Life and Annuity Insurance Operations, Premium Finance Operations and Corporate Operations. Results for the parent holding company, after elimination of intercompany amounts, are allocated to the corporate operations segment. See Note 12 of the “Notes to Consolidated Financial Statements” for operating results of our segments for each of the years ended December 31, 2012 and 2011.

Life and Annuity Insurance Operations

Our Life and Annuity Insurance Operations consists of issuing ordinary whole life insurance, modified premium whole life with an annuity rider, term, final expense, accidental death and dismemberment and annuity products. The policies can be issued with premiums fully guaranteed for the entire term period or with a limited premium guarantee. The final expense is issued as either a simplified issue or as a graded benefit, determined by underwriting.

TLIC renewed its administrative services agreement with Investors Heritage Life Insurance Company (“IHLIC”) on August 28, 2012. Under the terms of this agreement, IHLIC provided services include underwriting, actuarial, policy issue, accounting, claims processing and other services incidental to the operations of TLIC. The agreement is effective for a period of five (5) years from September 1, 2012 through August 31, 2017 and includes a provision that the agreement may be terminated at any time by either party with a 180 day prior notice.

Family Benefit Life entered into an administrative services agreement with IHLIC on November 28, 2012. Under the terms of this agreement, IHLIC provided services include underwriting, actuarial, policy issue, accounting, claims processing and other services incidental to the operations of FBLIC. The agreement is effective for a period of five (5) years from November 1, 2012 through October 31, 2017 and includes a provision that the agreement may be terminated at any time by either party with a 180 day prior notice.

FTFC entered into an administrative services agreement with IHLIC on January 7, 2011. Under the terms of this agreement, IHLIC provides services incidental to the operation of FTFC as a financial holding company. The agreement is effective for a period of five (5) years from January 1, 2011 through December 31, 2015 and includes a provision that the agreement may be terminated at any time by either party with a 180 day prior notice.

TLIC continues to seek to serve middle income households in the states of Illinois, Kansas, Kentucky, Nebraska, North Dakota, Ohio, Oklahoma and Texas. The majority of its inforce business resulted from the acquisition of FLAC. TLIC markets its products through independent agents. With the acquisition of Family Benefit Life in late 2011, we expanded into Arizona, Colorado, Missouri and New Mexico. In late 2012, Family Benefit Life was initially licensed in Arkansas, Indiana, Kentucky, North Dakota, South Dakota, Texas and West Virginia.

The following table sets forth our direct collected life insurance premiums and annuity considerations by the policyholder's state of residence at the time of premium collection, for the most significant states in which we are licensed, for the years ended December 31, 2012 and 2011, in accordance with statutory accounting practices prescribed by the states of domicile of TLIC and Family Benefit Life.

State	2012			
	Life		Annuity	
Illinois	\$ 759,462	10%	\$ 271,584	2%
Kansas	2,216,328	28%	3,353,559	24%
Kentucky	157,717	2%	-	0%
Missouri	672,018	8%	686,815	5%
Nebraska	200,166	3%	1,568,425	11%
North Dakota	139,999	2%	1,604,688	11%
Ohio	802,968	10%	142,100	1%
Oklahoma	1,728,591	21%	1,479,199	11%
Texas	1,163,941	15%	4,730,831	34%
All other	113,223	1%	185,013	1%
Total direct collected premium	<u>\$ 7,954,413</u>	<u>100%</u>	<u>\$ 14,022,214</u>	<u>100%</u>

State	2011			
	Life		Annuity	
Illinois	\$ 662,596	10%	\$ 233,200	2%
Kansas	2,027,065	31%	4,416,651	29%
Kentucky	117,781	2%	-	0%
Nebraska	127,653	2%	768,952	5%
North Dakota	141,904	2%	3,491,223	23%
Ohio	709,532	10%	25,600	0%
Oklahoma	1,615,111	25%	1,466,488	10%
Texas	1,090,481	17%	4,769,022	31%
All other	98,814	1%	65,508	0%
Total direct collected premium	<u>\$ 6,590,937</u>	<u>100%</u>	<u>\$ 15,236,644</u>	<u>100%</u>

Reinsurance

TLIC cedes reinsurance under various agreements allowing management to control exposure to potential losses arising from large risks and providing additional capacity for growth and risk diversification. TLIC reinsures all amounts of risk on any one life in excess of \$55,000 for individual life insurance with Investors Heritage Life Insurance Company, Munich American Reassurance Company, Optimum Re Life Company and Wilton Reassurance Company.

TLIC is a party to an Automatic Retrocession Pool Agreement (the "Reinsurance Pool") with Optimum Re Life Company, Catholic Order of Foresters, American Home Life Insurance Company and Woodmen of the World. The agreement provides for automatic retrocession of coverage in excess of Optimum Re Life Company's retention on business ceded to Optimum Re Life Company by the other parties to the Reinsurance Pool. TLIC's maximum exposure on any one insured under the Reinsurance Pool is \$50,000. As of January 1, 2008, the Reinsurance Pool stopped accepting new cessions.

Effective September 29, 2005, FLAC and Wilton Reassurance Company executed a binding letter of intent whereby both parties agreed that FLAC would cede the simplified issue version of its Golden Eagle Whole Life (Final Expense) product to Wilton Reassurance Company on a 50/50 quota share original term coinsurance basis. The letter of intent was executed on a retroactive basis to cover all applicable business issued by FLAC subsequent to January 1, 2005. Wilton Reassurance Company agreed to provide various commission and expense allowances to FLAC in exchange for FLAC ceding 50% of the applicable premiums to Wilton Reassurance Company as they were collected. As of June 24, 2006, Wilton Reassurance Company terminated the reinsurance agreement for new business issued after the termination date.

Family Benefit Life also participates in reinsurance in order to provide risk diversification, additional capacity for future growth and limit the maximum net loss potential arising from large risk. Family Benefit Life reinsures initial amounts of risk on any one life in excess of \$50,000 for individual life insurance with Optimum Re. Family Benefit Life also reinsures its accidental death benefit portion of their life policies under a bulk agreement with Optimum Re.

Family Benefit Life participates in the Servicemen Group Life Insurance Pool, administered by Prudential Life Insurance Company, in which it assumes group life insurance on a percentage based on the total inforce amount of participating companies. The group plan permits conversion to permanent insurance with the initial face amount reinsured with the Office of Servicemembers Group Life Insurance.

To the extent that the reinsurance companies are unable to meet their obligations under the reinsurance agreements, TLIC and Family Benefit Life remain primarily liable for the entire amount at risk.

Competition

The U.S. life insurance industry is a mature industry that, in recent years, has experienced little to no growth. Competition is intense because the life insurance industry is consolidating, with larger, more efficient and more effective organizations emerging from consolidation. In addition, legislation became effective in the United States that permits commercial banks, insurance companies and investment banks to combine. These factors have increased competitive pressures in general.

Many domestic life insurance companies have significantly greater financial, marketing and other resources, longer business histories and more diversified lines of insurance products than we do. We also face competition from companies marketing in person as well as with direct mail and Internet sales campaigns. Although we may be at a competitive disadvantage to these entities, we believe that our premium rates and policy features are generally competitive with those of other life insurance companies selling similar types of products.

Governmental Regulation

TLIC and Family Benefit Life, respectively, are subject to regulation and supervision by the Oklahoma Insurance Department (“OID”) and the Missouri Department of Insurance (“MDOI”). The insurance laws of Oklahoma and Missouri give the OID and MDOI broad regulatory authority, including powers to: (i) grant and revoke licenses to transact business; (ii) regulate and supervise trade practices and market conduct; (iii) establish guaranty associations; (iv) license agents; (v) approve policy forms; (vi) approve premium rates for some lines of business; (vii) establish reserve requirements; (viii) prescribe the form and content of required financial statements and reports; (ix) determine the reasonableness and adequacy of statutory capital and surplus; and (x) regulate the type and amount of permitted investments.

TLIC and Family Benefit Life can be required, under the solvency or guaranty laws of most states in which it does business, to pay assessments (up to prescribed limits) to fund policyholder losses or liabilities of other insurance companies that become insolvent. These assessments may be deferred or foregone under most guaranty laws if they would threaten an insurer's financial strength and, in certain instances, may be offset against future premium taxes.

TLIC is subject to Oklahoma laws and Family Benefit Life is subject to Missouri laws that limit the amount of dividends insurance companies can pay to stockholders without approval of the respective Departments of Insurance. The maximum dividend, which may be paid in any twelve-month period without notification or approval, is limited to the lesser of 10% of statutory surplus as of December 31 of the preceding year or the net gain from operations of the preceding calendar year. Cash dividends may only be paid out of surplus derived from realized net profits. Based on these limitations, there is capacity for TLIC to pay a dividend up to \$377,777 in 2013 without prior approval. In addition, based on those limitations, there is the capacity for Family Benefit Life to pay a dividend up to \$887,520 in 2013 without prior approval. Family Benefit Life paid \$1,515,975 of dividends to TLIC in 2012 and received permission from the Missouri Department of Insurance to pay \$581,300 of dividends in excess of the \$934,675 limitation.

There are certain factors particular to the life insurance business which may have an adverse effect on the statutory operating results of TLIC and Family Benefit Life. One such factor is that the costs associated with issuing a new policy in force is usually greater than the first year's policy premium. Accordingly, in the early years of a new life insurance company, these initial costs and the required provisions for reserves often have an adverse effect on statutory operating results.

Premium Finance Operations

The Company's management has decided to focus on the Company's core life and annuity insurance business and discontinue offering premium finance contracts. On May 16, 2012, the Company determined and then announced that FTCC would not accept new premium financing contracts after June 30, 2012. FTCC continues to process payments and service all existing premium financing contracts after June 30, 2012 and through the duration that the property and casualty premium financing contracts are in force. The Company estimates that FTCC will be processing and servicing its premium finance operations through June 30, 2013. The Company will incur minimal costs related to exiting its premium financing operations since resources will be redeployed into its growing life and annuity insurance operations.

The premium finance subsidiary, FTCC, has provided premium financing to individuals and businesses. Many casualty insurance carriers require their premiums to be paid on an annual or lump sum basis. A premium finance company finances these casualty premiums. A typical premium finance contract requires the insured to pay 25% of the premium up front and the balance is paid over a nine month period. Premium financing is unique in that the unpaid balance due the company is lower than the unearned premium, which has in effect been assigned to the company in the event of non-payment, thus, the element of risk is minimized.

FTCC was capitalized with \$4,000,000 from FTFC. The Company engages in the premium finance business, independent of its life insurance business. FTCC is licensed to conduct premium finance business in Alabama, Arkansas, Louisiana, Mississippi and Oklahoma. Until the May 16, 2012 announcement discussed above, FTCC had historically contracted with over 200 insurance agencies to finance their casualty insurance premiums but two years ago focused on financing with approximately 30 agencies primarily in Oklahoma. There was no guarantee that those agencies would write premium financing contracts with FTCC. FTCC was not dependent on a single customer or a few major customers. During 2011, FTCC returned \$1,000,000 of capital to FTFC. During 2012, FTCC returned \$650,000 of capital to FTFC.

Premium finance companies are regulated by the individual states with no uniformity among state regulations. Commercial insurance premium finance transactions are not regulated directly in Oklahoma. Consumer insurance premium finance transactions are considered a consumer credit sale and are subject to the Oklahoma Uniform Consumer Credit Code. Therefore the regulation of the transaction is by the Oklahoma Department of Consumer Credit under the consumer credit laws. FTCC is regulated by the Department of Banking in Mississippi.

Finance companies are subject to interest rate fluctuations. An increase in the cost of funds or a decrease in interest rates that FTCC charged could affect profitability.

The premium financing business is highly competitive in every channel in which FTCC competed. FTCC competed with large financial institutions most of which may have greater financial, marketing and other resources than FTCC. FTCC targeted the niche market of small businesses and individual consumers needing casualty insurance financing and faced competition with many specialty financing businesses. Some competitors were affiliated with property and casualty writing agencies and may have advantageous marketing relationships with their affiliates.

SIS, a property and casualty insurance agency acquired in 2009, wrote commercial and personal lines of insurance, primarily in the state of Mississippi. SIS is no longer operating as a property and casualty insurance agency and currently has no operations.

Employees

As of March 11, 2013, the Company had nine full-time employees and one part-time employee.

Item 2. Properties

The Company leases 6,769 square feet of office space pursuant to a five-year lease that began October 1, 2010 and leased 950 square feet of office space effective December 15, 2009 that terminated December 31, 2010. On June 17, 2010, the Company agreed to lease an additional 4,252 square feet of expansion office space whereby, effective October 1, 2010, the Company would lease for five years a combined 6,769 square feet. Under the terms of the home office lease, the monthly rent is \$7,897 from October 1, 2010 through September 30, 2015. The Company incurred rent expense of \$76,136 and \$72,809 for the years ended December 31, 2012 and 2011, respectively, under this lease and other minor leases. The Company received a \$120,000 leasehold improvement allowance from the lessor that is being amortized over the non-cancellable lease term that reduced incurred rent expense by \$25,263 for each of the years ended December 31, 2012 and

2011. Future minimum lease payments to be paid under non cancelable lease agreements are \$94,764 for 2013 and 2014 and \$71,073 in 2015.

TLIC owns approximately six and one-half acres of land located in Topeka, Kansas. A 20,000 square foot office building has been constructed on approximately one-half of this land. On December 24, 2009, TLIC entered into a five year lease of approximately 7,500 square feet of its building in Topeka, Kansas with an option for the lessee to renew the lease for five additional years. The monthly lease payments are as follows: \$9,130 in 2011 and 2012 and \$9,371 in 2013 and 2014.

TLIC has also leased 10,000 square feet in the Topeka, Kansas office building under a lease that was renewed during 2006 to run through June 30, 2011 with a 90 day notice to terminate the lease by the lessee. This lease was renewed on July 1, 2011 to run through May 31, 2016. Beginning July 1, 2014, the lessee can terminate the lease with a 180 day written notice. The lease agreement calls for minimum monthly base lease payments of \$17,535.

Effective August 29, 2005, TLIC executed a lease agreement for 2,500 square feet of the Topeka, Kansas office building. The base lease period commenced on September 1, 2005 and ended on August 31, 2010. The lease automatically renewed on August 15, 2010, for another five years with a 90 day notice by the lessee to terminate the lease. The lease agreement called for minimum monthly base lease payments of \$4,332 through August 31, 2010. The lease payments decreased to \$3,100 per month for the period September 1, 2010 through August 31, 2015.

The future minimum lease payments to be received under the above non cancelable lease agreements are \$360,072, \$360,072, \$235,220 and \$87,675 for the years 2013 through 2016, respectively.

Family Benefit Life owned approximately one and one-half acres of land located in Jefferson City, Missouri. A 6,100 square foot building (serving as Family Benefit Life's headquarters) and a 2,200 square foot building (leased to a third party) are on one acre of this land and the other half acre is held for sale. In October 2012, both of the buildings were sold.

With respect to the 2,200 square foot building, Family Benefit Life entered into a one-year lease beginning August 1, 2010 and ending July 31, 2011. The lease could have been renewed annually if no termination notice was given by either party on or before May 1. No notice was given by either party on May 1, 2011 or May 1, 2012 and therefore the lease was renewed for additional one-year periods. The tenant paid Family Benefit Life \$15,000 per year in monthly installments of \$1,250. In connection with the October 2012 sale of the two buildings, the underlying third party lease was transferred to the new owner. The new owner also charged the Company \$12,152 of rent during the last three months of 2012.

Item 3. Legal Proceedings

There are no material legal proceedings pending against the Company or its subsidiaries or of which any of their property is the subject. There are no proceedings in which any director, officer, affiliate or shareholder of the Company, or any of their associates, is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries.

Item 4. Mine Safety Disclosures

None

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Small Business Issuer Purchases of Equity Securities

(a) Market Information

Trading of the Company's common stock is limited and an established public market does not exist.

(i) Holders

As of March 12, 2012 there were approximately 4,000 shareholders of the Company's outstanding common stock.

(ii) Dividends

The Company has not paid any cash dividends since inception (April 19, 2004). The Board of Directors of the Company has not adopted a dividend payment policy; however, dividends must necessarily depend upon the Company's earnings and financial condition, applicable legal restrictions, and other factors relevant at the time the Board of Directors considers a dividend policy. Cash available for dividends to shareholders of the Company must initially come from income and capital gains earned on its investment portfolio and dividends paid by the Company's subsidiaries.

Provisions of the Oklahoma Insurance Code relating to insurance holding companies subject transactions between the Company and TLIC and the Company and Family Benefit Life, including dividend payments, to certain standards generally intended to prevent such transactions from adversely affecting the adequacy of life insurance subsidiaries' capital and surplus available to support policyholder obligations. In addition, under the Oklahoma General Corporation Act, the Company may not pay dividends if, after giving effect to a dividend, it would not be able to pay its debts as they become due in the usual course of business or if its total liabilities would exceed its total assets.

On January 10, 2011, the Company's Board of Directors approved a 5% share dividend by which shareholders received a share of common stock for each 20 shares of common stock of the Company they hold. The dividend was payable to the holders of shares of the Corporation as of March 10, 2011. Fractional shares were rounded to the nearest whole number of shares. The Company issued 323,777 shares in connection with the stock dividend that resulted in accumulated deficit being charged \$2,428,328 with an offsetting credit of \$2,428,328 to common stock and additional paid-in capital.

On January 11, 2012, the Company's Board of Directors approved another 5% share dividend by which shareholders received a share of common stock for each 20 shares of common stock of the Company they hold. The dividend was payable to the holders of shares of the Corporation as of March 10, 2012. Fractional shares were rounded to the nearest whole number of shares. The Company issued 378,928 shares in connection with the stock dividend that resulted in accumulated deficit being charged \$2,841,960 with an offsetting credit of \$2,841,960 to common stock and additional paid-in capital.

(iii) Securities Authorized for Issuance Under Equity Compensation Plans

There are no plans under which equity securities are authorized for issuance.

(b) None

(c) The Company repurchased 185,313 shares of its common stock from former members of the Board of Directors at a cost of \$648,595 during 2012.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

First Trinity Financial Corporation (“we” “us”, “our”, or the Company) conducts operations as an insurance holding company emphasizing ordinary life insurance products in niche markets and a premium finance company, financing casualty insurance premiums.

As an insurance provider, we collect premiums in the current period to pay future benefits to our policy and contract holders. Our core TLIC operations include issuing modified premium whole life insurance with a flexible premium deferred annuity, ordinary whole life, final expense, term and annuity products to predominately middle income households in the states of Illinois, Kansas, Kentucky, Nebraska, North Dakota, Ohio, Oklahoma and Texas through independent agents. With the acquisition of Family Benefit Life in late 2011, we expanded into Arizona, Colorado, Missouri and New Mexico. In late 2012, Family Benefit Life was initially licensed in Arkansas, Indiana, Kentucky, North Dakota, South Dakota, Texas and West Virginia.

We also realize revenues from our investment portfolio, which is a key component of our operations. The revenues we collect as premiums from policyholders are invested to ensure future benefit payments under the policy contracts. Life insurance companies earn profits on the investment spread, which reflects the investment income earned on the premiums paid to the insurer between the time of receipt and the time benefits are paid out under policies. Changes in interest rates, changes in economic conditions and volatility in the capital markets can all impact the amount of earnings that we realize from our investment portfolio.

We provide financing for casualty insurance premiums through independent property and casualty insurance agents. We are licensed in the states of Alabama, Arkansas, Louisiana, Mississippi and Oklahoma.

The Company's management has decided to focus on the Company's core life and annuity insurance business and discontinue offering premium finance contracts. On May 16, 2012, the Company determined and then announced that FTCC would not accept new premium financing contracts after June 30, 2012. FTCC continues to process payments and service all existing premium financing contracts after June 30, 2012 and through the duration that the property and casualty premium financing contracts are in force. The Company estimates that FTCC will be processing and servicing its premium finance operations through June 30, 2013. The Company will incur minimal costs related to exiting its premium financing operations since resources will be redeployed into its growing life and annuity insurance operations.

Recent Acquisitions

The Company expects to facilitate growth through acquisitions of other life insurance companies and/or blocks of life insurance business. In late December 2008, the Company completed its acquisition of 100% of the outstanding stock of First Life America Corporation, included in the life insurance segment, for \$2,500,000 and had additional acquisition related expenses of \$195,000.

In late December 2011, the Company completed its acquisition of 100% of the outstanding stock of Family Benefit Life Insurance Company, included in the life insurance segment, for \$13,855,129. Given that the Family Benefit Life acquisition occurred in late December 2011, the acquisition only impacts the Company's consolidated statement of financial position as of December 31, 2011 and not the Company's consolidated statement of operations for the year ended December 31, 2011. Family Benefit Life's 2012 operating results are reflected in the Company's consolidated statement of operations for the year ended December 31, 2012.

Our profitability in the life insurance segment is a function of our ability to accurately price the policies that we write, adequately value life insurance business acquired and administer life insurance company acquisitions at an expense level that validates the acquisition cost. Profitability in the premium financing segment is dependent on the Company's ability to compete in that sector, maintain low administrative costs and minimize losses. However, as introduced above, the Company has discontinued its premium financing operations and will completely exit that segment of the business on approximately July 1, 2013.

Critical Accounting Policies and Estimates

The discussion and analysis of our financial condition, results of operations and liquidity and capital resources is based on our consolidated financial statements that have been prepared in accordance with accounting principles generally accepted in the United States. Preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. We evaluate our estimates and assumptions continually, including those related to investments, deferred acquisition costs, loans from premium financing, allowance for loans losses from premium financing, value of insurance business acquired, policy liabilities, income taxes, regulatory requirements, contingencies and litigation. We base our estimates on historical experience and on various other factors and assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. We believe the following accounting policies, judgments and estimates are the most critical to the preparation of our consolidated financial statements.

Investments in Fixed Maturities and Equity Securities

We hold fixed maturities and equity interests in a variety of companies. We continuously evaluate all of our investments based on current economic conditions, credit loss experience and other developments. We evaluate the difference between the cost/amortized cost and estimated fair value of our investments to determine whether any decline in fair value is other-than-temporary in nature. This determination involves a degree of uncertainty. If a decline in the fair value of a security is determined to be temporary, the decline is recognized in other comprehensive income (loss) within shareholders' equity. If a decline in a security's fair value is considered to be other-than-temporary, we then determine the proper treatment for the other-than-temporary impairment.

For fixed maturities, the amount of any other-than-temporary impairment related to a credit loss is recognized in earnings and reflected as a reduction in the cost basis of the security. The amount of any other-than-temporary impairment related to other factors is recognized in other comprehensive income (loss) with no change to the cost basis of the security. For equity securities, the amount of any other-than temporary impairment is recognized in earnings and reflected as a reduction in the cost basis of the security.

The assessment of whether a decline in fair value is considered temporary or other-than-temporary includes management's judgment as to the financial position and future prospects of the entity issuing the security. It is not possible to accurately predict when it may be determined that a specific security will become impaired. Future adverse changes in market conditions, poor operating results of underlying investments and defaults on interest and principal payments could result in losses or an inability to recover the current carrying value of the investments, thereby possibly requiring an impairment charge in the future. In addition, if a change occurs in our intent to sell temporarily impaired securities prior to maturity or recovery in value, or if it becomes more likely than not that we will be required to sell such securities prior to maturity or recovery in value, a future impairment charge could result. If an other-than-temporary impairment related to a credit loss occurs with respect to a bond, we amortize the reduced book value back to the security's expected recovery value over the remaining term of the bond. We continue to review the security for further impairment that would prompt another write-down in the book value.

Deferred Policy Acquisition Costs

Commissions and other acquisition costs which vary with and are primarily related to the successful production of new and renewal insurance contracts are deferred and amortized in a systematic manner based on the related contract revenues or gross profits as appropriate. The recovery of deferred acquisition costs is dependent on the future profitability of the underlying business for which acquisition costs were incurred. Each reporting period, we evaluate the recoverability of the unamortized balance of deferred acquisition costs. We consider estimated future gross profits or future premiums; expected mortality or morbidity; interest earned and credited rates; persistency and expenses in determining whether the balance is recoverable.

If we determine a portion of the unamortized balance is not recoverable, it is immediately charged to amortization expense. The assumptions we use to amortize and evaluate the recoverability of the deferred acquisition costs involve significant judgment. A revision to these assumptions may impact future financial results. Deferred acquisition costs related to the successful production of new and renewal insurance business for traditional life insurance contracts are deferred to the extent deemed recoverable and amortized over the premium paying period of the related policies using assumptions consistent with those used in computing future policy benefit liabilities.

Deferred acquisition costs related to the successful production of new and renewal insurance and annuity products that subject us to mortality or morbidity risk over a period that extends beyond the period or periods in which premiums are collected and that have terms that are fixed and guaranteed (i.e., limited-payment long-duration annuity contracts) are deferred to the extent deemed recoverable and amortized in relation to the present value of actual and expected gross profits on the policies. To the extent that realized gains and losses on securities result in adjustments to deferred acquisition costs related to insurance and annuity products, such adjustments are reflected as a component of the amortization of deferred acquisition costs.

Deferred acquisition costs related to limited-payment long-duration insurance and annuity contracts are also adjusted, net of tax, for the change in amortization that would have been recorded if the unrealized gains (losses) from securities had actually been realized. This adjustment is included in the change in net unrealized appreciation (depreciation) on available-for-sale securities, a component of "Accumulated Other Comprehensive Income" in the shareholders' equity section of the statement of financial position.

Loans from Premium Financing and Allowance for Loans from Premium Financing

Loans from premium financing are carried at their outstanding unpaid principal balances, net of unearned interest, charge-offs and an allowance for loan losses. Interest on loans is earned based on the interest method for computing unearned interest. The rule of 78s is used to calculate the amount of the interest charge to be forgiven in the event that a loan is repaid prior to the agreed upon number of monthly payments. When serious doubt concerning collectability arises, loans are placed on a nonaccrual basis. Generally if no payment is received after one hundred twenty days, all accrued and uncollected interest income is reversed against current period operations. Interest income on nonaccrual loans is recognized only when the loan is paid in full. Loan origination fees and costs are charged to expense as incurred.

The allowance for possible loan losses from financing property and casualty insurance premiums is a reserve established through a provision for possible loan losses charged to expense which represents, in management's judgment, the known and inherent credit losses existing in the loan portfolio. The allowance, in the judgment of management, is necessary to reserve for estimated loan losses inherent in the loan portfolio and reduces the carrying value of loans from premium financing to the estimated net realizable value on the statement of financial position.

While management utilizes its best judgment and information available, the ultimate adequacy of the allowance is dependent upon a variety of factors beyond our control, including the performance of the loan portfolio, the economy and changes in interest rates. The Company's allowance for possible loan losses consists of specific valuation allowances established for probable losses on specific loans and a portfolio reserve for probable incurred but not specifically identified loans.

A loan is considered impaired when, based on current information and events, it is probable that we will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by us in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. We determine the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis.

Value of Insurance Business Acquired

As a result of our purchases of FLAC and Family Benefit Life, an asset was recorded in the application of purchase accounting to recognize the value of acquired insurance in force. The Company's value of acquired insurance in force is an intangible asset with a definite life and is amortized under Financial Accounting Standards Board ("FASB") guidance. The value of acquired insurance in force is amortized primarily over the emerging profit of the related policies using the same assumptions that were used in computing liabilities for future policy benefits. The recovery of the value of insurance business acquired is dependent on the future profitability of the underlying business that was initially recorded in the purchases of FLAC and Family Benefit Life. Each reporting period, we evaluate the recoverability of the unamortized balance of the value of insurance business acquired.

For the amortization of the value of acquired insurance in force, the Company reviews its estimates of gross profits each reporting period. The most significant assumptions involved in the estimation of gross profits include interest rate spreads; future financial market performance; business surrender and lapse rates; mortality and morbidity; expenses and the impact of realized investment gains and losses. In the event actual experience differs significantly from assumptions or assumptions are significantly revised, the Company is required to record a charge or credit to amortization expense for the period in which an adjustment is made.

As of December 31, 2012 and 2011 there was \$1,230,982 and \$827,409, respectively, of accumulated amortization of the value of insurance business acquired due to the purchases of FLAC and Family Benefit Life. The Company expects to amortize the value of insurance business acquired by the following amounts over the next five years: \$414,820 in 2013, \$421,829 in 2014, \$409,016 in 2015, \$395,025 in 2016 and \$381,246 in 2017.

Future Policy Benefits

Our liability for future policy benefits is primarily comprised of the present value of estimated future payments to or on behalf of policyholders, where the timing and amount of payment depends on policyholder mortality or morbidity, less the present value of future net premiums. For life insurance and annuity products, expected mortality and morbidity is generally based on the Company's historical experience or standard industry tables including a provision for the risk of adverse deviation. Interest rate assumptions are based on factors such as market conditions and expected investment returns. Although mortality and morbidity and interest rate assumptions are "locked-in" upon the issuance of new insurance with fixed and guaranteed terms, significant changes in experience or assumptions may require the Company to provide for expected future losses on a product by establishing premium deficiency reserves.

Estimating liabilities for our long-duration insurance contracts requires management to make various assumptions, including policyholder persistency; mortality rates; investment yields; discretionary benefit increases; new business pricing and operating expense levels. We evaluate historical experience for these factors when assessing the need for changing current assumptions. However, since many of these factors are interdependent and subject to short-term volatility during the long-duration contract period, substantial judgment is required. Actual experience may emerge differently from that originally estimated. Any such difference would be recognized in the current year's consolidated statement of income.

Federal Income Taxes

We use the liability method of accounting for income taxes. Deferred income taxes are provided for cumulative temporary differences between balances of assets and liabilities determined under GAAP and balances determined using tax basis. A valuation allowance is established for the amount of the deferred tax asset that exceeds the amount of the estimated future taxable income needed to utilize the future tax benefits.

We evaluate our deferred income tax assets, which partially offset our deferred tax liabilities, for any necessary valuation allowances. In doing so, we consider our ability and potential for recovering income taxes associated with such assets, which involve significant judgment. Revisions to the assumptions associated with any necessary valuation allowances would be recognized in the financial statements in the period in which such revisions are made.

Recent Accounting Pronouncements

Fair Value Measurements and Disclosures

In May 2011, the FASB issued new guidance concerning fair value measurements and disclosure. The new guidance is the result of joint efforts by the FASB and the International Accounting Standards Board to develop a single, converged fair value framework on how to measure fair value and the necessary disclosures concerning fair value measurements. This guidance became effective for interim and annual periods beginning after December 15, 2011.

The Company's adoption of this guidance resulted in a change in certain fair value footnote disclosures but did not have any effect on the Company's results of operations, financial position or liquidity.

Presentation of Comprehensive Income

In June 2011, the FASB issued updated guidance to increase the prominence of items reported in other comprehensive income by eliminating the option of presenting components of comprehensive income as part of the statement of changes in shareholders' equity. The updated guidance requires that all nonowner changes in shareholders' equity be presented either as a single continuous statement of comprehensive income or in two separate but consecutive statements. The updated guidance was effective for the quarter ended March 31, 2012 and was applied retrospectively.

The Company's adoption of the updated guidance resulted in a change in the presentation of the Company's consolidated financial statements but did not have any impact on the Company's results of operations, financial position or liquidity.

Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts

In October 2010, the FASB issued updated guidance to address diversity in practice for the accounting for costs associated with acquiring or renewing insurance contracts. This guidance modifies the definition of acquisition costs to specify that a cost must be directly related to the successful acquisition of a new or renewal insurance contract in order to be deferred. If application of this guidance would result in the capitalization of acquisition costs that had not previously been capitalized by a reporting entity, the entity may elect not to capitalize those costs.

The updated guidance was effective for the quarter ended March 31, 2012. The adoption of this guidance did not have any effect on the Company's results of operations, financial position or liquidity.

Intangibles - Goodwill and Other

In September 2011, the FASB issued updated guidance that modifies the manner in which the two-step impairment test of goodwill is applied. Under the updated guidance, an entity may assess qualitative factors (such as changes in management, key personnel, strategy, key technology, or customers) that may impact a reporting unit's fair value and lead to the determination that it is more likely than not that the fair value of a reporting unit is less than its carrying value, including goodwill. If an entity determines that it is more likely than not, it must perform an impairment test.

The first step of the impairment test involves comparing the estimated fair value of a reporting unit to its carrying value, including goodwill. If the carrying value of a reporting unit exceeds the estimated fair value, a second step must be performed to measure the amount of goodwill impairment, if any. In the second step, the implied fair value of the reporting unit's goodwill is determined in the same manner as goodwill is measured in a business combination (i.e., by measuring the fair value of the reporting unit's assets, liabilities and unrecognized intangible assets and determining the remaining amount ascribed to goodwill) and comparing the amount of the implied goodwill to the carrying amount of the goodwill. If the carrying value of the reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to the excess.

The updated guidance was effective for the quarter ended March 31, 2012. The adoption of this guidance did not have any effect on the Company's results of operations, financial position or liquidity.

Testing Indefinite-Lived Intangible Assets for Impairment

In July 2012, the FASB issued updated guidance regarding the impairment test applicable to indefinite-lived intangible assets that is similar to the impairment guidance applicable to goodwill. Under the updated guidance, an entity may assess qualitative factors (such as changes in management, key personnel, strategy, key technology or customers) that may impact the fair value of the indefinite-lived intangible asset and lead to the determination that it is more likely than not that the fair value of the asset is less than its carrying value. If an entity determines that it is more likely than not that the fair value of the intangible asset is less than its carrying value, an impairment test must be performed. The impairment test requires an entity to calculate the estimated fair value of the indefinite-lived intangible asset. If the carrying value of the indefinite-lived intangible asset exceeds its estimated fair value, an impairment loss is recognized in an amount equal to the excess.

The updated guidance is effective for the quarter ending March 31, 2013. Early adoption is permitted. The adoption of this guidance is not expected to have a material effect on the Company's results of operations, financial position or liquidity.

Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income

In February 2013, the FASB issued updated guidance to improve the reporting of reclassifications out of accumulated other comprehensive income. The guidance requires an entity to present, either on the face of the statement of income or in the notes, separately for each component of comprehensive income, the current period reclassifications out of accumulated other comprehensive income by the respective line items of net income affected by the reclassification.

The updated guidance is effective prospectively for reporting periods beginning after December 15, 2012. The updated guidance will not have any effect on the Company's results of operations, financial position or liquidity.

Business Segments

FASB guidance requires a "management approach" in the presentation of business segments based on how management internally evaluates the operating performance of business units. The discussion of segment operating results that follows is being provided based on segment data prepared in accordance with this methodology. Our business segments are as follows:

- Life and annuity insurance operations, consisting of the operations of TLIC and Family Benefit Life;
- Premium finance operations, consisting of the operations of FTCC and SIS; and
- Corporate operations, which includes the results of the parent company after the elimination of intercompany amounts.

Please see Note 12 to the Consolidated Financial Statements for additional information regarding segment data.

The following is a discussion and analysis of our financial condition, results of operations and liquidity and capital resources.

FINANCIAL HIGHLIGHTS

Consolidated Condensed Results of Operations for the Year Ended December 31, 2012

	Year Ended December 31,		Total	Percentage Change	Family Benefit Life	Net
	2012	2011	Increase (Decrease)	2012 to 2011	2012 Results	Increase (Decrease)
			2012 less 2011			2012 less 2011
Premiums	\$ 8,024,901	\$ 6,229,383	\$ 1,795,518	28.8%	\$ 1,177,106	\$ 618,412
Net investment income	5,920,278	2,291,761	3,628,517	158.3%	2,547,865	1,080,652
Net realized investment gains	746,889	604,784	142,105	23.5%	199,216	(57,111)
Gain from acquisition of Family Benefit Life	-	6,915,479	(6,915,479)	-100.0%	-	(6,915,479)
Other revenues	116,452	182,852	(66,400)	-36.3%	140	(66,540)
Total revenues	14,808,520	16,224,259	(1,415,739)	-8.7%	3,924,327	(5,340,066)
Benefits and claims	9,242,052	5,308,825	3,933,227	74.1%	2,408,286	1,524,941
Expenses	4,608,655	3,425,163	1,183,492	34.6%	1,268,967	(85,475)
Total benefits, claims and expenses	13,850,707	8,733,988	5,116,719	58.6%	3,677,253	1,439,466
Income before federal income tax expense (benefit)	957,813	7,490,271	(6,532,458)	-87.2%	247,074	(6,779,532)
Federal income tax expense (benefit)	(144,068)	130,278	(274,346)	-210.6%	(119,032)	(155,314)
Net income	\$ 1,101,881	\$ 7,359,993	\$ (6,258,112)	-85.0%	\$ 366,106	\$ (6,624,218)
Net income per common share						
basic and diluted	\$ 0.14	\$ 1.00	\$ (0.86)			

Consolidated Condensed Financial Position as of December 31, 2012

	December 31, 2012	December 31, 2011	Increase (Decrease)	Percentage Change
			2012 to 2011	2012 to 2011
Investment assets	\$ 133,846,664	\$ 98,750,416	\$ 35,096,248	35.5%
Other assets	31,603,653	45,997,239	(14,393,586)	-31.3%
Total assets	\$ 165,450,317	\$ 144,747,655	\$ 20,702,662	14.3%
Policy liabilities	\$ 126,966,173	\$ 111,269,643	\$ 15,696,530	14.1%
Deferred federal income taxes	3,301,524	2,622,711	678,813	25.9%
Other liabilities	1,460,508	2,457,188	(996,680)	-40.6%
Total liabilities	131,728,205	116,349,542	15,378,663	13.2%
Shareholders' equity	33,722,112	28,398,113	5,323,999	18.7%
Total liabilities and shareholders' equity	\$ 165,450,317	\$ 144,747,655	\$ 20,702,662	14.3%
Shareholders' equity per common share	\$ 4.29	\$ 3.67	\$ 0.62	17.0%

Results of Operations – Years Ended December 31, 2012 and 2011

Revenues

Our primary sources of revenue are life insurance premium income and investment income. Premium payments are classified as first-year, renewal and single. In addition, realized gains and losses on investment holdings can significantly impact revenues from period to period. The impact on total revenues of Family Benefit Life total revenues, acquired on December 28, 2011, for the year ended December 31, 2012 is summarized in the tables below.

Our revenues for the years ended December 31, 2012 and 2011 are summarized as follows:

	Years Ended December 31,		Total	Percentage Change	Family Benefit Life	Net
	2012	2011	Increase (Decrease)	2012 to 2011	2012 Results	Increase (Decrease)
			2012 less 2011			2012 less 2011
Premiums	\$ 8,024,901	\$ 6,229,383	\$ 1,795,518	28.8%	\$ 1,177,106	\$ 618,412
Income from premium financing	102,491	168,124	(65,633)	-39.0%	-	(65,633)
Net investment income	5,920,278	2,291,761	3,628,517	158.3%	2,547,865	1,080,652
Net realized investment gains	746,889	604,784	142,105	23.5%	199,216	(57,111)
Gain from acquisition of Family benefit Life	-	6,915,479	(6,915,479)	-100.0%	-	(6,915,479)
Other income	13,961	14,728	(767)	-5.2%	140	(907)
Total revenues	\$ 14,808,520	\$ 16,224,259	\$ (1,415,739)	-8.7%	\$ 3,924,327	\$ (5,340,066)

The decrease of \$5,340,066 in total revenues for the year ended December 31, 2012, excluding Family Benefit Life revenues, is discussed below.

Premiums

Our premiums for the years ended December 31, 2012 and 2011 are summarized as follows:

	Years Ended December 31,		Increase (Decrease)	Percentage Change
	2012	2011	2012 less 2011	2012 to 2011
Family Benefit Life	\$ 1,177,106	\$ -	\$ 1,177,106	-
Whole life and term first year	226,835	62,722	164,113	261.7%
Whole life and term renewal	2,214,485	2,356,464	(141,979)	-6.0%
Final expense first year	1,058,505	1,105,504	(46,999)	-4.3%
Final expense renewal	3,347,970	2,704,693	643,277	23.8%
Total premiums	\$ 8,024,901	\$ 6,229,383	\$ 1,795,518	28.8%

The \$618,412 increase in premiums for the year ended December 31, 2012, excluding Family Benefit Life premiums, is primarily due to a \$643,277 increase in final expense renewal premiums.

Income from Premium Financing

The income from premium financing has steadily decreased during the past two years. There was a decrease of \$65,633 for the year ended December 31, 2012.

As introduced above, the Company's management has decided to focus on the Company's core life and annuity insurance business and discontinue offering premium finance contracts. On May 16, 2012, the Company determined and then

announced that FTCC would not accept new premium financing contracts after June 30, 2012. FTCC continues to process payments and service all existing premium financing contracts after June 30, 2012 and through the duration that the property and casualty premium financing contracts are in force. The Company estimates that FTCC will be processing and servicing its premium finance operations through June 30, 2013. The Company will incur minimal costs related to exiting its premium financing operations since resources will be redeployed into its growing life and annuity insurance operations.

Net Investment Income

The major components of our net investment income for the years ended December 31, 2012 and 2011 are summarized as follows:

	Years Ended December 31,		Total	Percentage Change	Family Benefit Life	Net
	2012	2011	Increase (Decrease)	2012 to 2011	2012 Results	Increase (Decrease)
			2012 less 2011			2012 less 2011
Fixed maturity securities	\$ 4,194,409	\$ 1,718,804	\$ 2,475,605	144.0%	\$ 2,218,935	\$ 256,670
Equity securities	49,235	55,725	(6,490)	-11.6%	18,369	(24,859)
Other long-term investments	1,188,323	599,468	588,855	98.2%	333,739	255,116
Mortgage loans	544,567	116,219	428,348	368.6%	6,057	422,291
Real estate	370,620	348,002	22,618	6.5%	11,250	11,368
Policy loans	100,120	32,233	67,887	210.6%	62,458	5,429
Short-term and other investments	21,939	22,763	(824)	-3.6%	5,650	(6,474)
Gross investment income	6,469,213	2,893,214	3,575,999	123.6%	2,656,458	919,541
Investment expenses	(548,935)	(601,453)	(52,518)	8.7%	(108,593)	(161,111)
Net investment income	\$ 5,920,278	\$ 2,291,761	\$ 3,628,517	158.3%	\$ 2,547,865	\$ 1,080,652

The \$919,541 increase in gross investment income for the year ended December 31, 2012, excluding Family Benefit Life gross investment income, is due to the 2012 investment of excess cash primarily in fixed maturity securities, other long-term investments (lottery receivables) and mortgage loans.

The \$161,111 decrease in investment expenses for the year ended December 31, 2012, excluding Family Benefit Life investment expenses, is due to \$117,000 of decreased investment advisory management service fees and \$72,000 of decreased investment real estate expenses that more than offset \$28,000 of increased loan origination fees.

Net Realized Investment Gains

There was a \$142,105 increase in net realized investment gains for the year ended December 31, 2012.

The net realized investment gains from the sales and maturities of fixed maturity securities available-for-sale of \$228,320 for the year ended December 31, 2012 resulted from proceeds of \$9,511,967 for these securities that had carrying values of \$9,283,647 at the 2012 disposal dates.

The net realized investment gains from the sales of equity securities available-for-sale of \$442,737 for the year ended December 31, 2012 resulted from proceeds of \$1,114,426 for these securities that had carrying values of \$671,689 at the 2012 disposal dates.

The net realized investment gains from the sale of investment real estate of \$75,832 for the year ended December 31, 2012 resulted from proceeds of \$512,500 for two buildings that had a carrying value of \$436,668 at the 2012 disposal date.

The net realized investment gains from the sales and maturities of fixed maturity securities available-for-sale of \$606,935 for the year ended December 31, 2011 resulted from proceeds of \$4,671,870 for these securities that had carrying values of \$4,064,935 at the 2011 disposal dates.

There were no sales of equity securities available-for-sale for the year ended December 31, 2011.

The net realized investment losses from the sale of investment real estate of \$2,151 for the year ended December 31, 2011 resulted from proceeds of \$49,000 for the sale of land that had a carrying value of \$51,151 at the 2011 disposal date.

We have recorded no other-than-temporary impairments in 2012 and 2011.

Gain from Acquisition of Family Benefit Life

In late December 2011, we acquired 100% ownership of Family Benefit Life from its shareholders for \$13,855,129 paid in cash. The fair value of the net assets acquired in this transaction was \$20,770,608. Since the fair value of the net assets acquired exceeded the cost paid for those assets by \$6,915,479, the residual was recorded in the consolidated statements of operations as a component of revenues captioned “Gain from acquisition of Family Benefit Life” per the requirements of FASB Codification Topic 805 “Business Combinations.” The reason for the gain from the acquisition of Family Benefit Life related primarily to that company’s management not being committed to rebuild the marketing force of that company in the current economic environment.

The total acquisition date fair value of the net assets acquired from Family Benefit Life in late December 2011 is as follows:

Category of Net Asset Acquired	Fair Value
Available-for-sale fixed maturity securities	\$ 56,252,307
Available-for-sale equity securities	304,773
Mortgage loans on real estate	79,710
Investment real estate	582,560
Policy loans	1,047,378
Other invested assets	110
Cash and cash equivalents	9,103,505
Accrued investment income	775,438
Recoverable from reinsurers	120,068
Agents' balances and due premiums	16,476
Value of insurance business acquired	5,627,662
Other assets	10,336
Policyholders' account balances	(36,746,133)
Future policy benefits	(13,502,833)
Policy claims	(166,593)
Premiums paid in advance	(12,214)
Deferred federal income taxes	(2,188,650)
Current federal taxes payable	(36,720)
Other liabilities	(496,572)
	<hr/>
Fair value of net assets acquired	\$ 20,770,608
	<hr/>
Cash paid as purchase consideration	\$ (13,855,129)
	<hr/>
Gain from acquisition of Family Benefit Life	\$ 6,915,479
	<hr/> <hr/>

Other Income

The \$907 decrease in other income for the year ended December 31, 2012, excluding Family Benefit Life other income, is primarily due to decrease service fees.

Total Benefits, Claims and Expenses

Our benefits, claims and expenses are primarily generated from benefit payments, surrenders, interest credited to policyholders, change in reserves, commissions and other underwriting, insurance and acquisition expenses. Benefit payments can significantly impact expenses from period to period.

The impact on total benefits, claims and expenses of Family Benefit Life total benefits, claims and expenses, acquired on December 28, 2011, for the year ended December 31, 2012 is summarized in the tables below.

Our benefits, claims and expenses for the years ended December 31, 2012 and 2011 are summarized as follows:

	Years Ended December 31,		Total	Percentage Change	Family Benefit Life	Net
	2012	2011	Increase (Decrease)			Increase (Decrease)
			2012 less 2011	2012 to 2011	2012 Results	2012 less 2011
Benefits and claims						
Increase (decrease) in future policy benefits	\$ 2,054,925	\$ 1,982,865	\$ 72,060	3.6%	\$ (407,069)	\$ 479,129
Death benefits	2,863,555	1,479,188	1,384,367	93.6%	852,322	532,045
Surrenders	583,498	336,062	247,436	73.6%	310,827	(63,391)
Interest credited to policyholders	3,330,592	1,510,710	1,819,882	120.5%	1,242,724	577,158
Dividend and supplementary life contract benefits	409,482	-	409,482	-	409,482	-
Total benefits and claims	9,242,052	5,308,825	3,933,227	74.1%	2,408,286	1,524,941
Expenses						
Policy acquisition costs deferred	(2,302,070)	(2,262,751)	(39,319)	1.7%	-	(39,319)
Amortization of deferred policy acquisition costs	512,546	230,284	282,262	122.6%	-	282,262
Amortization of value of insurance business acquired	403,573	222,451	181,122	81.4%	225,106	(43,984)
Commissions	2,324,073	2,281,934	42,139	1.8%	32,053	10,086
Other underwriting, insurance and acquisition expenses	3,670,533	2,953,245	717,288	24.3%	1,011,808	(294,520)
Total expenses	4,608,655	3,425,163	1,183,492	34.6%	1,268,967	(85,475)
Total benefits, claims and expenses	\$ 13,850,707	\$ 8,733,988	\$ 5,116,719	58.6%	\$ 3,677,253	\$ 1,439,466

The increase of \$1,439,466 in total benefits, claims and expenses for the year ended December 31, 2012, excluding Family Benefit Life benefits, claims and expenses, is discussed below.

Benefits and Claims

The \$1,524,941 increase in benefits and claims for the year ended December 31, 2012, excluding Family Benefit Life benefits and claims, is primarily due to the following:

- \$577,158 increase in interest credited to policyholders primarily due to an increase in the amount of policyholders' account balances in the consolidated statement of financial position (increased deposits in excess of withdrawals).

- \$532,045 increase in death benefits is primarily due to an increase in the number of final expense claims incurred. There was a 1,010 increase in the number of final expense policies in force from 8,063 policies as of December 31, 2011 to 9,073 policies as of December 31, 2012. Correspondingly, there was a \$9,305,891 increase in the amount of final expense insurance in force from \$67,693,765 as of December 31, 2011 to \$76,999,656 as of December 31, 2012. This final expense policy expansion has increased our mortality exposure.
- \$479,129 increase in the change in future policy benefits primarily relates to an increase in the number of final expense and ordinary policies in force.
- \$63,391 decrease in surrenders reflects an improvement in persistency.

Deferral and Amortization of Deferred Acquisition Costs

Certain costs related to the successful acquisition of traditional life insurance policies are capitalized and amortized over the premium-paying period of the policies. Certain costs related to the successful acquisition of insurance and annuity policies that subject us to mortality or morbidity risk over a period that extends beyond the period or periods in which premiums are collected and that have terms that are fixed and guaranteed (i.e., limited-payment long-duration annuity contracts) are capitalized and amortized in relation to the present value of actual and expected gross profits on the policies. These acquisition costs, which are referred to as deferred policy acquisition costs, include commissions and other successful costs of acquiring life insurance, which vary with, and are primarily related to, the production of new and renewal insurance and annuity contracts.

For the year ended December 31, 2012 and 2011, capitalized costs were \$2,302,070 and \$2,262,751, respectively. Amortization of deferred policy acquisition costs for the year ended December 31, 2012 and 2011 were \$512,546 and \$230,284, respectively.

Family Benefit Life had little impact on the deferral or amortization of deferred acquisition costs since its 2012 production of new life and annuity policies was minimal. The Company's management is focused on reinvigorating the Family Benefit Life new business production and has filed new products for state approval that should begin being marketed in April 2013.

The \$39,319 increase in the acquisition costs deferred primarily relates to increased production of ordinary policies in 2012. The \$282,262 increase in the 2012 amortization of deferred acquisition costs primarily reflects the increase in final expense claims incurred and the increased annuity lapses after the surrender charge period.

Amortization of Value of Insurance Business Acquired

The cost of acquiring insurance business is amortized over the emerging profit of the related policies using the same assumptions that were used in computing liabilities for future policy benefits. Amortization of the value of insurance business acquired was \$403,573 and \$222,451 for the years ended December 31, 2012 and 2011, respectively. The \$181,122 increase in the 2012 amortization of value of insurance business acquired primarily relates to the \$225,106 amortization of value of insurance business acquired related to the acquisition of Family Benefit Life on December 28, 2011.

Commissions

Our commissions for the years ended December 31, 2012 and 2011 are summarized as follows:

	Years Ended December 31,		Increase (Decrease)	Percentage Change
	2012	2011	2012 less 2011	2012 to 2011
Family Benefit Life	\$ 32,053	\$ -	\$ 32,053	-
Annuity	451,595	542,928	(91,333)	-16.8%
Whole life and term first year	159,398	78,784	80,614	102.3%
Whole life and term renewal	94,283	95,732	(1,449)	-1.5%
Final expense first year	1,273,515	1,323,291	(49,776)	-3.8%
Final expense renewal	313,229	241,199	72,030	29.9%
Total commissions	<u>\$ 2,324,073</u>	<u>\$ 2,281,934</u>	<u>\$ 42,139</u>	1.8%

The \$10,086 increase in commissions for the year ended December 31, 2012, excluding Family Benefit Life commissions, is primarily due to:

- \$80,614 increase in first year whole life and term commissions that corresponds to \$164,113 of increased first year whole life and term premiums.
- \$72,030 increase in final expense renewal commissions that corresponds to \$643,277 of increased final expense renewal premiums.
- \$1,449 decrease in renewal whole life and term commissions that corresponds to a \$141,979 decrease in renewal whole life and term premiums.
- \$49,776 decrease in final expense first year commissions that correspond to the \$46,999 decrease in final expense first year premiums.
- \$91,333 decrease in annuity first year, single and renewal commissions that corresponds to \$507,750 of decreased annuity considerations deposited.

Other Underwriting, Insurance and Acquisition Expenses

The \$294,520 decrease in other underwriting, insurance and acquisition expenses for the year ended December 31, 2012, excluding Family Benefit Life expenses, is primarily attributed to third party legal, accounting, actuarial and other costs incurred in 2011 associated with the acquisition of Family Benefit Life. The 2012 costs paid to third parties related to the synergy and conversion of Family Benefit Life into our operations were accumulated in Family Benefit Life and for the year ended December 31, 2012 totaled approximately \$200,000.

Federal Income Taxes

FTFC files a consolidated federal income tax return with FTCC but does not file a consolidated tax return with TLIC or Family Benefit Life. TLIC and Family Benefit Life are taxed as life insurance companies under the provisions of the Internal Revenue Code. Life insurance companies must file separate tax returns until they have been a member of the consolidated filing group for five years. However, for 2012, we intend to file a combined life insurance company federal tax return for TLIC and Family Benefit Life. Certain items included in income reported for financial statement purposes are not included in taxable income for the current period, resulting in deferred income taxes.

For the years ended December 31, 2012 and 2011, deferred income tax expense (benefit) was (\$417,122) and \$96,183, respectively. Current income tax expense was \$273,054 and \$34,095 for the years ended December 31, 2012 and 2011, respectively.

Net Income Per Common Share Basic and Diluted

Net income was \$1,101,881 (\$0.14 per common share basic and diluted) and \$7,359,993 (\$1.00 per common share basic and diluted) for the years ended December 31, 2012 and 2011, respectively.

Net income per common share basic and diluted is calculated using the weighted average number of common shares outstanding and subscribed during the year. The weighted average outstanding and subscribed common shares basic and diluted for the year ended December 31, 2012 and 2011 were 7,883,901 and 7,349,296, respectively. These weighted average shares reflect the retrospective adjustment for the impacts of the 5% stock dividend declared by the Company on January 11, 2012 and issued to holders of shares of the Company as of March 10, 2012.

Business Segments

The revenues and income (loss) before federal income taxes from our business segments for the years ended December 31, 2012 and 2011 are summarized as follows:

	Years Ended December 31,		Increase (Decrease) 2012 to 2011	Percentage Change 2012 to 2011
	2012	2011		
Revenues:				
Life and annuity insurance operations	\$ 14,275,397	\$ 16,011,386	\$ (1,735,989)	-10.8%
Premium finance operations	102,734	166,919	(64,185)	-38.5%
Corporate operations	430,389	45,954	384,435	836.6%
Total	<u>\$ 14,808,520</u>	<u>\$ 16,224,259</u>	<u>\$ (1,415,739)</u>	-8.7%
Income (loss) before income taxes:				
Life and annuity insurance operations	\$ 1,332,546	\$ 8,238,255	\$ (6,905,709)	-83.8%
Premium finance operations	(224,951)	(212,706)	(12,245)	5.8%
Corporate operations	(149,782)	(535,278)	385,496	-72.0%
Total	<u>\$ 957,813</u>	<u>\$ 7,490,271</u>	<u>\$ (6,532,458)</u>	-87.2%

Life and Annuity Insurance Operations

The \$1,735,989 decrease in revenues from Life and Annuity Insurance Operations for the year ended December 31, 2012 is primarily due to the following:

- \$6,915,479 gain from the acquisition of Family benefit Life recognized in 2011
- \$412,627 decrease in net realized investment gains
- \$618,412 increase in premiums
- \$1,048,257 increase in net investment income
- \$3,924,327 of revenues due to the acquisition of Family Benefit Life on December 28, 2011

The \$6,905,709 decreased profitability from Life and Annuity Insurance Operations for the year ended December 31, 2012 is primarily due to the following:

- \$6,915,479 gain from the acquisition of Family benefit Life recognized in 2011
- \$1,524,941 increase in benefits and claims
- \$412,627 decrease in net realized investment gains

- \$242,943 decrease in policy acquisition costs deferred net of amortization
- \$10,086 increase in commissions
- \$43,984 decrease in amortization of value of insurance business acquired
- \$242,953 decrease in other underwriting, insurance and acquisition expenses
- \$247,074 of Family Benefit Life income before income taxes
- \$618,412 increase in premiums
- \$1,048,257 increase in net investment income

Premium Finance Operations

The \$64,185 decrease in revenues from Premium Finance Operations for the year ended December 31, 2012 is due to decreased fee income as we discontinued offering premium finance contracts on July 1, 2012.

The \$12,245 decreased profitability from Premium Finance Operations for the year ended December 31, 2012 is primarily due to \$64,185 of decreased fee income and \$52,000 of decreased operating expenses.

Corporate Operations

The \$384,435 increase in revenues from Corporate Operations for the year ended December 31, 2012 is primarily due to a \$350,000 realized investment gain from the sale of equity securities available-for-sale and \$33,000 of increased net investment income.

The \$385,496 increased Corporate Operations profitability for the year ended December 31, 2012 is primarily due to the \$384,435 increase in revenues discussed above.

Consolidated Financial Condition

Our invested assets as of December 31, 2012 and 2011 are summarized as follows:

	<u>December 31, 2012</u>	<u>December 31, 2011</u>	<u>Increase (Decrease) 2012 to 2011</u>	<u>Percentage Change 2012 to 2011</u>
Assets				
Investments				
Available-for-sale fixed maturity securities at fair value (amortized cost: \$91,543,308 and \$78,128,103 as of December 31, 2012 and 2011, respectively)	\$ 98,659,797	\$ 81,051,207	\$ 17,608,590	21.7%
Available-for-sale equity securities at fair value (cost: \$695,846 and \$750,941 as of December 31, 2012 and 2011, respectively)	843,497	898,893	(55,396)	-6.2%
Mortgage loans on real estate	10,435,776	1,985,394	8,450,382	425.6%
Investment real estate	2,858,765	3,466,581	(607,816)	-17.5%
Policy loans	1,488,035	1,472,666	15,369	1.0%
Other long-term investments	19,560,794	9,875,675	9,685,119	98.1%
Total investments	<u>\$ 133,846,664</u>	<u>\$ 98,750,416</u>	<u>\$ 35,096,248</u>	35.5%

The \$17,608,590 increase in available for sale fixed maturity securities for the year ended December 31, 2012 is primarily due to purchases of \$23,432,839 in excess of sales and maturities of \$9,511,967, net realized investment gains of \$228,320, \$4,193,385 increase in unrealized appreciation and premium amortization of \$733,987. This portfolio is reported at fair value with unrealized gains and losses, net of applicable income taxes, reflected as a separate component in shareholders' equity within "Accumulated Other Comprehensive Income." The available-for-sale fixed maturity securities portfolio is invested primarily in a variety of companies and U. S. government and foreign securities.

As of December 31, 2012, we held 35 available-for-sale fixed maturity securities with an unrealized loss of \$133,611, fair value of \$7,386,902 and amortized cost of \$7,520,513.

As of December 31, 2011, we held nine fixed maturity securities available-for-sale with an unrealized loss of \$84,771, fair value of \$1,887,299 and amortized cost of \$1,972,070. Since the Family Benefit Life available-for-sale fixed maturity securities were acquired on December 28, 2011, the amortized cost equaled the fair value as of December 31, 2011.

The \$55,396 decrease in available-for-sale equity securities for the year ended December 31, 2012 is primarily due to sales of \$1,114,426, purchases of \$616,594, net realized investment gains of \$442,737 and a \$301 decrease in unrealized appreciation of available-for-sale equity securities. This portfolio is also reported at fair value with unrealized gains and losses, net of applicable income taxes, reflected as a separate component in shareholders' equity within "Accumulated Other Comprehensive Income." The available-for-sale equity securities portfolio is invested in a variety of companies.

As of both December 31, 2012 and December 31, 2011 there were no available-for-sale equity securities in an unrealized loss position.

The \$8,450,382 increase in mortgage loans for the year ended December 31, 2012 is primarily due to the origination of \$9,143,326 of mortgage loans, \$168,641 capitalization of loan origination fees less principal payments of \$899,180 and discount accretion of \$37,595. There was one loan more than 90 days past due as of December 31, 2012 with a remaining principal balance of \$141,150. We have had discussions with the borrower and anticipate this loan being current in April 2013.

The \$9,685,119 increase in other long-term investments (comprised of lottery receivables) for the year ended December 31, 2012 is primarily due to the purchases of \$11,188,607, \$1,188,321 of accretion of discount less principal payments of \$2,691,809.

Our assets other than invested assets as of December 31, 2012 and December 31, 2011 are summarized as follows:

	December 31, 2012	December 31, 2011	Increase (Decrease) 2012 to 2011	Percentage Change 2012 to 2011
Cash and cash equivalents	\$ 10,947,474	\$ 27,705,711	\$ (16,758,237)	-60.5%
Accrued investment income	1,417,218	1,122,574	294,644	26.2%
Recoverable from reinsurers	1,188,371	1,132,121	56,250	5.0%
Agents' balances and due premiums	358,729	381,901	(23,172)	-6.1%
Loans from premium financing, net	261,072	1,022,416	(761,344)	-74.5%
Deferred policy acquisition costs	7,028,820	5,251,999	1,776,821	33.8%
Value of insurance business acquired	7,508,895	7,912,469	(403,574)	-5.1%
Property and equipment, net	124,558	170,843	(46,285)	-27.1%
Other assets	2,768,516	1,297,205	1,471,311	113.4%
Assets other than investment assets	<u>\$ 31,603,653</u>	<u>\$ 45,997,239</u>	<u>\$ (14,393,586)</u>	-31.3%

The \$16,758,237 decrease in cash is primarily due to the company investing these funds in fixed maturity securities, mortgage loans and other long-term investments (i.e., lottery receivables).

The \$761,344 decrease in loans from premium financing is related to normal loan collections and our May 16, 2012 decision to discontinue offering premium finance contracts effective July 1, 2012.

Other assets consist primarily of prepaid expenses, recoverable federal and state income taxes, guaranty funds, notes receivable, customer account balances receivable and receivables for securities sold with trade dates in 2012 and settlement dates in 2013. The \$1,471,311 increase in other assets is primarily due to \$601,530 of receivables for securities sold with trade dates in 2012 and settlement dates in 2013, \$489,098 of increased recoverable federal and state income taxes, increased receivables of \$143,408 and a \$96,373 increase in guaranty funds.

The progression of the Company's loans from premium financing for the years ended December 31, 2012 and 2011 is summarized as follows:

	Years Ended December 31,	
	2012	2011
Balance, beginning of year	\$ 1,274,707	\$ 1,622,567
Loans financed	847,845	2,341,126
Unearned interest	51,525	136,189
Capitalized fees and interest	12,827	52,155
Payment of loans and unearned interest	<u>(1,695,444)</u>	<u>(2,877,330)</u>
Ending loan balance including unearned interest	491,460	1,274,707
Unearned interest included in ending loan balances	<u>(1,389)</u>	<u>(23,287)</u>
Loan balance net of unearned interest	490,071	1,251,420
Less allowance for loan loss	<u>(228,999)</u>	<u>(229,004)</u>
Loan balance net of unearned interest and allowance for loan losses	<u>\$ 261,072</u>	<u>\$ 1,022,416</u>

Our liabilities as of December 31, 2012 and 2011 are summarized as follows:

	December 31, 2012	December 31, 2011	Increase (Decrease) 2012 to 2011	Percentage Change 2012 to 2011
Policy liabilities				
Policyholders' account balances	\$ 95,043,370	\$ 81,730,322	\$ 13,313,048	16.3%
Future policy benefits	31,065,560	28,977,186	2,088,374	7.2%
Policy claims	717,521	515,522	201,999	39.2%
Other policy liabilities	139,722	46,613	93,109	199.7%
Total policy liabilities	<u>126,966,173</u>	<u>111,269,643</u>	<u>15,696,530</u>	<u>14.1%</u>
Deferred federal income taxes	3,301,524	2,622,711	678,813	25.9%
Other liabilities	<u>1,460,508</u>	<u>2,457,188</u>	<u>(996,680)</u>	<u>-40.6%</u>
Total liabilities	<u>\$ 131,728,205</u>	<u>\$ 116,349,542</u>	<u>\$ 15,378,663</u>	<u>13.2%</u>

Other liabilities consist primarily of accrued expenses, account payables, deposits on pending policy applications, unearned investment income and payable for securities purchased with trade dates in 2012 and settlement dates in 2013.

The \$15,696,530 increase in policy liabilities is primarily due to deposits on annuity and deposit-type contracts exceeding withdrawals by \$9,982,456, \$3,330,592 of interest credited to policyholder account deposits, \$2,088,374 of increased future policy benefit reserves, \$201,999 of increased liabilities for policy claims and \$93,109 of increased other policy liabilities.

The \$678,813 increase in deferred federal income taxes during the year ended December 31, 2012 was due to \$1,095,935 of increased deferred federal income taxes on the unrealized appreciation of available-for-sale fixed maturity and equity securities. This increase was partially offset by \$417,122 of operating deferred tax benefits.

The \$996,680 decrease in other liabilities is due to a \$1,226,000 decrease in deposits on pending applications and a \$400,000 reduction in accrued liabilities due to payment of and reduction in bonuses accrued as of December 31, 2011. This decrease is partially offset by a \$600,000 payable for securities purchased with trade dates in 2012 and settlement dates in 2013 and a \$29,000 increase in accrued expenses.

Liquidity and Capital Resources

Our operations have been financed primarily through the private placement of equity securities and an intrastate public stock offering. Through December 31, 2012, we have received \$27,011,105 from the sale of our shares. Our operations have been profitable and have generated \$5,072,303 of net income from operations since we were incorporated in 2004 as shown in the accumulated earnings (deficit) balance in the December 31, 2012 consolidated statement of financial position. The Company issued 323,777 shares in connection with a stock dividend paid to shareholders of record as of March 10, 2011, however, that resulted in accumulated earnings being charged \$2,428,328 with an offsetting credit of \$2,428,328 to common stock and additional paid-in capital. The Company also issued 378,928 shares in connection with a stock dividend paid to shareholders of record as of March 10, 2012, that resulted in accumulated earnings being charged an additional \$2,841,960 with an offsetting credit of \$2,841,960 to common stock and additional paid-in capital. The impact of these two stock dividend charges of \$5,270,288 to accumulated earnings (deficit) decreased the balance of accumulated deficit as of December 31, 2012 to \$197,985.

As of December 31, 2012, we had cash and cash equivalents totaling \$10,947,474. As of December 31, 2012, cash and cash equivalents of \$3,124,376 and \$2,752,713, respectively, of the total \$10,947,474 were held by TLIC and Family Benefit Life and may not be available for use by FTFC due to the required pre-approval by the Oklahoma Insurance Department and Missouri Department of Insurance of any dividend or intercompany transaction to transfer funds to FTFC. The maximum dividend, which may be paid in any twelve-month period without notification or approval, is limited to the lesser of 10% of statutory surplus as of December 31 of the preceding year or the net gain from operations of the preceding calendar year. Cash dividends may only be paid out of surplus derived from realized net profits. Based on these limitations, there is capacity for TLIC to pay a dividend up to \$377,777 in 2013 without prior approval. In addition, based on those limitations, there is the capacity for Family Benefit Life to pay a dividend up to \$887,520 in 2013 without prior approval. Family Benefit Life paid \$1,515,975 of dividends to TLIC in 2012 and received permission from the Missouri Department of Insurance to pay \$581,300 of dividends in excess of the \$934,675 limitation.

The Company maintains cash and cash equivalents at multiple institutions. The Federal Deposit Insurance Corporation insures non-interest bearing accounts up to \$250,000. Uninsured balances aggregate \$2,514,836 as of December 31, 2012. Other funds are invested in mutual funds that invest in U.S. government securities. We monitor the solvency of all financial institutions in which we have funds to minimize the exposure for loss. The Company has not experienced any losses in such accounts.

Our cash flows for the years ended December 31, 2012 and 2011 are summarized as follows:

	Years Ended December 31,		Increase (Decrease) 2012 to 2011	Percentage Change 2012 to 2011
	2012	2011		
Net cash provided by operating activities	\$ 1,006,770	\$ 1,945,347	\$ (938,577)	-48.2%
Net cash used in investing activities	(28,885,135)	(5,428,643)	(23,456,492)	432.1%
Net cash provided by financing activities	11,120,128	18,203,729	(7,083,601)	-38.9%
Increase (decrease) in cash	(16,758,237)	14,720,433	(31,478,670)	-213.8%
Cash and cash equivalents, beginning of period	27,705,711	12,985,278	14,720,433	113.4%
Cash and cash equivalents, end of period	\$ 10,947,474	\$ 27,705,711	\$ (16,758,237)	-60.5%

The \$938,577 decrease in cash provided by operating activities during the year ended December 31, 2012 is primarily due to increased benefits and claims and decreases in premiums that exceeded increases in net investment income and decreases in other underwriting, insurance and acquisition expenses.

The \$23,456,492 of increased cash used for investing activities during the year ended December 31, 2012 was primarily related to the purchase of investments in fixed maturity securities, equity securities, mortgage loans and other long-term investments (lottery receivables) in excess of maturities, sales and repayments of those investment types.

The \$7,083,601 decrease in cash provided by financing activities for the year ended December 31, 2012 resulted from \$3,229,954 of decreased policyholder account deposits in excess of withdrawals; \$3,205,052 of decreased net proceeds from the public and private placement stock offerings and \$648,595 for purchasing treasury shares.

Our shareholders' equity as of December 31, 2012 and 2011 is summarized as follows:

	December 31, 2012	December 31, 2011	Increase (Decrease) 2012 to 2011	Percentage Change 2012 to 2011
Common stock, par value \$.01 per share, 20,000,000 shares authorized, and 7,974,373 and 6,798,535 issued and 7,789,060 and 6,798,535 outstanding as of December 31, 2012 and 2011, respectively, and 63,070 and 566,404 subscribed as of December 31, 2012 and 2011, respectively	\$ 80,374	\$ 73,649	\$ 6,725	9.1%
Additional paid-in capital	28,707,648	24,086,146	4,621,502	19.2%
Treasury stock, at cost (185,313 shares as of December 31, 2012)	(648,595)	-	(648,595)	-
Accumulated other comprehensive income	5,780,670	2,696,224	3,084,446	114.4%
Accumulated earnings (deficit)	(197,985)	1,542,094	(1,740,079)	-112.8%
Total shareholders' equity	<u>\$ 33,722,112</u>	<u>\$ 28,398,113</u>	<u>\$ 5,323,999</u>	18.7%

The increase in shareholders' equity of \$5,323,999 for the year ended December 31, 2012 is due to \$1,786,267 of proceeds generated from the public stock offering (gross proceeds of \$2,264,890 and offering expenses of \$478,623), \$3,084,446 of other comprehensive income, \$1,101,881 of net income less \$648,595 for purchases of 185,313 shares of treasury stock from former members of the Board of Directors.

Equity per common share outstanding increased 16.9% to \$4.29 as of December 31, 2012 compared to \$3.67 per share as of December 31, 2011, based upon 7,852,130 common shares outstanding and subscribed as of December 30, 2012 and 7,743,867 outstanding common shares as of December 31, 2011. The common shares outstanding and subscribed as of December 31, 2011 reflect the retrospective adjustment for the impact of the 2012 5% stock dividends declared by the Company on January 11, 2012 and issued to holders of shares of the Company as of March 10, 2012.

The Company issued 323,777 shares in connection with the 2011 stock dividend that resulted in accumulated deficit being charged \$2,428,328 with an offsetting credit of \$2,428,328 to common stock and additional paid-in capital. The Company issued 378,928 shares in connection with the 2012 stock dividend that resulted in accumulated deficit being charged \$2,841,960 with an offsetting credit of \$2,841,960 to common stock and additional paid-in capital. The issuance of these stock dividends were non-cash investing and financing activities.

The liquidity requirements of our life insurance company are met primarily by funds provided from operations. Premium deposits and revenues, investment income and investment maturities are the primary sources of funds, while investment purchases, policy benefits, and operating expenses are the primary uses of funds. There were no liquidity issues in 2012 or 2011. Our investments consist primarily of marketable debt securities that could be readily converted to cash for liquidity needs.

We are subject to various market risks. The quality of our investment portfolio and the current level of shareholders' equity continue to provide a sound financial base as we strive to expand our marketing to offer competitive products. Our investment portfolio recovered from the disruptions in the capital markets and had unrealized appreciation on available-for-sale securities of \$7,264,140 and \$3,071,056 as of December 31, 2012 and 2011, respectively, prior to the impact of income taxes and deferred acquisition cost adjustments. This \$4,939,973 increase in unrealized gain arising for the year ended December 31, 2012 has been offset by the net realized investment gain of \$746,889 due to the sale and call activity for available-for-sale fixed maturity securities, sale of available-for-sale equity securities and sale of investment real estate during 2012.

A primary liquidity concern is the risk of an extraordinary level of early policyholder withdrawals. We include provisions within our insurance policies, such as surrender charges, that help limit and discourage early withdrawals. Individual life insurance policies are less susceptible to withdrawal than annuity reserves and deposit liabilities because policyholders may incur surrender charges and undergo a new underwriting process in order to obtain a new insurance policy. Cash flow projections and cash flow tests under various market interest rate scenarios are also performed annually to assist in evaluating liquidity needs and adequacy. We currently anticipate that available liquidity sources and future cash flows will be adequate to meet our needs for funds.

One of our significant risks relates to the fluctuations in interest rates. Regarding interest rates, the value of our available-for-sale fixed maturity securities investment portfolio will increase or decrease in an inverse relationship with fluctuations

in interest rates, while net investment income earned on newly acquired available-for-sale fixed maturity securities increases or decreases in direct relationship with interest rate changes. From an income perspective, we are exposed to rising interest rates which could be a significant risk, as TLIC's and Family Benefit Life's annuity business is subject to variable interest rates. Life insurance company policy liabilities bear fixed rates. From a liquidity perspective, our fixed rate policy liabilities are relatively insensitive to interest rate fluctuations.

We believe gradual increases in interest rates do not present a significant liquidity exposure for the life insurance policies. We maintain conservative durations in our fixed maturity portfolio. As of December 31, 2012, cash and the fair value of fixed maturity available-for-sale securities with maturities of less than one year and the fair value of lottery receivables with maturities of less than one year equaled 13.9% of total policy liabilities. If interest rates rise significantly in a short time frame, there can be no assurance that the life insurance industry, including the Company, would not experience increased levels of surrenders and reduced sales, and thereby be materially adversely affected.

In addition to the measures described above, TLIC and Family Benefit Life must comply with the NAIC promulgated Standard Valuation Law ("SVL") which specifies minimum reserve levels and prescribes methods for determining them, with the intent of enhancing solvency. Upon meeting certain tests, which TLIC and Family Benefit Life met during 2012 and 2011, the SVL also requires the Company to perform annual cash flow testing for TLIC and Family Benefit Life. This testing is designed to ensure that statutory reserve levels will maintain adequate protection in a variety of potential interest rate scenarios. The Actuarial Standards Board of the American Academy of Actuaries also requires cash flow testing as a basis for the actuarial opinion on the adequacy of the reserves which is a required part of the annual statutory reporting process.

Our marketing plan could be modified to emphasize certain product types and reduce others. New business levels could be varied in order to find the optimum level. We believe that our current liquidity, current bond portfolio maturity distribution and cash position give us substantial resources to administer our existing business and fund growth generated by direct sales.

We will service other expenses and commitments by: (1) using available cash, (2) dividends from TLIC and Family Benefit Life that are limited by law to the lesser of prior year net operating income or 10% of prior year-end surplus unless specifically approved by the controlling insurance department, (3) return of invested capital from FTCC as those operations are discontinued, (4) public and private offerings of our common stock and (5) corporate borrowings, if necessary.

We will use the majority of our capital provided from the public stock offerings to expand life insurance operations and acquire life insurance companies. The operations of TLIC and Family Benefit Life may require additional capital contributions to meet statutory capital and surplus requirements mandated by state insurance departments. Life insurance contract liabilities are generally long term in nature and are generally paid from future cash flows.

On June 29, 2010, the Company commenced a public offering of its common stock registered with the U.S. Securities and Exchange Commission and the Oklahoma Department of Securities. The offering was completed April 30, 2012. The Company raised \$11,000,010 from this offering and incurred \$1,650,001 in offering costs resulting in \$9,350,009 in net proceeds.

On August 15, 2012, the Company commenced a private placement of its common stock primarily in the states of Kansas, Missouri and South Dakota. The private placement is for 600,000 shares of the Company's common stock for \$8.50 per share. If all shares were sold, the Company would have received \$4,335,000 after reduction for estimated offering expenses. As of December 31, 2012, the Company has received gross proceeds of \$536,095 from the subscription of 63,070 shares of its common stock in this private placement and incurred \$232,921 in offering costs. The offering was suspended on March 8, 2013 and resulted in gross proceeds of \$620,245 from the subscription of 72,979 shares of its common stock and incurred \$290,163 in offering costs.

We are not aware of any commitments or unusual events that could materially affect our capital resources. We are not aware of any current recommendations by any regulatory authority which, if implemented, would have a material adverse effect on our liquidity, capital resources or operations.

We believe that our existing cash and cash equivalents as of December 31, 2012 will be sufficient to fund our anticipated operating expenses.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

SPECIAL NOTE CONCERNING FORWARD-LOOKING STATEMENTS

Certain statements contained herein are forward-looking statements. The forward-looking statements are made pursuant to the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, and include estimates and assumptions related to economic, competitive and legislative developments. Forward-looking statements may be identified by words such as “expects,” “intends,” “anticipates,” “plans,” “believes,” “estimates,” “will” or words of similar meaning; and include, but are not limited to, statements regarding the outlook of our business and financial performance. These forward-looking statements are subject to change and uncertainty, which are, in many instances, beyond our control and have been made based upon our expectations and beliefs concerning future developments and their potential effect upon us. There can be no assurance that future developments will be in accordance with our expectations, or that the effect of future developments on us will be as anticipated. These forward-looking statements are not a guarantee of future performance and involve risks and uncertainties. There are certain important factors that could cause actual results to differ, possibly materially, from expectations or estimates reflected in such forward-looking statements. These factors include among others:

- general economic conditions and financial factors, including the performance and fluctuations of fixed income, equity, real estate, credit capital and other financial markets;
- differences between actual experience regarding mortality, morbidity, persistency, surrenders, investment returns, and our pricing assumptions establishing liabilities and reserves or for other purposes;
- the effect of increased claims activity from natural or man-made catastrophes, pandemic disease, or other events resulting in catastrophic loss of life;
- adverse determinations in litigation or regulatory matters and our exposure to contingent liabilities, including and in connection with our divestiture or winding down of businesses such as FTCC;
- inherent uncertainties in the determination of investment allowances and impairments and in the determination of the valuation allowance on the deferred income tax asset;
- investment losses and defaults;
- competition in our product lines;
- attraction and retention of qualified employees and agents;
- ineffectiveness of risk management policies and procedures in identifying, monitoring and managing risks;
- the availability, affordability and adequacy of reinsurance protection;
- the effects of emerging claim and coverage issues;
- the cyclical nature of the insurance business;
- interest rate fluctuations;
- changes in our experiences related to deferred policy acquisition costs;
- the ability and willingness of counterparties to our reinsurance arrangements and derivative instruments to pay balances due to us;
- rating agencies’ actions;
- domestic or international military actions;
- the effects of extensive government regulation of the insurance industry;
- changes in tax and securities law;
- changes in statutory or U.S. generally accepted accounting principles (“GAAP”), practices or policies;
- regulatory or legislative changes or developments;
- the effects of unanticipated events on our disaster recovery and business continuity planning;
- failures or limitations of our computer, data security and administration systems;
- risks of employee error or misconduct;
- the introduction of alternative healthcare solutions;
- the assimilation of life insurance businesses we acquire and the sound management of these businesses; and
- the availability of capital to expand our business.

It is not our corporate policy to make specific projections relating to future earnings, and we do not endorse any projections regarding future performance made by others. In addition, we do not publicly update or revise forward-looking statements based on the outcome of various foreseeable or unforeseeable developments.

FIRST TRINITY FINANCIAL CORPORATION AND SUBSIDIARIES
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and
Shareholders of First Trinity Financial Corporation

We have audited the accompanying consolidated statements of financial position of First Trinity Financial Corporation and Subsidiaries (the Company) as of December 31, 2012 and 2011, and the related consolidated statements of operations, comprehensive income, changes in shareholders' equity, and cash flows for the years then ended. The Company's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of First Trinity Financial Corporation and Subsidiaries as of December 31, 2012 and 2011, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

/s/ Kerber, Eck & Braeckel LLP

Springfield, Illinois
March 13, 2013

First Trinity Financial Corporation and Subsidiaries
Consolidated Statements of Financial Position

	December 31, 2012	December 31, 2011
Assets		
Investments		
Available-for-sale fixed maturity securities at fair value (amortized cost: \$91,543,308 and \$78,128,103 as of December 31, 2012 and 2011, respectively)	\$ 98,659,797	\$ 81,051,207
Available-for-sale equity securities at fair value (cost: \$695,846 and \$750,941 as of December 31, 2012 and 2011, respectively)	843,497	898,893
Mortgage loans on real estate	10,435,776	1,985,394
Investment real estate	2,858,765	3,466,581
Policy loans	1,488,035	1,472,666
Other long-term investments	19,560,794	9,875,675
Total investments	133,846,664	98,750,416
Cash and cash equivalents	10,947,474	27,705,711
Accrued investment income	1,417,218	1,122,574
Recoverable from reinsurers	1,188,371	1,132,121
Agents' balances and due premiums	358,729	381,901
Loans from premium financing, net	261,072	1,022,416
Deferred policy acquisition costs	7,028,820	5,251,999
Value of insurance business acquired	7,508,895	7,912,469
Property and equipment, net	124,558	170,843
Other assets	2,768,516	1,297,205
Total assets	\$ 165,450,317	\$ 144,747,655
Liabilities and Shareholders' Equity		
Policy liabilities		
Policyholders' account balances	\$ 95,043,370	\$ 81,730,322
Future policy benefits	31,065,560	28,977,186
Policy claims	717,521	515,522
Other policy liabilities	139,722	46,613
Total policy liabilities	126,966,173	111,269,643
Deferred federal income taxes	3,301,524	2,622,711
Other liabilities	1,460,508	2,457,188
Total liabilities	131,728,205	116,349,542
Shareholders' equity		
Common stock, par value \$.01 per share, 20,000,000 shares authorized, and 7,974,373 and 6,798,535 issued and 7,789,060 and 6,798,535 outstanding as of December 31, 2012 and 2011, respectively, and 63,070 and 566,404 subscribed as of December 31, 2012 and 2011, respectively	80,374	73,649
Additional paid-in capital	28,707,648	24,086,146
Treasury stock, at cost (185,313 shares as of December 31, 2012)	(648,595)	-
Accumulated other comprehensive income	5,780,670	2,696,224
Accumulated earnings (deficit)	(197,985)	1,542,094
Total shareholders' equity	33,722,112	28,398,113
Total liabilities and shareholders' equity	\$ 165,450,317	\$ 144,747,655

See notes to consolidated financial statements.

First Trinity Financial Corporation and Subsidiaries
Consolidated Statements of Operations

	Years Ended December 31,	
	2012	2011
Revenues		
Premiums	\$ 8,024,901	\$ 6,229,383
Income from premium financing	102,491	168,124
Net investment income	5,920,278	2,291,761
Net realized investment gains	746,889	604,784
Gain from acquisition of Family Benefit Life	-	6,915,479
Other income	13,961	14,728
Total revenues	14,808,520	16,224,259
Benefits, Claims and Expenses		
Benefits and claims		
Increase in future policy benefits	2,054,925	1,982,865
Death benefits	2,863,555	1,479,188
Surrenders	583,498	336,062
Interest credited to policyholders	3,330,592	1,510,710
Dividend and supplementary life contract benefits	409,482	-
Total benefits and claims	9,242,052	5,308,825
Policy acquisition costs deferred	(2,302,070)	(2,262,751)
Amortization of deferred policy acquisition costs	512,546	230,284
Amortization of value of insurance business acquired	403,573	222,451
Commissions	2,324,073	2,281,934
Other underwriting, insurance and acquisition expenses	3,670,533	2,953,245
Total expenses	4,608,655	3,425,163
Total benefits, claims and expenses	13,850,707	8,733,988
Income before total federal income tax expense (benefit)	957,813	7,490,271
Current federal income tax expense	273,054	34,095
Deferred federal income tax expense (benefit)	(417,122)	96,183
Total federal income tax expense (benefit)	(144,068)	130,278
Net income	\$ 1,101,881	\$ 7,359,993
Net income per common share basic and diluted	\$ 0.14	\$ 1.00

See notes to consolidated financial statements.

First Trinity Financial Corporation and Subsidiaries
Consolidated Statements of Comprehensive Income

	Years Ended December 31,	
	2012	2011
Net income	\$ 1,101,881	\$ 7,359,993
Other comprehensive income (loss)		
Total net unrealized gains arising during the period	4,939,973	54,194
Less: Net realized investment gains	746,889	604,784
Net unrealized gains (losses)	4,193,084	(550,590)
Adjustment to deferred acquisition costs	(12,703)	(14,753)
Other comprehensive income (loss) before income tax expense	4,180,381	(565,343)
Income tax expense	1,095,935	43,803
Total other comprehensive income (loss)	3,084,446	(609,146)
Total comprehensive income	\$ 4,186,327	\$ 6,750,847

See notes to consolidated financial statements.

First Trinity Financial Corporation and Subsidiaries
Consolidated Statements of Changes in Shareholders' Equity
Years Ended December 30, 2012 and 2011

	Common Stock \$.01 Par Value	Additional Paid-in Capital	Treasury Stock	Accumulated Other Comprehensive Income	Accumulated Earnings (Deficit)	Total Shareholders' Equity
Balance as of January 1, 2011	\$ 62,533	\$ 16,677,615	\$ -	\$ 3,305,370	\$ (3,389,571)	\$ 16,655,947
Stock dividend	3,238	2,425,090	-	-	(2,428,328)	-
Subscriptions of common stock	7,878	4,983,441	-	-	-	4,991,319
Comprehensive income:						-
Net income	-	-	-	-	7,359,993	7,359,993
Other comprehensive loss	-	-	-	(609,146)	-	(609,146)
Balance as of December 31, 2011	<u>\$ 73,649</u>	<u>\$ 24,086,146</u>	<u>\$ -</u>	<u>\$ 2,696,224</u>	<u>\$ 1,542,094</u>	<u>\$ 28,398,113</u>
Stock dividend	3,789	2,838,171	-	-	(2,841,960)	-
Subscriptions of common stock	2,936	1,783,331	-	-	-	1,786,267
Repurchase of common stock	-	-	(648,595)	-	-	(648,595)
Comprehensive income:						
Net income	-	-	-	-	1,101,881	1,101,881
Other comprehensive income	-	-	-	3,084,446	-	3,084,446
Balance as of December 31, 2012	<u>\$ 80,374</u>	<u>\$ 28,707,648</u>	<u>\$ (648,595)</u>	<u>\$ 5,780,670</u>	<u>\$ (197,985)</u>	<u>\$ 33,722,112</u>

See notes to consolidated financial statements.

First Trinity Financial Corporation and Subsidiaries
Consolidated Statements of Cash Flows

	Years Ended December 31,	
	2012	2011
Operating activities		
Net income	\$ 1,101,881	\$ 7,359,993
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for depreciation	215,367	213,434
Accretion of discount on investments	(491,928)	(895,526)
Net realized investment gains	(746,889)	(604,784)
Gain from acquisition of Family Benefit Life	-	(6,915,479)
Gain on sale of fixed asset	(2,934)	(2,171)
Amortization of policy acquisition cost	512,546	230,284
Policy acquisition cost deferred	(2,302,070)	(2,262,751)
Mortgage loan origination fees deferred	(168,641)	-
Amortization of value of insurance business acquired	403,573	222,451
Provision for deferred federal income tax expense (benefit)	(417,122)	96,183
Interest credited to policyholders	3,330,592	1,510,710
Change in assets and liabilities:		
Accrued investment income	(294,644)	38,812
Policy loans	(15,369)	(58,004)
Allowance for loan losses	(5)	(214,067)
Recoverable from reinsurers	(56,250)	(34,656)
Agents' balances and due premiums	23,172	(7,446)
Other assets	(1,471,311)	(172,164)
Future policy benefits	2,088,374	2,030,069
Policy claims	201,999	(18,377)
Other policy liabilities	93,109	(8,509)
Other liabilities	(996,680)	1,437,345
Net cash provided by operating activities	<u>1,006,770</u>	<u>1,945,347</u>
Investing activities		
Purchase of fixed maturity securities	(23,432,839)	(2,494,847)
Maturities of fixed maturity securities	1,678,000	700,000
Sales of fixed maturity securities	7,833,967	3,971,870
Purchase of equity securities	(616,594)	(98,815)
Sales of equity securities	1,114,426	-
Acquisition of Family Benefit Life	-	(4,751,624)
Purchase of mortgage loans	(9,143,326)	(962,500)
Payments on mortgage loans	899,180	213,628
Purchase of invested real estate	-	(18,434)
Sale of invested real estate	512,500	49,000
Purchase of other long-term investments	(11,188,607)	(3,867,415)
Payments on other long-term investments	2,691,809	1,511,541
Maturity of certificate of deposit	-	102,273
Loans made for premiums financed	(934,095)	(2,541,702)
Loans repaid for premiums financed	1,695,444	2,877,330
Sales of furniture and equipment	5,000	2,300
Purchases of furniture and equipment	-	(121,248)
Net cash used in investing activities	<u>(28,885,135)</u>	<u>(5,428,643)</u>
Financing activities		
Policyholders' account deposits	14,732,255	15,240,005
Policyholders' account withdrawals	(4,749,799)	(2,027,595)
Purchases of treasury stock	(648,595)	-
Proceeds from public and private stock offerings	1,786,267	4,991,319
Net cash provided by financing activities	<u>11,120,128</u>	<u>18,203,729</u>
Increase (decrease) in cash	(16,758,237)	14,720,433
Cash and cash equivalents, beginning of period	27,705,711	12,985,278
Cash and cash equivalents, end of period	<u>\$ 10,947,474</u>	<u>\$ 27,705,711</u>

See notes to consolidated financial statements.

First Trinity Financial Corporation and Subsidiaries
Consolidated Statements of Cash Flows (continued)
Supplemental Disclosures

In 2011, the Company issued 323,777 shares in connection with a 5% share dividend payable to the holders of shares of the Company as of March 10, 2011. In 2012, the Company issued 378,928 shares in connection with another 5% share dividend payable to the holders of shares of the Company as of March 10, 2012. In conjunction with the 2011 and 2012 stock dividends, the non-cash impact on investing and financing activities is summarized as follows:

	Years Ended December 31,	
	2012	2011
Fair value of shares issued in connection with the stock dividend (378,928 and 323,777 shares issued in 2012 and 2011, respectively)	\$ 2,841,960	\$ 2,428,328
Reduction in accumulated earnings (deficit) due to stock dividend	(2,841,960)	(2,428,328)
Increase in common stock, par value \$.01 due to stock dividend	3,789	3,238
Increase in additional paid-in-capital due to the stock dividend	2,838,171	2,425,090
Change in shareholders' equity due to the stock dividend	\$ -	\$ -

On December 28, 2011, the Company acquired Family Benefit Life Insurance Company. In conjunction with this acquisition, the cash impact on operating, investing and financing activities is summarized as follows:

	Year Ended December 31, 2011
Cash used in Family Benefit Life acquisition	\$ 13,855,129
Cash provided in Family Benefit Life acquisition	9,103,505
Decrease in cash from Family Benefit Life acquisition	4,751,624
Fair value of assets acquired in Family Benefit Life Acquisition (excluding cash)	
Available-for-sale fixed maturity securities	56,252,307
Available-for-sale equity securities	304,773
Mortgage loans on real estate	79,710
Investment real estate	582,560
Policy loans	1,047,378
Accrued investment income	775,438
Recoverable from reinsurers	120,068
Agents' balances and due premiums	16,476
Value of insurance business acquired	5,627,662
Other assets (includes reclassification of \$36,720 of current taxes payable)	(26,274)
Total fair value of assets acquired (excluding cash)	64,780,098
Fair value of liabilities assumed in Family Benefit Life acquisition	
Policyholders' account balances	36,746,133
Future policy benefits	13,502,833
Policy claims	166,593
Premiums paid in advance	12,214
Deferred federal income taxes	2,188,650
Other liabilities	496,572
Total fair value of liabilities assumed	53,112,995
Fair value of net assets acquired in Family Benefit Life acquisition (excluding cash)	11,667,103
Fair value of net assets acquired (including cash) in excess of purchase price	\$ 6,915,479

See notes to consolidated financial statements.

1. Organization and Significant Accounting Policies

Nature of Operations

First Trinity Financial Corporation (the "Company") is the parent holding company of Trinity Life Insurance Company, Family Benefit Life Insurance Company, First Trinity Capital Corporation and Southern Insurance Services, LLC. The Company was incorporated in Oklahoma on April 19, 2004, for the primary purpose of organizing a life insurance subsidiary. The Company raised \$1,450,000 from two private placement stock offerings during 2004.

On June 22, 2005, the Company's intrastate public stock offering filed with the Oklahoma Department of Securities for \$12,750,000, which included a 10% "over-sale" provision (additional sales of \$1,275,000), was declared effective. The offering was completed February 23, 2007. The Company raised \$14,025,000 from this offering.

On June 29, 2010, the Company commenced a public offering of its common stock registered with the U.S. Securities and Exchange Commission and the Oklahoma Department of Securities. The offering was completed April 30, 2012. The Company raised \$11,000,010 from this offering.

On August 15, 2012, the Company commenced a private placement of its common stock primarily in the states of Kansas, Missouri and South Dakota. The private placement is for 600,000 shares of the Company's common stock for \$8.50 per share. If all shares were sold, the Company would have received \$4,335,000 after reduction for estimated offering expenses. As of December 31, 2012, the Company had received gross proceeds of \$536,095 from the subscription of 63,070 shares of its common stock in this private placement and incurred \$232,921 in offering costs. This offering was suspended on March 8, 2013 and resulted in gross proceeds of \$620,245 from the subscription of 72,970 shares of its common stock and incurred \$290,163 in offering costs.

The Company purchased First Life America Corporation ("FLAC") on December 23, 2008. On August 31, 2009, two of the Company's subsidiaries, Trinity Life Insurance Company ("Old TLIC") and FLAC, were merged, with FLAC being the surviving company. Immediately following the merger, FLAC changed its name to Trinity Life Insurance Company ("TLIC"). After the merger, the Company had two wholly owned subsidiaries, First Trinity Capital Corporation ("FTCC") and TLIC, domiciled in Oklahoma.

TLIC is primarily engaged in the business of marketing, underwriting and distributing a broad range of individual life and annuity insurance products to individuals in eight states primarily in the Midwest. TLIC's current product portfolio consists of a modified premium whole life insurance policy with a flexible premium deferred annuity rider, whole life, term, final expense, accidental death and dismemberment and annuity products. The term products are both renewable and convertible and issued for 10, 15, 20 and 30 years. They can be issued with premiums fully guaranteed for the entire term period or with a limited premium guarantee. The final expense product is issued as either a simplified issue or as a graded benefit, determined by underwriting. TLIC also offers various annuity and deposit-type liability products. The products are sold through independent agents in the states of Illinois, Kansas, Kentucky, Nebraska, North Dakota, Ohio, Oklahoma and Texas.

TLIC purchased Family Benefit Life Insurance Company ("Family Benefit Life") on December 28, 2011. Family Benefit Life is primarily engaged in the business of marketing, underwriting and distributing a broad range of individual life and annuity insurance products to individuals in seven states. Family Benefit Life's current product portfolio consists of whole life, term, accidental death and dismemberment, annuity, endowment and group life insurance products. The products are sold through independent agents in the states of Arizona, Colorado, Kansas, Missouri, Nebraska, New Mexico and Oklahoma. In late 2012, Family Benefit Life was initially licensed in Arkansas, Indiana, Kentucky, North Dakota, South Dakota, Texas and West Virginia.

FTCC was incorporated in 2006, and began operations in January 2007. FTCC provides financing for casualty insurance premiums for individuals and companies and is licensed to conduct premium financing business in the states of Alabama, Arkansas, Louisiana, Mississippi and Oklahoma.

1. Organization and Significant Accounting Policies (continued)

The Company's management has decided to focus on the Company's core life and annuity insurance business and discontinue offering premium finance contracts. On May 16, 2012, the Company determined and then announced that FTCC will not accept new premium financing contracts after June 30, 2012. FTCC will continue to process payments and service all existing premium financing contracts after June 30, 2012 and through the duration that the property and casualty premium financing contracts are in force. The Company estimates that FTCC will be processing and servicing its premium finance operations through June 30, 2013. The Company will incur minimal costs related to exiting its premium financing operations since resources will be redeployed into its growing life and annuity insurance operations.

The Company also owns 100% of Southern Insurance Services, LLC, ("SIS"), a limited liability company acquired in 2010, that operated as a property and casualty insurance agency but currently has no operations.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Principles of Consolidation

The consolidated financial statements include the accounts and operations of the Company and its subsidiaries. All intercompany accounts and transactions are eliminated in consolidation.

Reclassifications

Certain reclassifications have been made in the prior year financial statements to conform to current year classifications. These reclassifications had no effect on previously reported net income or shareholders' equity.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although these estimates are based on management's knowledge of current events and actions it may undertake in the future, they may ultimately differ from actual results.

Investments

Fixed maturity securities are comprised of bonds that are classified as available-for-sale and are carried at fair value with unrealized gains and losses, net of applicable income taxes, reported in accumulated other comprehensive income. The amortized cost of fixed maturity securities available-for-sale is adjusted for amortization of premium and accretion of discount to maturity.

Interest income, as well as the related amortization of premium and accretion of discount, is included in net investment income under the effective yield method. The amortized cost of fixed maturity securities available-for-sale is written down to fair value when a decline in value is considered to be other-than-temporary.

Equity securities available-for-sale is comprised of mutual funds, common stocks and preferred stocks that are carried at fair value. The associated unrealized gains and losses, net of applicable income taxes, are included in accumulated other comprehensive income. The cost of equity securities available-for-sale is written down to fair value when a decline in value is considered to be other-than-temporary. Dividends from these investments are recognized in net investment income when declared.

1. Organization and Significant Accounting Policies (continued)

The Company evaluates the difference between the cost or amortized cost and estimated fair value of its investments to determine whether any decline in value is other-than-temporary in nature. This determination involves a degree of uncertainty. If a decline in the fair value of a security is determined to be temporary, the decline is recorded as an unrealized loss in stockholders' equity. If a decline in a security's fair value is considered to be other-than-temporary, the Company then determines the proper treatment for the other-than-temporary impairment. For fixed maturity securities available-for-sale, the amount of any other-than-temporary impairment related to a credit loss is recognized in earnings and reflected as a reduction in the cost basis of the security; and the amount of any other-than-temporary impairment related to other factors is recognized in other comprehensive income (loss) with no change to the cost basis of the security. For equity securities available-for-sale, the amount of any other-than-temporary impairment is recognized in earnings and reflected as a reduction in the cost basis of the security.

The assessment of whether a decline in fair value is considered temporary or other-than-temporary includes management's judgment as to the financial position and future prospects of the entity issuing the security. It is not possible to accurately predict when it may be determined that a specific security will become impaired. Future adverse changes in market conditions, poor operating results of underlying investments and defaults on mortgage loan payments could result in losses or an inability to recover the current carrying value of the investments, thereby possibly requiring an impairment charge in the future.

Likewise, if a change occurs in the Company's intent to sell temporarily impaired securities prior to maturity or recovery in value, or if it becomes more likely than not that the Company will be required to sell such securities prior to recovery in value or maturity, a future impairment charge could result.

If an other-than-temporary impairment related to a credit loss occurs with respect to a bond, the Company amortizes the reduced book value back to the security's expected recovery value over the remaining term of the bond. The Company continues to review the security for further impairment that would prompt another write-down in the value.

Mortgage loans are carried at unpaid balances, net of unamortized premium or discounts. Interest income and the amortization of premiums or discounts are included in net investment income. Mortgage loan fees, certain direct loan origination costs, and purchase premiums and discounts on loans are recognized as an adjustment of yield by the interest method based on the contractual terms of the loan. In certain circumstances, prepayments may be anticipated.

Investment real estate is carried at amortized cost. Depreciation on the office building is calculated over its estimated useful life of 19 years.

Policy loans are carried at unpaid principal balances. Interest income on policy loans is recognized in net investment income at the contract interest rate when earned.

Other long term investments are comprised of lottery prize receivables and are carried at amortized cost, net of unamortized premium or discount. Interest income and the accretion of discount are included in net investment income.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, amounts due from banks and money market instruments.

Investment Income and Realized Gains and Losses on Sales of Investments

Interest and dividends earned on investments are included in net investment income. Realized gains and losses on sales of investments are recognized in operations on the specific identification basis.

1. Organization and Significant Accounting Policies (continued)

Deferred Policy Acquisition Costs

Commissions and other acquisition costs which vary with and are primarily related to the successful production of new business are deferred and amortized in a systematic manner based on the related contract revenues or gross profits as appropriate. Recoverability of deferred acquisition costs is evaluated periodically by comparing the current estimate of the present value of expected pretax future profits to the unamortized asset balance. If this current estimate is less than the existing balance, the difference is charged to expense.

Deferred acquisition costs for the successful production of traditional life insurance contracts are deferred to the extent deemed recoverable and amortized over the premium paying period of the related policies using assumptions consistent with those used in computing future policy benefit liabilities. Deferred acquisition costs related to the successful production of insurance and annuity products that subject the Company to mortality or morbidity risk over a period that extends beyond the period or periods in which premiums are collected and that have terms that are fixed and guaranteed (i.e., limited-payment long-duration annuity contracts) are deferred to the extent deemed recoverable and amortized in relation to the present value of actual and expected gross profits on the policies.

To the extent that realized gains and losses on fixed income securities result in adjustments to deferred acquisition costs related to insurance and annuity products, such adjustments are reflected as a component of the amortization of deferred acquisition costs. Deferred acquisition costs related to limited-payment long-duration insurance and annuity contracts are also adjusted, net of tax, for the change in amortization that would have been recorded if the unrealized gains (losses) from available-for-sale securities had actually been realized. This adjustment is included in the change in net unrealized appreciation (depreciation) on available-for-sale securities, a component of "Accumulated Other Comprehensive Income" in the shareholders' equity section of the statement of financial position

Loans from Premium Financing

Loans from premium financing are carried at their outstanding unpaid principal balances, net of unearned interest, charge-offs and an allowance for loan losses. Interest on loans is earned based on the interest method for computing unearned interest. The rule of 78s is used to calculate the amount of the interest charge to be forgiven in the event that a loan is repaid prior to the agreed upon number of monthly payments. When serious doubt concerning collectability arises, loans are placed on a nonaccrual basis. Generally if no payment is received after one hundred twenty days, all accrued and uncollected interest income is reversed against current period operations. Interest income on nonaccrual loans is recognized only when the loan is paid in full. Loan origination fees and costs are charged to expense as incurred.

Allowance for Loan Losses from Premium Financing

The allowance for possible loan losses from financing casualty insurance premiums is a reserve established through a provision for possible loan losses charged to expense which represents, in management's judgment, the known and inherent credit losses existing in the loan portfolio. The allowance, in the judgment of management, is necessary to reserve for estimated loan losses inherent in the loan portfolio and reduces the carrying value of the loans from premium financing to the estimated net realizable value on the statement of financial position.

While management utilizes its best judgment and information available, the ultimate adequacy of the allowance is dependent upon a variety of factors beyond the Company's control, including the performance of the Company's loan portfolio, the economy and changes in interest rates. The Company's allowance for possible loan losses consists of specific valuation allowances established for probable losses on specific loans and a portfolio reserve for probable incurred but not specifically identified loans. A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired.

1. Organization and Significant Accounting Policies (continued)

Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis.

Property and Equipment

Property and equipment are carried at undepreciated or unamortized cost. Office furniture, equipment and computer software is recorded at cost or fair value at acquisition less accumulated depreciation or amortization using the straight-line method over the estimated useful life of the respective assets of three to ten years. Leasehold improvements are recorded at cost and depreciated over the remaining non-cancelable lease term.

Reinsurance

The Company cedes reinsurance under various agreements allowing management to control exposure to potential losses arising from large risks and providing additional capacity for growth. Estimated reinsurance recoverable balances are reported as assets and are recognized in a manner consistent with the liabilities related to the underlying reinsured contracts.

Value of Insurance Business Acquired

As a result of the Company's purchase of FLAC and Family Benefit Life, an asset was recorded in the application of purchase accounting to recognize the value of acquired insurance in force. The Company's value of acquired insurance in force is an intangible asset with a definite life and is amortized under Financial Accounting Standards Board ("FASB") guidance. The value of acquired insurance in force is amortized primarily over the emerging profit of the related policies using the same assumptions that were used in computing liabilities for future policy benefits.

For the amortization of the value of acquired insurance in force, the Company periodically reviews its estimates of gross profits. The most significant assumptions involved in the estimation of gross profits include interest rate spreads, future financial market performance, business surrender/lapse rates, mortality and morbidity, expenses and the impact of realized investment gains and losses. In the event actual experience differs significantly from assumptions or assumptions are significantly revised, the Company is required to record a charge or credit to amortization expense for the period in which an adjustment is made.

As of December 31, 2012 and 2011 there was \$1,230,982 and \$827,409, respectively, of accumulated amortization of the value of insurance business acquired due to the purchases of FLAC and Family Benefit Life. The Company expects to amortize the value of insurance business acquired by the following amounts over the next five years: \$414,820 in 2013, \$421,829 in 2014, \$409,016 in 2015, \$395,025 in 2016 and \$381,246 in 2017.

Other Assets and Other Liabilities

Other assets consist primarily of prepaid expenses, recoverable federal and state income taxes, guaranty funds, notes receivable, customer account balances receivable and receivables for securities sold with trade dates in 2012 and settlement dates in 2013. Other liabilities consist primarily of accrued expenses, account payables, deposits on pending policy applications, unearned investment income and payable for securities purchased with trade dates in 2012 and settlement dates in 2013.

Policyholders' Account Balances

The Company's liability for policyholders' account balances represents the contract value that has accrued to the benefit of the policyholder as of the financial statement date. This liability is generally equal to the accumulated account deposits plus interest credited less policyholders' withdrawals and other charges assessed against the account balance. Interest crediting rates for individual annuities range from 2.25% to 6.75%. Interest crediting rates for deposit-type liabilities range from 3.00% to 5.25%.

1. Organization and Significant Accounting Policies (continued)

Future Policy Benefits

The Company's liability for future policy benefits is primarily comprised of the present value of estimated future payments to or on behalf of policyholders, where the timing and amount of payment depends on policyholder mortality or morbidity, less the present value of future net premiums. For life insurance and annuity products, expected mortality and morbidity is generally based on the Company's historical experience or standard industry tables including a provision for the risk of adverse deviation. Interest rate assumptions are based on factors such as market conditions and expected investment returns. Although mortality, morbidity and interest rate assumptions are "locked-in" upon the issuance of new insurance with fixed and guaranteed terms, significant changes in experience or assumptions may require the Company to provide for expected future losses on a product by establishing premium deficiency reserves.

Policy Claims

Policy claim liabilities represent the estimated liabilities for claims reported plus estimated incurred but not yet reported claims developed from trends of historical market data applied to current exposure.

Federal Income Taxes

The Company uses the liability method of accounting for income taxes. Deferred income taxes are provided for cumulative temporary differences between balances of assets and liabilities determined under GAAP and balances determined using tax bases. A valuation allowance is established for the amount of the deferred tax asset that exceeds the amount of the estimated future taxable income needed to utilize the future tax benefits.

Common Stock

Common stock is fully paid, non-assessable and has a par value of \$.01 per share.

On January 10, 2011, the Company's Board of Directors approved a 5% share dividend by which shareholders received a share of common stock for each 20 shares of common stock of the Company they hold. The dividend was payable to the holders of shares of the Company as of March 10, 2011. Fractional shares were rounded to the nearest whole number of shares. The Company issued 323,777 shares in connection with the stock dividend that resulted in accumulated earnings being charged \$2,428,328 with an offsetting credit of \$2,428,328 to common stock and additional paid-in capital.

On January 11, 2012, the Company's Board of Directors approved another 5% share dividend by which shareholders received a share of common stock for each 20 shares of common stock of the Company they hold. The dividend was payable to the holders of shares of the Company as of March 10, 2012. Fractional shares were rounded to the nearest whole number of shares. The Company issued 378,928 shares in connection with the stock dividend that resulted in accumulated earnings being charged \$2,841,960 with an offsetting credit of \$2,841,960 to common stock and additional paid-in capital.

These stock dividends were non-cash investing and financing activities.

Accumulated Other Comprehensive Income

FASB guidance requires the inclusion of unrealized gains or losses on available-for-sale securities, net of tax, as a component of other comprehensive income. Unrealized gains and losses recognized in accumulated other comprehensive income that are later recognized in net income through a reclassification adjustment are identified on the specific identification method.

1. Organization and Significant Accounting Policies (continued)

In addition, deferred acquisition costs related to limited-payment long-duration insurance and annuity contracts are also adjusted, net of tax, for the change in amortization that would have been recorded if the unrealized gains (losses) from available-for-sale securities had actually been realized. This adjustment is included in the change in net unrealized appreciation (depreciation) on available-for-sale securities, a component of "Accumulated Other Comprehensive Income" in the shareholders' equity section of the statement of financial position.

Revenues and Expenses

Revenues on traditional life insurance products consist of direct premiums reported as earned when due. Liabilities for future policy benefits are provided and acquisition costs are amortized in a systematic manner based on the related contract revenues or gross profits as appropriate. Acquisition costs for traditional life insurance contracts are deferred to the extent deemed recoverable and are amortized over the premium paying period of the related policies using assumptions consistent with those used in computing future policy benefit liabilities. Traditional life insurance products are treated as long-duration contracts since they are ordinary whole life insurance products, which generally remain in force for the lifetime of the insured.

Deferred acquisition costs related to insurance and annuity products that subject the Company to mortality or morbidity risk over a period that extends beyond the period or periods in which premiums are collected and that have terms that are fixed and guaranteed are deferred to the extent deemed recoverable and amortized in relation to the present value of actual and expected gross profits on the policies. These insurance and annuity contracts are treated as long-duration insurance contracts since the Company is subject to risk from policyholder mortality and morbidity over an extended period.

Income from premium financing includes cancellation and late fees.

Net Income per Common Share

Net income per common share basic and diluted is calculated using the weighted average number of common shares outstanding and subscribed during the year. The weighted average outstanding and subscribed common shares basic and diluted for the years ended December 31, 2012 and 2011 were 7,883,901 and 7,349,296, respectively. These weighted average shares reflect the retrospective adjustment for the impacts of the 5% stock dividend declared by the Company on January 11, 2012 and payable to holders of shares of the Company as of March 10, 2012.

Subsequent Events

Management has evaluated all events subsequent to December 31, 2012 through the date that these financial statements have been issued. Please see Note 16.

Recent Accounting Pronouncements

Fair Value Measurements and Disclosures

In May 2011, the FASB issued new guidance concerning fair value measurements and disclosure. The new guidance is the result of joint efforts by the FASB and the International Accounting Standards Board to develop a single, converged fair value framework on how to measure fair value and the necessary disclosures concerning fair value measurements. This guidance became effective for interim and annual periods beginning after December 15, 2011.

The Company's adoption of this guidance resulted in a change in certain fair value footnote disclosures but did not have any effect on the Company's results of operations, financial position or liquidity.

1. Organization and Significant Accounting Policies (continued)

Presentation of Comprehensive Income

In June 2011, the FASB issued updated guidance to increase the prominence of items reported in other comprehensive income by eliminating the option of presenting components of comprehensive income as part of the statement of changes in shareholders' equity. The updated guidance requires that all nonowner changes in shareholders' equity be presented either as a single continuous statement of comprehensive income or in two separate but consecutive statements. The updated guidance was effective for the quarter ended March 31, 2012 and was applied retrospectively.

The Company's adoption of the updated guidance resulted in a change in the presentation of the Company's consolidated financial statements but did not have any impact on the Company's results of operations, financial position or liquidity.

Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts

In October 2010, the FASB issued updated guidance to address diversity in practice for the accounting for costs associated with acquiring or renewing insurance contracts. This guidance modifies the definition of acquisition costs to specify that a cost must be directly related to the successful acquisition of a new or renewal insurance contract in order to be deferred.

If application of this guidance would result in the capitalization of acquisition costs that had not previously been capitalized by a reporting entity, the entity may elect not to capitalize those costs.

The updated guidance was effective for the quarter ended March 31, 2012. The adoption of this guidance did not have any effect on the Company's results of operations, financial position or liquidity.

Intangibles - Goodwill and Other

In September 2011, the FASB issued updated guidance that modifies the manner in which the two-step impairment test of goodwill is applied. Under the updated guidance, an entity may assess qualitative factors (such as changes in management, key personnel, strategy, key technology, or customers) that may impact a reporting unit's fair value and lead to the determination that it is more likely than not that the fair value of a reporting unit is less than its carrying value, including goodwill. If an entity determines that it is more likely than not, it must perform an impairment test.

The first step of the impairment test involves comparing the estimated fair value of a reporting unit to its carrying value, including goodwill. If the carrying value of a reporting unit exceeds the estimated fair value, a second step must be performed to measure the amount of goodwill impairment, if any. In the second step, the implied fair value of the reporting unit's goodwill is determined in the same manner as goodwill is measured in a business combination (i.e., by measuring the fair value of the reporting unit's assets, liabilities and unrecognized intangible assets and determining the remaining amount ascribed to goodwill) and comparing the amount of the implied goodwill to the carrying amount of the goodwill. If the carrying value of the reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to the excess.

The updated guidance was effective for the quarter ended March 31, 2012. The adoption of this guidance did not have any effect on the Company's results of operations, financial position or liquidity.

1. Organization and Significant Accounting Policies (continued)

Testing Indefinite-Lived Intangible Assets for Impairment

In July 2012, the FASB issued updated guidance regarding the impairment test applicable to indefinite-lived intangible assets that is similar to the impairment guidance applicable to goodwill. Under the updated guidance, an entity may assess qualitative factors (such as changes in management, key personnel, strategy, key technology or customers) that may impact the fair value of the indefinite-lived intangible asset and lead to the determination that it is more likely than not that the fair value of the asset is less than its carrying value. If an entity determines that it is more likely than not that the fair value of the intangible asset is less than its carrying value, an impairment test must be performed. The impairment test requires an entity to calculate the estimated fair value of the indefinite-lived intangible asset. If the carrying value of the indefinite-lived intangible asset exceeds its estimated fair value, an impairment loss is recognized in an amount equal to the excess.

The updated guidance is effective for the quarter ending March 31, 2013. Early adoption is permitted. The adoption of this guidance is not expected to have a material effect on the Company's results of operations, financial position or liquidity.

Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income

In February 2013, the FASB issued updated guidance to improve the reporting of reclassifications out of accumulated other comprehensive income. The guidance requires an entity to present, either on the face of the statement of income or in the notes, separately for each component of comprehensive income, the current period reclassifications out of accumulated other comprehensive income by the respective line items of net income affected by the reclassification.

The updated guidance is effective prospectively for reporting periods beginning after December 15, 2012. The updated guidance will not have any effect on the Company's results of operations, financial position or liquidity.

First Trinity Financial Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

2. Investments

Fixed Maturity and Equity Securities Available-For-Sale

Investments in fixed maturity and equity securities available-for-sale as of December 31, 2012 and December 31, 2011 are summarized as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<u>December 31, 2012</u>				
Fixed maturity securities				
U.S. government	\$ 2,577,074	\$ 256,628	\$ 5,769	\$ 2,827,933
States and political subdivisions	264,854	1,970	4,539	262,285
Residential mortgage-backed securities	107,229	67,890	-	175,119
Corporate bonds	84,325,622	6,578,982	83,812	90,820,792
Foreign bonds	4,268,529	344,630	39,491	4,573,668
Total fixed maturity securities	<u>91,543,308</u>	<u>7,250,100</u>	<u>133,611</u>	<u>98,659,797</u>
Equity securities				
Mutual funds	162,447	40,795	-	203,242
Corporate preferred stock	347,905	24,415	-	372,320
Corporate common stock	185,494	82,441	-	267,935
Total equity securities	<u>695,846</u>	<u>147,651</u>	<u>-</u>	<u>843,497</u>
Total fixed maturity and equity securities	<u>\$ 92,239,154</u>	<u>\$ 7,397,751</u>	<u>\$ 133,611</u>	<u>\$ 99,503,294</u>
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<u>December 31, 2011</u>				
Fixed maturity securities				
U.S. government	\$ 2,762,683	\$ 46,489	\$ -	\$ 2,809,172
Residential mortgage-backed securities	135,538	67,443	-	202,981
Corporate bonds	74,473,154	2,893,943	40,771	77,326,326
Foreign bonds	756,728	-	44,000	712,728
Total fixed maturity securities	<u>78,128,103</u>	<u>3,007,875</u>	<u>84,771</u>	<u>81,051,207</u>
Equity securities				
Mutual funds	150,815	32,707	-	183,522
Corporate preferred stock	247,960	-	-	247,960
Corporate common stock	352,166	115,245	-	467,411
Total equity securities	<u>750,941</u>	<u>147,952</u>	<u>-</u>	<u>898,893</u>
Total fixed maturity and equity securities	<u>\$ 78,879,044</u>	<u>\$ 3,155,827</u>	<u>\$ 84,771</u>	<u>\$ 81,950,100</u>

First Trinity Financial Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

2. Investments (continued)

All securities in an unrealized loss position as of the financial statement dates, the estimated fair value, pre-tax gross unrealized loss and number of securities by length of time that those securities have been continuously in an unrealized loss position as of December 31, 2012 and 2011 are summarized as follows:

<u>December 31, 2012</u>	<u>Fair Value</u>	<u>Unrealized Loss</u>	<u>Number of Securities</u>
Fixed maturity securities			
Less than 12 months			
U.S. government	\$ 594,232	\$ 5,769	1
States and political subdivisions	104,243	4,539	1
Corporate bonds	5,772,021	83,812	28
Foreign bonds	916,406	39,491	5
Total fixed maturity securities	<u>\$ 7,386,902</u>	<u>\$ 133,611</u>	<u>35</u>
<u>December 31, 2011</u>	<u>Fair Value</u>	<u>Unrealized Loss</u>	<u>Number of Securities</u>
Fixed maturity securities			
Less than 12 months			
Corporate bonds	\$ 1,174,571	\$ 40,771	6
Foreign bonds	712,728	44,000	3
Total fixed maturity securities	<u>\$ 1,887,299</u>	<u>\$ 84,771</u>	<u>9</u>

As of December 31, 2012, all of the above fixed maturity securities had a fair value to cost ratio equal to or greater than 93%. As of December 31, 2011, all of the above fixed maturity securities had a fair value to cost ratio equal to or greater than 90%. Fixed maturity securities were 95% and 88% investment grade as rated by Standard & Poor's as of December 31, 2012 and December 31, 2011, respectively. There were no equity securities in an unrealized loss position as of December 31, 2012 and December 31, 2011.

The Company's decision to record an impairment loss is primarily based on whether the security's fair value is likely to remain significantly below its book value based on all of the factors considered. Factors that are considered include the length of time the security's fair value has been below its carrying amount, the severity of the decline in value, the credit worthiness of the issuer, and the coupon and/or dividend payment history of the issuer. The Company also assesses whether it intends to sell or whether it is more likely than not that it may be required to sell the security prior to its recovery in value.

For any fixed maturity securities that are other-than-temporarily impaired, the Company determines the portion of the other-than-temporary impairment that is credit-related and the portion that is related to other factors. The credit-related portion is the difference between the expected future cash flows and the amortized cost basis of the fixed maturity security, and that difference is charged to earnings. The non-credit-related portion representing the remaining difference to fair value is recognized in other comprehensive income (loss). Only in the case of a credit-related impairment where management has the intent to sell the security, or it is more likely than not that it will be required to sell the security before recovery of its cost basis, is a fixed maturity security adjusted to fair value and the resulting losses recognized in realized gains (losses) in the consolidated statements of operations. Any other-than-temporary impairments on equity securities are recorded in the consolidated statements of operations in the periods incurred as the difference between fair value and cost.

First Trinity Financial Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

2. Investments (continued)

Based on management's review, the Company experienced no other-than-temporary impairments during the years ended December 31, 2012 and December 31, 2011.

Management believes that the Company will fully recover its cost basis in the securities held at December 31, 2012, and management does not have the intent to sell nor is it more likely than not that the Company will be required to sell such securities until they recover or mature. The remaining temporary impairments shown herein are primarily the result of the current interest rate environment rather than credit factors that would imply other-than-temporary impairment.

Net unrealized gains included in other comprehensive income for investments classified as available-for-sale, net of the effect of deferred income taxes and deferred acquisition costs assuming that the appreciation had been realized as of December 31, 2012 and 2011 are summarized as follows:

	<u>December 31, 2012</u>	<u>December 31, 2011</u>
Unrealized appreciation on		
available-for-sale securities	\$ 7,264,140	\$ 3,071,056
Adjustment to deferred acquisition costs	(38,299)	(25,596)
Deferred income taxes	<u>(1,445,171)</u>	<u>(349,236)</u>
 Net unrealized appreciation on		
available-for-sale securities	<u>\$ 5,780,670</u>	<u>\$ 2,696,224</u>

The amortized cost and fair value of fixed maturity available-for-sale securities as of December 31, 2012, by contractual maturity, are summarized as follows:

	<u>December 31, 2012</u>	
	<u>Amortized Cost</u>	<u>Fair Value</u>
Due in one year or less	\$ 3,129,877	\$ 3,196,565
Due in one year through five years	30,296,048	32,687,980
Due after five years through ten years	47,234,367	51,047,847
Due after ten years	10,775,787	11,552,286
Due at multiple maturity dates	<u>107,229</u>	<u>175,119</u>
	<u>\$ 91,543,308</u>	<u>\$ 98,659,797</u>

Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

First Trinity Financial Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

2. Investments (continued)

Proceeds and gross realized gains (losses) from the sales, calls and maturities of fixed maturity and equity securities available-for-sale and investment real estate for the years ended December 31, 2012 and 2011 are summarized as follows:

	Years Ended December 31,					
	Fixed Maturity Securities		Equity Securities		Investment Real Estate	
	2012	2011	2012	2011	2012	2011
Proceeds	\$ 9,511,967	\$ 4,671,870	\$ 1,114,426	\$ -	\$ 512,500	\$ 49,000
Gross realized gains	240,255	607,730	442,737	-	75,832	-
Gross realized losses	(11,935)	(795)	-	-	-	(2,151)

The accumulated change in net unrealized investment gains for fixed maturity and equity securities available-for-sale for the years ended December 31, 2012 and 2011 and the amount of realized investment gains (losses) on fixed maturity and equity securities available-for-sale and investment real estate for the years ended December 31, 2012 and 2011 are summarized as follows:

	Years Ended December 31,	
	2012	2011
Change in unrealized investment gains:		
Available-for-sale securities:		
Fixed maturity securities	\$ 4,193,385	\$ (516,581)
Equity securities	(301)	(34,009)
Net realized investment gains (losses):		
Available-for-sale securities:		
Fixed maturity securities	228,320	606,935
Equity securities	442,737	-
Real estate	75,832	(2,151)

Mortgage Loans on Real Estate

The Company's mortgage loans by property type as of December 31, 2012 and 2011 are summarized as follows:

	December 31, 2012		December 31, 2011	
	Amount	Percentage	Amount	Percentage
Commercial mortgage loans				
Retail stores	\$ 2,043,825	19.59%	\$ 1,624,081	81.80%
Office buildings	223,735	2.14%	232,079	11.69%
Total commercial mortgage loans	\$ 2,267,560	21.73%	\$ 1,856,160	93.49%
Residential mortgage loans	8,168,216	78.27%	129,234	6.51%
Total mortgage loans	\$ 10,435,776	100.00%	\$ 1,985,394	100.00%

First Trinity Financial Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

2. Investments (continued)

The outstanding principal balance of mortgage loans, by the most significant states, as of December 31, 2012 and 2011 are summarized as follows:

	December 31, 2012		December 31, 2011	
	Amount	Percentage	Amount	Percentage
Georgia	\$ 1,960,384	18.79%	\$ 498,918	25.13%
Missouri	1,381,279	13.24%	79,710	4.02%
Colorado	1,089,059	10.44%	969,842	48.85%
Texas	1,076,014	10.31%	-	0.00%
California	995,025	9.53%	-	0.00%
Florida	940,363	9.01%	387,400	19.51%
New York	739,884	7.09%	-	0.00%
Arizona	337,179	3.23%	-	0.00%
Michigan	311,173	2.98%	-	0.00%
Utah	295,556	2.83%	-	0.00%
Pennsylvania	268,040	2.57%	-	0.00%
Massachusetts	206,665	1.98%	-	0.00%
Louisiana	181,357	1.74%	-	0.00%
New Jersey	158,406	1.52%	-	0.00%
Kentucky	109,748	1.05%	-	0.00%
Minnesota	103,667	0.99%	-	0.00%
All other states	281,977	2.70%	49,524	2.49%
	\$ 10,435,776	100.00%	\$ 1,985,394	100.00%

There was one loan more than 90 days past due as of December 31, 2012 with a remaining principal balance of \$141,150. There were no mortgage loans in default as of December 31, 2012 and 2011 and there was no allowance for losses as of December 31, 2012 and 2011.

Investment real estate

TLIC owns approximately six and one-half acres of land located in Topeka, Kansas. A 20,000 square foot office building has been constructed on approximately one-half of this land. In addition, through September 30, 2012, Family Benefit Life owned one and one-half acres of land located in Jefferson City, Missouri with two buildings located on one acre of the land. The two buildings owned by Family Benefit Life located on one acre of the land were sold in October 2012.

The Company's investment real estate as of December 31, 2012 and 2011 is summarized as follows:

	December 31, 2012	December 31, 2011
Land	\$ 895,968	\$ 995,968
Buildings	2,411,629	2,758,297
Less - accumulated depreciation	(448,832)	(287,684)
Investment real estate, net of accumulated depreciation	\$ 2,858,765	\$ 3,466,581

Other Long-Term Investments

The Company's investment in lottery prize cash flows was \$19,560,794 and \$9,875,675 as of December 31, 2012 and 2011, respectively. The lottery prize cash flows are assignment of the future rights from lottery winners at a discounted price. Payments on these investments are made by state run lotteries.

First Trinity Financial Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

2. Investments (continued)

The amortized cost and estimated fair value of lottery prize cash flows, by contractual maturity, at December 31, 2012 are summarized as follows:

	December 31, 2012	
	Amortized Cost	Fair Value
Due in one year or less	\$ 3,403,622	\$ 3,458,237
Due in one year through five years	8,752,410	9,625,284
Due in five years through ten years	5,267,670	6,739,231
Due after ten years	2,137,092	3,346,242
	<u>\$ 19,560,794</u>	<u>\$ 23,168,994</u>

The outstanding balance of lottery prize cash flows, by state lottery, as of December 31, 2012 and 2011 are summarized as follows:

	December 31, 2012		December 31, 2011	
	Amount	Percentage	Amount	Percentage
New York	\$ 9,001,771	46.01%	\$ 4,312,142	43.66%
Massachusetts	3,568,563	18.24%	2,131,982	21.59%
Texas	1,302,576	6.66%	353,464	3.58%
Georgia	1,066,346	5.45%	316,957	3.21%
California	952,335	4.87%	1,004,025	10.17%
Connecticut	648,779	3.32%	-	0.00%
Illinois	571,755	2.92%	661,767	6.70%
Pennsylvania	507,649	2.60%	360,802	3.65%
Virginia	492,241	2.52%	-	0.00%
Ohio	365,412	1.87%	-	0.00%
Michigan	353,487	1.81%	-	0.00%
Florida	250,085	1.28%	284,286	2.88%
Indiana	227,634	1.16%	312,108	3.16%
Arizona	132,254	0.68%	-	0.00%
Kentucky	119,907	0.61%	138,142	1.40%
	<u>\$ 19,560,794</u>	<u>100.00%</u>	<u>\$ 9,875,675</u>	<u>100.00%</u>

First Trinity Financial Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

2. Investments (continued)

Major categories of net investment income for the years ended December 31, 2012 and 2011 are summarized as follows:

	Years Ended December 31,	
	2012	2011
Fixed maturity securities	\$ 4,194,409	\$ 1,718,804
Equity securities	49,235	55,725
Other long-term investments	1,188,323	599,468
Mortgage loans	544,567	116,219
Policy loans	100,120	32,233
Real estate	370,620	348,002
Short-term and other investments	21,939	22,763
	<hr/>	<hr/>
Gross investment income	6,469,213	2,893,214
Investment expenses	(548,935)	(601,453)
	<hr/>	<hr/>
Net investment income	<u>\$ 5,920,278</u>	<u>\$ 2,291,761</u>

3. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) on the measurement date. The Company also considers the impact on fair value of a significant decrease in volume and level of activity for an asset or liability when compared with normal activity.

The Company holds fixed maturity and equity securities that are measured and reported at fair market value on the statement of financial position. The Company determines the fair market values of its financial instruments based on the fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value, as follows:

Level 1 - Quoted prices in active markets for identical assets or liabilities. The Company's Level 1 assets include equity securities that are traded in an active exchange market.

Level 2 - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. The Company's Level 2 assets and liabilities include fixed maturity securities with quoted prices that are traded less frequently than exchange-traded instruments or assets and liabilities whose value is determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data. This category generally includes U.S. Government and agency mortgage-backed debt securities and corporate debt securities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. The Company's Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. This category generally includes certain private equity investments where independent pricing information was not able to be obtained for a significant portion of the underlying assets.

First Trinity Financial Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

3. Fair Value Measurements (continued)

The Company has categorized its financial instruments, based on the priority of the inputs to the valuation technique, into the three-level fair value hierarchy. If the inputs used to measure the financial instruments fall within different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument. A review of fair value hierarchy classifications is conducted on a quarterly basis. Changes in the valuation inputs, or their ability to be observed, may result in a reclassification for certain financial assets or liabilities. Reclassifications impacting Level 3 of the fair value hierarchy are reported as transfers in and out of the Level 3 category as of the beginning of the period in which the reclassifications occur.

The Company's fair value hierarchy for those financial instruments measured at fair value on a recurring basis as of December 31, 2012 and 2011 is summarized as follows:

<u>December 31, 2012</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Fixed maturity securities, available-for-sale				
U.S. government	\$ -	\$ 2,827,933	\$ -	\$ 2,827,933
States and political subdivisions	-	262,285	-	262,285
Residential mortgage-backed securities	-	175,119	-	175,119
Corporate bonds	-	90,820,792	-	90,820,792
Foreign bonds	-	4,573,668	-	4,573,668
Total fixed maturity securities	<u>\$ -</u>	<u>\$ 98,659,797</u>	<u>\$ -</u>	<u>\$ 98,659,797</u>
Equity securities, available-for-sale				
Mutual funds	\$ -	\$ 203,242	\$ -	\$ 203,242
Corporate preferred stock	-	372,320	-	372,320
Corporate common stock	215,435	-	52,500	267,935
Total equity securities	<u>\$ 215,435</u>	<u>\$ 575,562</u>	<u>\$ 52,500</u>	<u>\$ 843,497</u>
<u>December 31, 2011</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Fixed maturity securities, available-for-sale				
U.S. government	\$ -	\$ 2,809,172	\$ -	\$ 2,809,172
Residential mortgage-backed securities	-	202,981	-	202,981
Corporate bonds	-	77,326,326	-	77,326,326
Foreign bonds	-	712,728	-	712,728
Total fixed maturity securities	<u>\$ -</u>	<u>\$ 81,051,207</u>	<u>\$ -</u>	<u>\$ 81,051,207</u>
Equity securities, available-for-sale				
Mutual funds	\$ -	\$ 183,522	\$ -	\$ 183,522
Corporate preferred stock	-	247,960	-	247,960
Corporate common stock	389,911	-	77,500	467,411
Total equity securities	<u>\$ 389,911</u>	<u>\$ 431,482</u>	<u>\$ 77,500</u>	<u>\$ 898,893</u>

As of December 31, 2012, Level 3 financial instruments consisted of two private placement common stocks that have no active trading. During 2012, one private placement common stock was sold and another was purchased. These private placement stocks represent investments in small development stage insurance holding companies. The fair value for these securities was determined through the use of unobservable assumptions about market participants. The Company has assumed a willing market participant would purchase the securities for the same price as the Company paid until such time as the development stage company commences operations.

First Trinity Financial Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

3. Fair Value Measurements (continued)

Fair values for Level 1 and Level 2 assets for the Company's fixed maturity and equity securities available-for-sale are primarily based on prices supplied by a third party investment service. The third party investment service provides quoted prices in the market which use observable inputs in developing such rates.

The Company analyzes market valuations received to verify reasonableness and to understand the key assumptions used and the sources. Since the fixed maturity securities owned by the Company do not trade on a daily basis, the third party investment service prepares estimates of fair value measurements using relevant market data, benchmark curves, sector groupings and matrix pricing. As the fair value estimates of the Company's fixed maturity securities are based on observable market information rather than market quotes, the estimates of fair value on these fixed maturity securities are included in Level 2 of the hierarchy. The Company's Level 2 investments include obligations of U.S. government agencies, state and political subdivisions, mortgage-backed securities, corporate bonds and foreign bonds.

The Company's equity securities are included in Level 1 except for mutual funds and the preferred stocks included in Level 2 and the private placement common stocks included in Level 3. Level 1 for those equity securities classified as such is appropriate since they trade on a daily basis, are based on quoted market prices in active markets and are based upon unadjusted prices. Level 2 for the mutual funds and preferred stock is appropriate since they are not actively traded as of December 31, 2012.

The Company's fixed maturity and equity securities available-for-sale portfolio is highly liquid and allows for a high percentage of the portfolio to be priced through pricing services.

The change in the fair value of the Company's Level 3 equity securities, available-for-sale for the years ended December 31, 2012 and 2011 is summarized as follows:

	Years Ended December 31,	
	2012	2011
Beginning balance	\$ 77,500	\$ 77,500
Sales	(35,000)	-
Purchases	10,000	-
Ending balance	<u>\$ 52,500</u>	<u>\$ 77,500</u>

First Trinity Financial Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

3. Fair Value Measurements (continued)

Fair Value of Financial Instruments

The carrying amount and fair value of the Company's financial assets and financial liabilities disclosed, but not carried, at fair value as of December 31, 2012 and 2011, and the level within the fair value hierarchy at which such assets and liabilities are measured on a recurring basis are summarized as follows:

Financial Instruments Disclosed, But Not Carried, at Fair Value:

	December 31, 2012				
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
Financial assets					
Mortgage loans on real estate					
Commercial	\$ 2,267,560	\$ 2,330,004	\$ -	\$ -	\$ 2,330,004
Residential	8,168,216	8,177,697	-	-	8,177,697
Policy loans	1,488,035	1,488,035	-	-	1,488,035
Other long-term investments	19,560,794	23,168,994	-	-	23,168,994
Cash and cash equivalents	10,947,474	10,947,474	10,947,474	-	-
Accrued investment income	1,417,218	1,417,218	-	-	1,417,218
Loans from premium financing	261,072	261,072	-	-	261,072
Total financial assets	<u>\$ 44,110,369</u>	<u>\$ 47,790,494</u>	<u>\$ 10,947,474</u>	<u>\$ -</u>	<u>\$ 36,843,020</u>
Financial liabilities					
Policyholders' account balances	\$ 95,043,370	\$ 91,013,971	\$ -	\$ -	\$ 91,013,971
Policy claims	717,521	717,521	-	-	717,521
Total financial liabilities	<u>\$ 95,760,891</u>	<u>\$ 91,731,492</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 91,731,492</u>
December 31, 2011					
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
Financial assets					
Mortgage loans on real estate					
Commercial	\$ 1,856,160	\$ 1,934,303	\$ -	\$ -	\$ 1,934,303
Residential	129,234	131,319	-	-	131,319
Policy loans	1,472,666	1,472,666	-	-	1,472,666
Other long-term investments	9,875,675	11,610,716	-	-	11,610,716
Cash and cash equivalents	27,705,711	27,705,711	27,705,711	-	-
Accrued investment income	1,122,574	1,122,574	-	-	1,122,574
Loans from premium financing	1,022,416	1,022,416	-	-	1,022,416
Total financial assets	<u>\$ 43,184,436</u>	<u>\$ 44,999,705</u>	<u>\$ 27,705,711</u>	<u>\$ -</u>	<u>\$ 17,293,994</u>
Financial liabilities					
Policyholders' account balances	\$ 81,730,322	\$ 80,609,804	\$ -	\$ -	\$ 80,609,804
Policy claims	515,522	515,522	-	-	515,522
Total financial liabilities	<u>\$ 82,245,844</u>	<u>\$ 81,125,326</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 81,125,326</u>

3. Fair Value Measurements (continued)

The estimated fair value amounts have been determined using available market information and appropriate valuation methodologies. However, considerable judgment was required to interpret market data to develop these estimates. Accordingly, the estimates are not necessarily indicative of the amounts which could be realized in a current market exchange. The use of different market assumptions or estimation methodologies may have a material effect on the fair value amounts.

The following methods and assumptions were used in estimating the fair value disclosures for financial instruments in the accompanying financial statements and notes thereto:

Fixed Maturity and Equity Securities

The fair value of fixed maturity and equity securities are based on the principles previously discussed as Level 1, Level 2 and Level 3.

Mortgage Loans on Real Estate

The fair values for mortgage loans are estimated using discounted cash flow analyses, using the actual spot rate yield curve in effect at the end of the period, as determined by recent new loan activity.

Cash and Cash Equivalents, Accrued Investment Income and Policy Loans

The carrying value of these financial instruments approximates their fair values. Cash and cash equivalents are included in level 1 of the fair value hierarchy due to their highly liquid nature.

Other Long-Term Investments

Other long-term investments are comprised of lottery prize receivables and fair value is derived by using a discounted cash flow approach. Projected cash flows are discounted using the average Citigroup Pension Liability Index in effect at the end of each period.

Loans from Premium Financing

The carrying value of loans from premium financing is net of unearned interest and any estimated loan losses and approximates fair value. Unearned interest was \$1,389 and \$23,287 as of December 31, 2012 and 2011, respectively. Estimated loan losses were \$228,999 and \$229,004 as of December 31, 2012 and 2011, respectively.

Investment Contracts – Policyholders’ Account Balances

The fair value for liabilities under investment-type insurance contracts (accumulation annuities) is calculated using a discounted cash flow approach. Cash flows are projected using actuarial assumptions and discounted to the valuation date using risk-free rates adjusted for credit risk and the nonperformance risk of the liabilities.

The fair values for insurance contracts other than investment-type contracts are not required to be disclosed.

Policy Claims

The carrying amounts reported for these liabilities approximate their fair value.

First Trinity Financial Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

4. Special Deposits

TLIC and Family Benefit Life are required to hold assets on deposit for the benefit of policyholders and other special deposits in accordance with statutory rules and regulations. As of December 31, 2012 and 2011, these required deposits had carrying values that totaled \$3,981,060 and \$2,671,083, respectively. As of December 31, 2012 and 2011, these required deposits had fair values that totaled \$4,219,334 and \$2,704,967, respectively.

5. Loans from Premium Financing

The Company finances amounts up to 80% of the premium on casualty insurance policies after a 20% or greater down payment is made by the policy owner. The premiums financed are collateralized by the amount of the unearned premium of the insurance policy. Policies that become delinquent are submitted for cancellation and recovery of the unearned premium, up to the amount of the loan balance, 25 days after a payment becomes delinquent. Loans from premium financing are carried net of unearned interest and any estimated loan losses.

Unearned interest was \$1,389 and \$23,287 as of December 31, 2012 and 2011, respectively. Allowances for loan losses were \$228,999 and \$229,004 as of December 31, 2012 and 2011, respectively.

The balances of and changes in the company's credit losses related to loans from premium financing as of and for the years ended December 31, 2012 and 2011 are summarized as follows:

	<u>2012</u>	<u>2011</u>
Allowance at beginning of period	\$ 229,004	\$ 443,071
Additions credited to operations	<u>(5)</u>	<u>(214,067)</u>
Allowance at end of period	<u><u>\$ 228,999</u></u>	<u><u>\$ 229,004</u></u>

6. Deferred Policy Acquisition Costs

The balances of and changes in deferred acquisition costs as of and for the years ended December 31, 2012 and 2011 are summarized as follows:

	<u>2012</u>	<u>2011</u>
Balance, beginning of year	\$ 5,251,999	\$ 3,234,285
Capitalization of commissions, sales and issue expenses	2,302,070	2,262,751
Amortization	(512,546)	(230,284)
Deferred acquisition costs allocated to investments	<u>(12,703)</u>	<u>(14,753)</u>
Balance, end of year	<u><u>\$ 7,028,820</u></u>	<u><u>\$ 5,251,999</u></u>

First Trinity Financial Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

7. Federal Income Taxes

The Company files a consolidated federal income tax return with FTCC and SIS and does not file a consolidated return with TLIC or Family Benefit Life. TLIC and Family Benefit Life are taxed as life insurance companies under the provisions of the Internal Revenue Code and must file separate tax returns until they have been members of the filing group for five years.

A reconciliation of federal income tax expense (benefit) computed by applying the federal income tax rate of 35% to income before federal income tax expense for the years ended December 31, 2012 and 2011 is summarized as follows:

	Years ended December 31,	
	<u>2012</u>	<u>2011</u>
Expected tax expense (benefit)	\$ 335,235	\$ 2,621,595
Difference in book versus tax basis of Family Benefit Life	-	(2,420,418)
Small life insurance company deduction	(330,860)	(80,471)
Net operating loss generated (utilized)	116,251	74,132
Difference in book versus tax basis of available-for-sale fixed maturity securities	(199,626)	(60,492)
Alternative Minimum Tax carryforward adjustment prior years	(91,478)	-
Other	<u>26,410</u>	<u>(4,068)</u>
Total income tax expense (benefit)	<u>\$ (144,068)</u>	<u>\$ 130,278</u>

The components of total income tax expense (benefit) for the years ended December 31, 2012 and 2011 is summarized as follows:

	Years ended December 31,	
	<u>2012</u>	<u>2011</u>
Current tax expense	\$ 273,054	\$ 34,095
Deferred tax expense (benefit)	<u>(417,122)</u>	<u>96,183</u>
Total income tax expense (benefit)	<u>\$ (144,068)</u>	<u>\$ 130,278</u>

First Trinity Financial Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

7. Federal Income Taxes (continued)

Deferred taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax liabilities and assets as of December 31, 2012 and 2011 are summarized as follows:

	December 31,	
	2012	2011
Deferred tax liabilities:		
Net unrealized investment gains	\$ 1,445,171	\$ 349,236
Available-for-sale fixed maturity securities	809,542	1,274,890
Deferred policy acquisition costs	1,027,500	690,885
Reinsurance recoverable	236,482	226,061
Investment real estate	33,780	30,665
Other long-term investments	16,305	-
Value of insurance business acquired	1,501,779	1,582,494
Property and equipment	409	18
Due premiums	19,183	11,551
Accrued liabilities	117,448	-
Mortgage loans	32,513	-
Other	13	13,265
	5,240,125	4,179,065
Deferred tax assets:		
Policyholders' account balances and future policy benefits	827,794	816,953
Policy claims	28,485	24,761
Accrued investment income	4,603	-
Accrued liabilities	-	80,000
Available-for-sale equity securities	51,906	51,906
Alternative minimum tax carryforward	236,328	-
Net operating loss carryforward	2,511,188	2,049,777
Net capital loss carryforward	127,675	181,483
Other	2,367	-
	3,790,346	3,204,880
Valuation allowance	(1,851,745)	(1,648,526)
Net deferred tax assets	1,938,601	1,556,354
Net deferred tax liabilities	\$ 3,301,524	\$ 2,622,711

FTFC has net operating loss carry forwards of approximately \$5,446,309 expiring in 2019 through 2027. TLIC has net operating loss carry forwards of approximately \$3,297,214, expiring in 2018 through 2026. Net operating loss carry forwards of \$1,061,226 (included in the TLIC amount above), expiring in 2018 through 2023, remain from the acquisition of FLAC. The utilization of those losses is restricted by the tax laws and some or all of the losses may not be available for use.

The Company has no known uncertain tax benefits within its provision for income taxes. In addition, the Company does not believe it would be subject to any penalties or interest relative to any open tax years and, therefore, have not accrued any such amounts. The Company files U.S. federal income tax returns and income tax returns in various state jurisdictions. The 2009 through 2012 U.S. federal tax years are subject to income tax examination by tax authorities. The Company classifies any interest and penalties (if applicable) as income tax expense in the financial statements.

8. Reinsurance

TLIC participates in reinsurance in order to provide risk diversification, additional capacity for future growth and limit the maximum net loss potential arising from large risk. TLIC reinsures all amounts of risk on any one life in excess of \$55,000 for individual life insurance with Investors Heritage Life Insurance Company, Munich American Reassurance Company, Optimum Re and Wilton Re.

TLIC is a party to an Automatic Retrocession Pool Agreement (the "Reinsurance Pool") with Optimum Re, Catholic Order of Foresters, American Home Life Insurance Company and Woodmen of the World. The agreement provides for automatic retrocession of coverage in excess of Optimum Re's retention on business ceded to Optimum Re by the other parties to the Reinsurance Pool. TLIC's maximum exposure on any one insured under the Reinsurance Pool is \$50,000. As of January 1, 2008, the Reinsurance Pool stopped accepting new cessions.

Effective September 29, 2005, FLAC and Wilton Re executed a binding letter of intent whereby both parties agreed that FLAC would cede the simplified issue version of its Golden Eagle Whole Life (Final Expense) product to Wilton Re on a 50/50 quota share original term coinsurance basis. The letter of intent was executed on a retroactive basis to cover all applicable business issued by FLAC subsequent to January 1, 2005. Wilton Re agreed to provide various commission and expense allowances to FLAC in exchange for FLAC ceding 50% of the applicable premiums to Wilton Re as they are collected. As of June 24, 2006, Wilton Re terminated the reinsurance agreement for new business issued after the termination date.

Family Benefit Life also participates in reinsurance in order to provide risk diversification, additional capacity for future growth and limit the maximum net loss potential arising from large risk. Family Benefit Life reinsures initial amounts of risk on any one life in excess of \$50,000 for individual life insurance with Optimum Re. Family Benefit Life also reinsures its accidental death benefit portion of their life policies under a bulk agreement with Optimum Re.

Family Benefit Life participates in the Servicemen Group Life Insurance Pool, administered by Prudential Life Insurance Company, in which it assumes group life insurance on a percentage based on the total in force amount of participating companies. The group plan permits conversion to permanent insurance with the initial face amount reinsured with the Office of Servicemembers Group Life Insurance.

To the extent that the reinsurance companies are unable to meet their obligations under the reinsurance agreements, TLIC and Family Benefit Life remain primarily liable for the entire amount at risk.

Reinsurance assumed and ceded amounts for TLIC and Family Benefit Life for 2012 and 2011 are summarized as follows:

	2012	2011
Premiums assumed	\$ 371,518	\$ 44,118
Commissions and expense allowances	(16)	186
Benefits assumed	489,344	33,811
Reserve credits assumed	53,397	52,250
In force amount assumed	414,183,269	23,737,668
Premiums ceded	470,187	341,106
Commissions and expense allowances	21,125	22,673
Benefits ceded	216,895	275,681
Reserve credits ceded	958,570	795,619
In force amount ceded	71,962,540	40,146,708

9. Property and Equipment

Property and equipment as of December 31, 2012 and 2011 is summarized as follows:

	<u>December 31, 2012</u>	<u>December 31, 2011</u>
Total property and equipment	\$ 272,263	\$ 281,996
Less - accumulated depreciation	<u>(147,705)</u>	<u>(111,153)</u>
Property and equipment net of accumulated depreciation	<u>\$ 124,558</u>	<u>\$ 170,843</u>

10. Leases

The Company leases 6,769 square feet of office space pursuant to a five-year lease that began October 1, 2010 and leased 950 square feet of office space effective December 15, 2009 that terminated December 31, 2010. On June 17, 2010, the Company agreed to lease an additional 4,252 square feet of expansion office space whereby, effective October 1, 2010, the Company would lease for five years a combined 6,769 square feet. Under the terms of the home office lease, the monthly rent is \$7,897 from October 1, 2010 through September 30, 2015. The Company incurred rent expense of \$76,136 and \$72,809 for the years ended December 31, 2012 and 2011, respectively, under this lease and other minor leases. The Company received a \$120,000 leasehold improvement allowance from the lessor that is being amortized over the non-cancellable lease term that reduced incurred rent expense by \$25,263 for each of the years ended December 31, 2012 and 2011. Future minimum lease payments to be paid under non cancelable lease agreements are \$94,764 for 2013 and 2014 and \$71,073 in 2015.

TLIC owns approximately six and one-half acres of land located in Topeka, Kansas. A 20,000 square foot office building has been constructed on approximately one-half of this land.

On December 24, 2009, TLIC entered into a five year lease of approximately 7,500 square feet of its building in Topeka, Kansas with an option for the lessee to renew the lease for five additional years. The monthly lease payments are as follows: \$9,130 in 2011 and 2012 and \$9,371 in 2013 and 2014.

TLIC has also leased 10,000 square feet in the Topeka, Kansas office building under a lease that was renewed during 2006 to run through June 30, 2011 with a 90 day notice to terminate the lease by the lessee. This lease was renewed on July 1, 2011 to run through May 31, 2016. Beginning July 1, 2014, the lessee can terminate the lease with a 180 day written notice. The lease agreement calls for minimum monthly base lease payments of \$17,535.

Effective August 29, 2005, TLIC executed a lease agreement for 2,500 square feet of the Topeka, Kansas office building. The base lease period commenced on September 1, 2005 and ended on August 31, 2010. The lease automatically renewed on August 15, 2010, for another five years with a 90 day notice by the lessee to terminate the lease. The lease agreement called for minimum monthly base lease payments of \$4,332 through August 31, 2010. The lease payments decreased to \$3,100 per month for the period September 1, 2010 through August 31, 2015.

The future minimum lease payments to be received under the above non cancelable lease agreements are \$360,072, \$360,072, \$235,220 and \$87,675 for the years 2013 through 2016, respectively.

Family Benefit Life owned approximately one and one-half acres of land located in Jefferson City, Missouri. A 6,100 square foot building (serving as Family Benefit Life's headquarters) and a 2,200 square foot building (leased to a third party) are on one acre of this land and the other half acre is held for sale. In October 2012, both of the buildings were sold.

With respect to the 2,200 square foot building, Family Benefit Life entered into a one-year lease beginning August 1, 2010 and ending July 31, 2011. The lease could have been renewed annually if no termination notice was given by either party on or before May 1. No notice was given by either party on May 1, 2011 or May 1, 2012 and therefore the lease was renewed for additional one-year periods. The tenant paid Family Benefit Life \$15,000 per year in monthly installments of \$1,250. In connection with the October 2012 sale of the two buildings, the underlying third party lease was transferred to the new owner. The new owner also charged the Company \$12,152 of rent during the last three months of 2012.

11. Shareholders' Equity and Statutory Accounting Practices

TLIC is domiciled in Oklahoma and prepares its statutory financial statements in accordance with statutory accounting practices prescribed or permitted by the Oklahoma Insurance Department. Family Benefit Life is domiciled in Missouri and prepares its statutory financial statements in accordance with statutory accounting practices prescribed or permitted by the Missouri Department of Insurance. Prescribed statutory accounting practices include publications of the NAIC, state laws, regulations, and general administrative rules. Permitted statutory accounting practices encompass all accounting practices not so prescribed. Statutory accounting practices primarily differ from GAAP by charging policy acquisition costs to expense as incurred, establishing future policy benefit liabilities using different actuarial assumptions and valuing investments, deferred taxes, and certain assets on a different basis.

The statutory net income (loss) for TLIC amounted to \$1,327,798 and (\$831,650) for the years ended December 31, 2012 and 2011, respectively. The statutory surplus of TLIC was \$5,277,775 and \$4,703,946 as of December 31, 2012 and 2011, respectively. The statutory net income for Family Benefit Life amounted to \$1,107,135 and \$1,226,329 for the years ended December 31, 2012 and 2011, respectively. The statutory surplus of Family Benefit Life was \$10,479,574 and \$10,951,139 as of December 31, 2012 and 2011, respectively.

TLIC is subject to Oklahoma laws and Family Benefit Life is subject to Missouri laws that limit the amount of dividends insurance companies can pay to stockholders without approval of the respective Departments of Insurance. The maximum dividend, which may be paid in any twelve-month period without notification or approval, is limited to the lesser of 10% of statutory surplus as of December 31 of the preceding year or the net gain from operations of the preceding calendar year. Cash dividends may only be paid out of surplus derived from realized net profits. Based on these limitations, there is capacity for TLIC to pay a dividend up to \$377,777 in 2013 without prior approval. In addition, based on those limitations, there is the capacity for Family Benefit Life to pay a dividend up to \$887,520 in 2013 without prior approval. Family Benefit Life paid \$1,515,975 of dividends to TLIC in 2012 and received permission from the Missouri Department of Insurance to pay \$581,300 of dividends in excess of the \$934,675 limitation.

First Trinity Financial Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

12. Segment Data

The Company has a life insurance segment, consisting of the operations of TLIC and Family Benefit Life, and a premium financing segment, consisting of the operations of FTCC and SIS. Results for the parent company, after elimination of intercompany amounts, are allocated to the corporate segment. These segments as of and for the years ended December 31, 2012 and 2011 are summarized as follows:

	Year Ended December 31,	
	2012	2011
Revenues:		
Life and annuity insurance operations	\$ 14,275,397	\$ 16,011,386
Premium finance operations	102,734	166,919
Corporate operations	430,389	45,954
Total	<u>\$ 14,808,520</u>	<u>\$ 16,224,259</u>
Income (loss) before income taxes:		
Life and annuity insurance operations	\$ 1,332,546	\$ 8,238,255
Premium finance operations	(224,951)	(212,706)
Corporate operations	(149,782)	(535,278)
Total	<u>\$ 957,813</u>	<u>\$ 7,490,271</u>
Depreciation and amortization expense:		
Life and annuity insurance operations	\$ 1,112,688	\$ 650,350
Premium finance operations	3,692	3,708
Corporate operations	15,106	12,111
Total	<u>\$ 1,131,486</u>	<u>\$ 666,169</u>
	December 31,	
	2012	2011
Assets:		
Life and annuity insurance operations	\$ 158,151,031	\$ 137,931,960
Premium finance operations	979,390	1,864,370
Corporate operations	6,319,896	4,951,325
Total	<u>\$ 165,450,317</u>	<u>\$ 144,747,655</u>

13. Concentrations of Credit Risk

Credit risk is limited by diversifying the Company's investments. The Company maintains cash and cash equivalents at multiple institutions. The Federal Deposit Insurance Corporation insures non-interest bearing accounts up to \$250,000. Uninsured balances aggregate \$2,514,836 as of December 31, 2012. Other funds are invested in mutual funds that invest in U.S. government securities. The Company monitors the solvency of all financial institutions in which it has funds to minimize the exposure for loss. The Company has not experienced any losses in such accounts. The Company's lottery prize receivables due from various states and the geographical distribution of the Company's mortgage loans by state are summarized in Note 2.

14. Contingent Liabilities

Guaranty fund assessments may be taken as a credit against premium taxes over a five-year period. These assessments, brought about by the insolvency of life and health insurers, are levied at the discretion of the various state guaranty fund associations to cover association obligations.

15. Related Party Transactions

During 2012, the Company repurchased 185,313 shares of its common stock from former members of the Board of Directors at a cost of \$648,595.

16. Subsequent Events

On March 8, 2013, the Company suspended the private placement of its common stock primarily in the states of Kansas, Missouri and South Dakota. This offering began on August 15, 2012 and resulted in gross proceeds of \$620,245 from the subscription of 72,970 shares of its common stock and incurred \$290,163 in offering costs.

17. Acquisition of Family Benefit Life Insurance Company

On December 28, 2011, the Company, through its primary insurance subsidiary, TLIC, completed the Tender Offer of Family Benefit Life by paying Family Benefit Life shareholders promptly for all the issued and outstanding common shares that satisfied the terms of the offer through the expiration of the extended Tender Offer on December 21, 2011.

During the Tender Offer, TLIC accepted tenders of 869,669 shares meeting the minimum condition requirements during the original and subsequent offers which expired on December 9, 2011 and December 21, 2011, respectively, and promptly paid for the shares tendered. The shares tendered represented 98.1% of the issued and outstanding shares not owned by TLIC. Prior to October 20, 2011, TLIC purchased 401,381 Family Benefit Life common shares. These purchases brought the aggregate shares held by TLIC to 1,271,050 shares, or 98.7% of the 1,287,640 shares issued and outstanding.

TLIC acquired the remaining 16,590 issued and outstanding shares of Family Benefit Life by initiating and completing a merger under the corporation laws of the state of Missouri. TLIC paid an aggregate of \$13,855,129 for the acquisition of 100% of the issued and outstanding shares of Family Benefit Life.

The Company acquired Family Benefit Life to expand its insurance operations into additional states. The net fair value of the Family Benefit Life assets acquired is included in the consolidated statement of financial position as of December 31, 2011. The results of operations of Family Benefit Life are not included in the consolidated statement of operations for the year ended December 31, 2011 due to the late 2011 acquisition date. Family Benefit Life's financial position as of December 31, 2012 and its operating results for the year ended December 31, 2012 are reflected in the Company's 2012 consolidated financial statements.

First Trinity Financial Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

17. Acquisition of Family Benefit Life Insurance Company (continued)

The acquisition of Family Benefit Life is summarized as follows:

Assets acquired

Available-for-sale fixed maturity securities	\$ 56,252,307
Available-for-sale equity securities	304,773
Mortgage loans on real estate	79,710
Investment real estate	582,560
Policy loans	1,047,378
Other invested assets	110
Cash and cash equivalents	9,103,505
Accrued investment income	775,438
Recoverable from reinsurers	120,068
Agents' balances and due premiums	16,476
Value of insurance business acquired	5,627,662
Other assets	<u>10,336</u>
Total assets acquired	73,920,323

Liabilities assumed

Policyholders' account balances	36,746,133
Future policy benefits	13,502,833
Policy claims	166,593
Premiums paid in advance	12,214
Deferred federal income taxes	2,188,650
Current federal taxes payable	36,720
Other liabilities	<u>496,572</u>
Total liabilities assumed	<u>53,149,715</u>
Fair value of net assets acquired	20,770,608
Cash paid as purchase consideration	<u>(13,855,129)</u>
Gain from acquisition of Family Benefit Life	<u><u>\$ 6,915,479</u></u>

First Trinity Financial Corporation and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2012 and 2011

17. Acquisition of Family Benefit Life Insurance Company (continued)

The following unaudited pro forma financial information has been prepared to present the results of operations of the Company assuming the acquisition of Family Benefit Life had occurred at the beginning of the year ended December 31, 2011. This pro forma information is supplemental and does not necessarily present the operations of the Company that would have occurred had the acquisition occurred on those dates and may not reflect the operations that will occur in the future.

Pro forma adjustments consist of the following: reduction in revenue due to the amortization of current market value adjustments over the life of the investments, reduction in deferred acquisition costs due to the business acquired, amortization of the value of insurance business acquired and deferred tax impact of these pro forma adjustments.

The unaudited pro forma financial information for the year ended December 31, 2011 is summarized as follows:

	Historical		Pro Forma Adjustments	Pro Forma Combined
	First Trinity	Family Benefit Life		
<u>Year ended December 31, 2011</u>				
Revenues	\$ 9,308,780	\$ 5,302,880	\$ (150,000)	\$ 14,461,660
Net income	\$ 444,514	\$ 1,192,250	\$ (256,000)	\$ 1,380,764
Net income per common share basic and diluted	\$ 0.06			\$ 0.19

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

Item 9A. Controls and Procedures. (This report shall not be deemed to be filed for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section).

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer (“Certifying Officers”), has evaluated the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Securities and Exchange Act of 1934 as amended (“Exchange Act”) as of the end of the fiscal period covered by this Annual Report on Form 10-K. Based upon such evaluation, the Certifying Officers have concluded that the Company’s disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is made known to management, including our Certifying Officers, as appropriate, to allow timely decisions regarding disclosure and that such information is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms.

In designing and evaluating our disclosure controls and procedures, our management recognizes that any controls and procedures, no matter how well designed and operating, can provide only reasonable assurance of achieving the desired control objectives, and our management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Management’s Report on Internal Control over Financial Reporting

The Company’s management is responsible for establishing and maintaining adequate internal control over financial reporting. As of the end of the period covered by this annual report, the Company carried out an evaluation, under the supervision and with the participation of the Company’s management, including the Certifying Officers, of the effectiveness of the design and operation of the Company’s internal controls over financial reporting as defined in Rule 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934. The standard measures adopted by management in making its evaluation are the measures in the *Internal-Control Integrated Framework* published by the Committee of Sponsoring Organizations of the Treadway Commission. Based upon such evaluation, management has determined that internal control over financial reporting was effective as of December 31, 2012.

This annual report does not include an attestation report of the Company’s registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to the attestation by the Company’s registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management’s report in this annual report.

Limitations on the Effectiveness of Controls

The Company’s management, including the Certifying Officers, does not expect that the disclosure controls and internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs.

Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management or board override of the control.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential

future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Changes to Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the three months ended December 31, 2012 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information

None

Part III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this Item is incorporated by reference from the Company's proxy statement for the 2013 annual meeting of shareholders to be filed pursuant to Regulation 14A under the Securities Exchange Act of 1934.

Item 11. Executive Compensation

The information required by this Item is incorporated by reference from the Company's proxy statement for the 2013 annual meeting of shareholders to be filed pursuant to Regulation 14A under the Securities Exchange Act of 1934.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item is incorporated by reference from the Company's proxy statement for the 2013 annual meeting of shareholders to be filed pursuant to Regulation 14A under the Securities Exchange Act of 1934.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this Item is incorporated by reference from the Company's proxy statement for the 2013 annual meeting of shareholders to be filed pursuant to Regulation 14A under the Securities Exchange Act of 1934.

Item 14. Principal Accounting Fees and Services

The information required by this Item is incorporated by reference from the Company's proxy statement for the 2013 annual meeting of shareholders to be filed pursuant to Regulation 14A under the Securities Exchange Act of 1934.

Item 15. Exhibits

The exhibits are listed in the Exhibit Index, which is incorporated herein by reference.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FIRST TRINITY FINANCIAL CORPORATION

Date March 14, 2013

By /s/Gregg E. Zahn
Gregg E. Zahn
President, Chief Executive Officer and Director

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FIRST TRINITY FINANCIAL CORPORATION

Date March 14, 2013

By /s/Gregg E. Zahn
Gregg E. Zahn
President, Chief Executive Officer and Director

SIGNATURES

In accordance with the requirements of the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By /s/ Gregg E. Zahn Date March 14, 2013
Gregg E. Zahn
Chairman of the Board, President, Chief Executive Officer and Director

By /s/ William S. Lay Date March 14, 2013
William S. Lay
Vice President, Chief Investment Officer and Director

By /s/ Bill H. Hill Date March 14, 2013
Bill H. Hill, Director

By /s/ Will W. Klein Date March 14, 2013
Will W. Klein, Director

By /s/ Charles W. Owens Date March 14, 2013
Charles W. Owens, Director

By /s/ George E. Peintner Date March 14, 2013
George E, Peintner, Director

By /s/ G. Wayne Pettigrew Date March 14, 2013
G. Wayne Pettigrew, Director

By /s/ Gary L. Sherrer Date March 14, 2013
Gary L. Sherrer, Director

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
3.1	Amended Certificate of Incorporation, incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed June 17, 2009.
3.2	By-laws, as amended and restated, incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed May 1, 2009.
4.1	Specimen Stock Certificate, incorporated by reference to Exhibit 4 to the Company's Registration Statement on Form 10SB12G filed April 30, 2007.
5.1	Opinion of Cooper & Newsome PLLP, incorporated from Pre-Effective Amendment No. 2 to the Registration Statement on Form S-1 filed June 23, 2010.
5.2	Opinion of Hall, Estill, Hardwick, Gable, Golden & Nelson, P.C., incorporated from Pre-Effective Amendment No. 3 to the Registration Statement on Form S-1 filed March 31, 2011.
5.3	Opinion of Hall, Estill, Hardwick, Gable, Golden & Nelson, P.C., incorporated from Pre-Effective Amendment No. 3 to the Registration Statement on Form S-1 filed March 30, 2012.
10.1	Administrative Service Agreement between TLIC (formerly FLAC) and Investors Heritage Life Insurance Company, incorporated by reference as Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 17, 2009.
10.2	Lease Agreement, incorporated by reference as Exhibit 10.2 to the Company's Registration Statement on Form 10SB12G filed April 30, 2007.
10.3	Reinsurance Agreement with Investors Heritage Life Insurance Company is incorporated by reference as Exhibit 10.3 to the Company's Registration Statement on Form 10SB12G/A filed July 23, 2007.
10.4	Reinsurance Agreement with Munich American Reinsurance Company is incorporated by reference as Exhibit 10.4 to the Company's registration statement on Form 10SB12G/A filed July 23, 2007.
10.5	First Amendment to Lease Agreement between First Trinity Financial Corporation and Amejak Limited Partnership dated July 1, 2008, incorporated by reference as Exhibit 10.5 to the Company's Annual report on Form 10-K filed April 14, 2009.
10.6	Lease Agreement dated July 10, 2006 between First Life America Corporation and the United States of America, incorporated by reference as Exhibit 10.6 of the Company's Annual Report on Form 10-K filed April 14, 2009.
10.7	Lease Agreement dated August 2, 2006 between First Life America Corporation and the United States of America, incorporated by reference as Exhibit 10.7 of the Company's Annual Report on Form 10-K filed April 14, 2009.
10.8	Employment Agreement of William S. Lay, dated April 18, 2009, incorporated by reference as Exhibit 10.8 to the Company's Current Report on Form 8-K filed April 22, 2009.
10.9	Loan agreement between First Trinity Capital Corporation and First National Bank of Muskogee dated March 12, 2009, incorporated by reference as Exhibit 10.9 to the company's Quarterly Report on form 10-Q filed May 15, 2009.

EXHIBIT INDEX (continued)

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
10.10	Loan guaranty agreement between First Trinity Capital Corporation and First National Bank of Muskogee dated March 12, 2009, incorporated by reference as Exhibit 10.10 to the company's Quarterly Report on form 10-Q filed May 15, 2009.
10.11	Administrative Services Agreement between First Life America Corporation and Investors Heritage Life Insurance Company dated June 16, 2009, incorporated by reference as Exhibit 10.11 to the Company's Current Report on Form 8-K filed June 17, 2009.
10.12	First Amendment to Administrative Services Agreement between Trinity Life Insurance Company and Investors Heritage Life Insurance Company incorporated by reference as Exhibit 10.12 to the Company's Current Report on Form 8-K filed June 17, 2009.
10.13	Amendment to Employment Agreement of William S. Lay dated April 23, 2010, incorporated by reference as Exhibit 10.13 of the Company's Current Report on Form 8-K filed April 28, 2010.
10.14	Employment Agreement of Gregg E. Zahn, President, dated June 7, 2010, incorporated by reference as Exhibit 10.14 of the Company's Current Report on Form 8-K filed June 11, 2010.
10.15	Second Amendment to Lease Agreement between First Trinity Financial Corporation and Amejak Limited Partnership dated June 16, 2010, incorporated by reference as Exhibit 10.15 to the Company's Current Report on Form 8-K filed June 22, 2010.
10.16	Amendment to Employment Agreement of Gregg E. Zahn, President, dated December 8, 2011, incorporated by reference as Exhibit 10.16 of the Company's Current Report on Form 8-K filed December 13, 2011.
10.17	Employment Agreement of William S. Lay, dated December 8, 2011, incorporated by reference as Exhibit 10.17 of the Company's Current Report on Form 8-K filed December 13, 2011.
10.18	Employment Agreement of Jeffrey J. Wood, dated December 8, 2011, incorporated by reference as Exhibit 10.18 of the Company's Current Report on Form 8-K filed December 13, 2011.
10.19	Amendment to Employment Agreement of Gregg E. Zahn, President, dated October 8, 2012, incorporated by reference as Exhibit 10.19 of the Company's Current Report on Form 8-K filed December 13, 2011.
17.1	Resignation Letter of Board of Director Member Shannon B. Young dated August 5, 2012, incorporated by reference as Exhibit 17.1 of the Company's Current Report on Form 8-K filed August 9, 2012.
17.2	Addendum 1 dated August 9, 2012 to Resignation Letter of Shannon B. Young dated August 9, 2012, incorporated by reference as Exhibit 17.2 of the Company's Current Report on Form 8-KA filed August 10, 2012.
17.3	Addendum 2 dated August 10, 2012 to Resignation Letter of Shannon B. Young dated August 10, 2012, incorporated by reference as Exhibit 17.3 of the Company's Current Report on Form 8-K filed August 10, 2012.
21.1*	Subsidiaries of First Trinity Financial Corporation.

* Filed herewith

EXHIBIT INDEX (continued)

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
21.2	Letter to Jeffrey Reidler, Division of Corporate Finance, United States Securities and Exchange Commission, incorporated by reference as Exhibit 21.2 of the Company's Pre-Effective Amendment No. 4 to Registration Statement on Form S-1 filed March 30, 2012.
23.1	Consent of Cooper & Newsome PLLP (included as part of its opinion), incorporated from Pre-Effective Amendment No. 2 to the Registration Statement on Form S-1 filed June 23, 2010.
23.2	Consent of Kerber, Eck and Braeckel, LLP, incorporated by reference to Exhibit 23.2 of the Company's Pre-Effective Amendment No. 1 to Registration Statement on Form S-1 filed May 17, 2010.
23.3	Consent of Hall, Estill, Hardwick, Gable, Golden & Nelson, P.C., (included as part of its opinion), incorporated from Pre-Effective Amendment No. 3 to the Registration Statement on Form S-1 filed March 31, 2011.
23.4	Consent of Kerber, Eck and Braeckel, LLP, incorporated by reference to Exhibit 23.4 of the Company's Pre-Effective Amendment No. 3 to Registration Statement on Form S-1 filed March 31, 2011.
23.5	Consent of Seaver & Forck, CPAs, incorporated by reference to Exhibit 23.1 of the Company's Current Report on Form 8-K/A filed March 9, 2012.
23.6	Consent of Kerber, Eck and Braeckel, LLP, incorporated by reference to Exhibit 23.6 of the Company's Pre-Effective Amendment No. 4 to Registration Statement on Form S-1 filed March 30, 2012.
24.1*	Powers of Attorney (included in the signature pages hereto, and incorporated herein by reference).
31.1*	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer.
31.2*	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer.
32.1*	Section 1350 Certification of Principal Executive Officer.
32.2*	Section 1350 Certification of Principal Financial Officer.
99.1	Oklahoma Insurance Holding Company Disclaimer of Control of Gregg Zahn, incorporated by reference to Exhibit 99.1 to the Company's Registration Statement on Form 10SB12G filed on April 20, 2007.
99.2	Form of Promotional Shares Escrow Agreement (six year restriction), is incorporated by reference to Exhibit 99.2 to the Company's Registration Statement on Form 10SB12G filed April 20, 2007.
99.3	Form of Promotional Shares Escrow Agreement (four year restriction), is incorporated by reference to Exhibit 99.3 to the Company's Registration Statement on Form 10SB12G filed on April 20, 2007.
99.4	Termination of Oklahoma Insurance Holding Company Disclaimer of Control between the Oklahoma Department of Insurance and Gregg Earl Zahn dated August 2, 2007 is incorporated by reference to Exhibit 99.4 to the Company's Form 10-K filed on March 31, 2008.

* Filed herewith

EXHIBIT INDEX (continued)

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.5	First Life America Corporation unaudited financial statements for the period ending September, 30, 2008, incorporated by reference to the Company's Form 10-K filed on April 14, 2009.
99.6	First Life America Corporation audited financial statements for the years ended December 31, 2007 and 2006, incorporated by reference to the Company's Form 10-K filed on April 14, 2009.
99.7	Pro forma condensed financial information for the acquisition of First Life America Corporation on December 23, 2008, incorporated by reference to the Company's Form 10-K filed on April 14, 2009.
99.8	Form R Oklahoma Redomestication Application of First Life America Corporation, incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed June 17, 2009.
99.9	Completion of acquisition of First Life America Corporation, , incorporated by reference to Exhibit 99.9 to the Company's Current Report on Form 8-K filed January 26, 2009.
99.10	Subscription Agreement, incorporated from Pre-Effective Amendment No. 2 to the Registration Statement on Form S-1 filed June 23, 2010.
99.11	Subscription Escrow Agreement, as amended on March 31, 2011, incorporated by reference to the Company's Form 10-K filed on April 14, 2009.
99.12	Form A Application Missouri Statement Regarding the Acquisition of Control or Merger of Domestic Insurer Family Benefit Life Insurance Company on August 25, 2011, incorporated by reference to the Company's Form 8-K filed on August 31, 2011.
99.13	Form A Approval Missouri Statement Regarding the Acquisition of Control or Merger of Domestic Insurer Family Benefit Life Insurance Company on October 14, 2011, incorporated by reference to the Company's Form 8-K filed on October 19, 2011.
99.14	Completion of acquisition of Family Benefit Life Insurance Company, incorporated by reference to Exhibit 99.18 to the Company's Current Report on Form 8-K filed December 28, 2011.
99.15	Family Benefit Life Insurance Company audited financial statements for the years ended December 31, 2010 and 2011, incorporated by reference to the Company's Form 8-K/A filed on March 9, 2012.
99.16	Unaudited Pro forma financial statements for the acquisition of Family Benefit Life Insurance Company as of and for the year ended December 31, 2011, incorporated by reference to the Company's Form 8-K/A filed on March 9, 2012.

EXHIBIT INDEX (continued)

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
101.INS**	XBRL Instance
101.SCH**	XBRL Taxonomy Extension Schema
101.CAL**	XBRL Taxonomy Extension Calculation
101.DEF**	XBRL Taxonomy Extension Definition
101.LAB**	XBRL Taxonomy Extension Labels
101.PRE**	XBRL Taxonomy Extension Presentation
**XBRL	Information is furnished and not filed as part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under These sections.

EXHIBIT NO. 21.1

**SUBSIDIARIES OF FIRST TRINITY FINANCIAL CORPORATION
AN OKLAHOMA CORPORATION**

<u>Company Name</u>	<u>State of Incorporation</u>	<u>Ownership</u>
First Trinity Capital Corporation	Oklahoma	100% Direct
Southern Insurance Services, LLC	Mississippi	100% Direct
Trinity Life Insurance Company	Oklahoma	100% Direct
Family Benefit Life Insurance Company	Missouri	100% Direct

CERTIFICATION

I, Gregg Zahn, Chief Executive Officer, certify that:

1. I have reviewed this annual report on Form 10-K, for the year ended December 31, 2012, of First Trinity Financial Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant, and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter, the registrant's fourth quarter in the case of an annual report, that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions);

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 14, 2013

By: /s/ Gregg E. Zahn
Gregg E. Zahn, President and Chief Executive Officer

CERTIFICATION

I, Jeffrey J. Wood, Chief Financial Officer, certify that:

1. I have reviewed this annual report on Form 10-K, for the year ended December 31, 2012, of First Trinity Financial Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant, and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter, the registrant's fourth quarter in the case of an annual report, that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions);

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 14, 2013

By: /s/ Jeffrey J. Wood
Jeffrey J. Wood, Chief Financial Officer

EXHIBIT NO. 32.1

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. ss. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of First Trinity Financial Corporation, an Oklahoma corporation (the "Company"), hereby certifies that:

To my knowledge, the Annual Report on Form 10-K of the Company for the year ended December 31, 2012 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 14, 2013

By: /s/ Gregg E. Zahn
Gregg E. Zahn, President and Chief Executive Officer

EXHIBIT NO. 32.2

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. ss. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of First Trinity Financial Corporation, an Oklahoma corporation (the "Company"), hereby certifies that:

To my knowledge, the Annual Report on Form 10-K of the Company for the year ended December 31, 2012 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

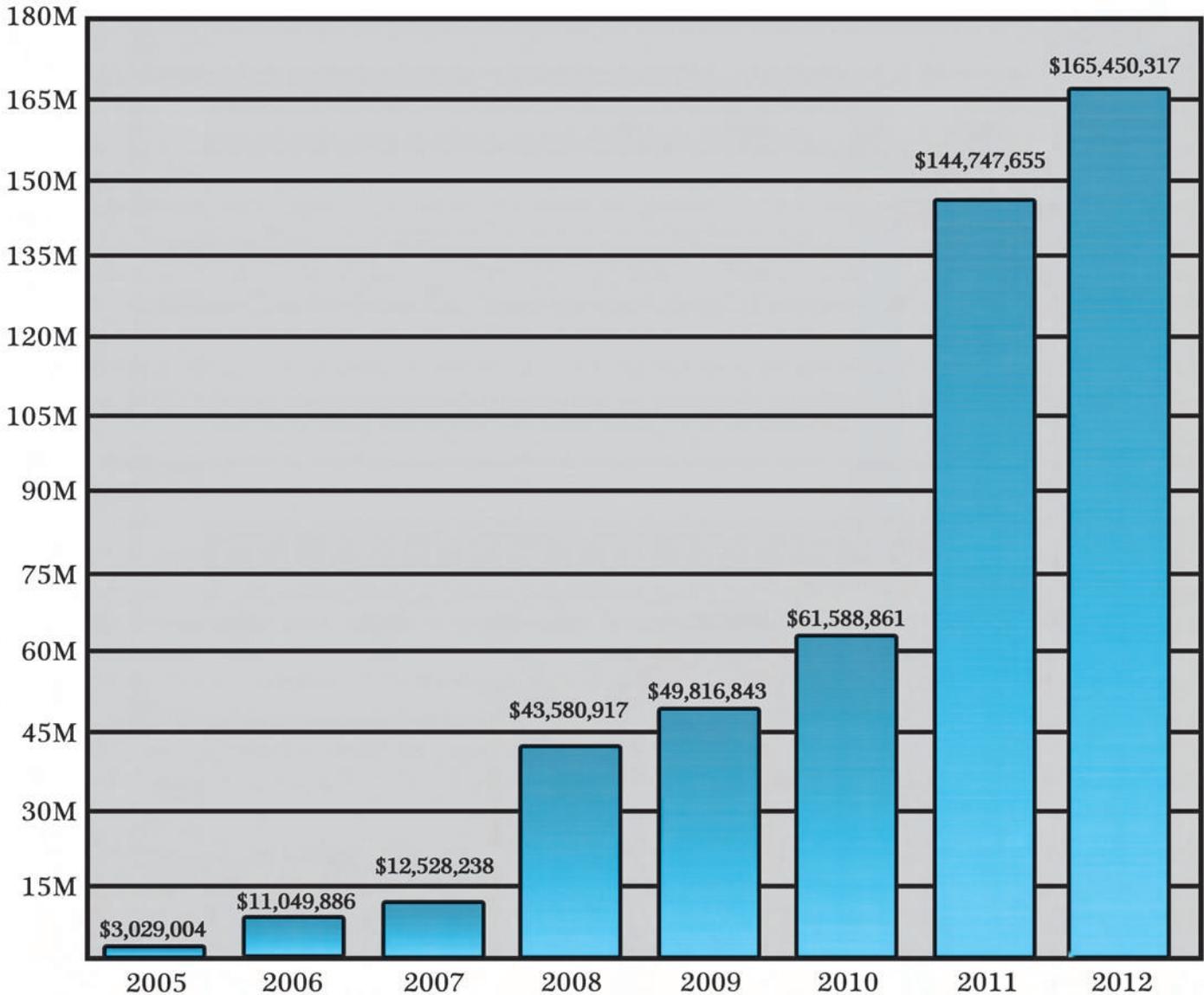
Dated: March 14, 2013

By: /s/ Jeffrey J. Wood
Jeffrey J. Wood, Chief Financial Officer

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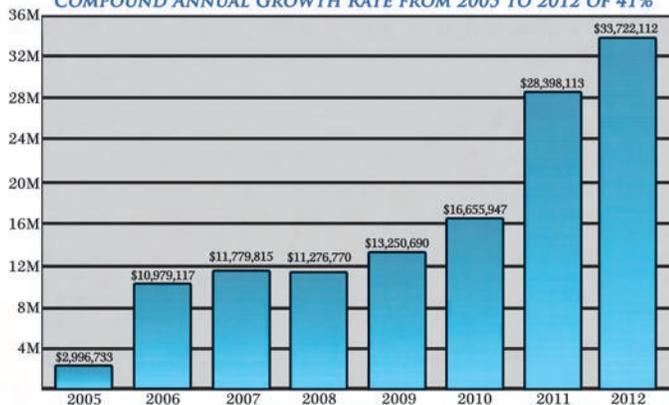
2012 FINANCIAL HIGHLIGHTS

FTFC TOTAL CONSOLIDATED ASSETS COMPOUND ANNUAL GROWTH RATE FROM 2005 TO 2012 OF 77%



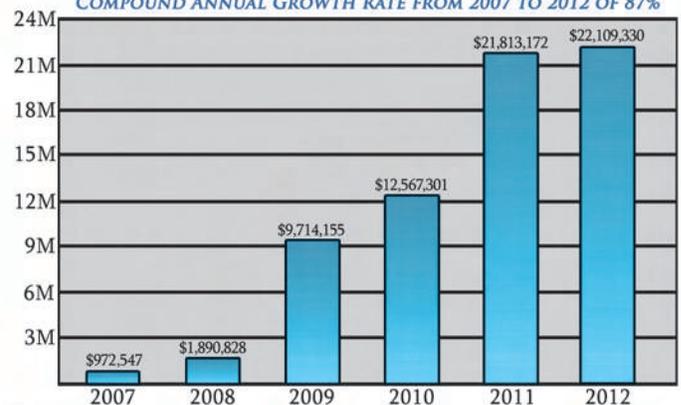
SHAREHOLDERS' EQUITY

COMPOUND ANNUAL GROWTH RATE FROM 2005 TO 2012 OF 41%



TLIC & FBLC STATUTORY LIFE & ANNUITY PREMIUM

COMPOUND ANNUAL GROWTH RATE FROM 2007 TO 2012 OF 87%



Executive Officers

Gregg E. Zahn / Chairman of the Board, President and Chief Executive Officer

Jeffrey J. Wood / Chief Financial Officer, Secretary and Treasurer

William S. Lay / Vice President, Chief Investment Officer

Alvin J. Begnoche / Vice President, Marketing

Corporate Information

Annual Shareholder Meeting

Embassy Suites Hotel
3332 South 79th East Avenue
Tulsa, Oklahoma 74145
Premiere Meeting Room

Wednesday, May 15, 2013
1:00 p.m. Central Daylight Time

Transfer Agent and Registrar

For shareholder inquiries concerning transferring ownership, address changes or lost certificates, please contact:

Computershare Trust Company
350 Indiana Street, Suite 800
Golden, Colorado 80401
303-262-0600

Independent Auditors

Kerber, Eck & Braeckel LLP
1000 Myers Building
1 West Old State Capitol Plaza
Springfield, IL 62701-1268

Investor Relations

Additional copies of this report, Form 10-K or other financial information is available without charge and may be obtained by written request to Investor Relations at the corporate address.

Market Information

Trading of the Company's common stock is limited and sporadic and an established market does not exist.

Websites

We invite you to visit our websites at:

www.firsttrinityfinancial.com
www.trinitylifeinsurance.com
www.familybenefitlife.com

Corporate Office

7633 East 63rd Place, Suite 230
Tulsa, Oklahoma 74133
918-249-2438