

COTTON STATES LIFE INSURANCE CO /

Form 10-Q

May 13, 2002

**Table of Contents**

# FORM 10-Q

## SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

Quarterly Report Under Section 13 or 15(d) of  
The Securities Exchange Act of 1934

For the three months ended March 31, 2002

Commission File Number 2-39729

### COTTON STATES LIFE INSURANCE COMPANY

---

(Exact name of registrant as specified in its charter)

GEORGIA

---

58-0830929

---

(State or other jurisdiction of  
incorporation or organization)

244 Perimeter Center Parkway, N.E., Atlanta, Georgia 30346

---

(I.R.S. Employer Identification Number)

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (770) 391-8600

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 twelve months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to the filing requirements for at least the past 90 days.

**YES**      **NO**

The Registrant as of March 31, 2002, has 6,335,428 shares of common stock outstanding.

---

**TABLE OF CONTENTS**

**PART I FINANCIAL INFORMATION**

Independent Auditors Review Report

**ITEM I CONSOLIDATED FINANCIAL STATEMENTS**

Consolidated Condensed Balance Sheets

Unaudited Consolidated Condensed Statements of Earnings

Unaudited Consolidated Condensed Statements of Cash Flows

Unaudited Consolidated Condensed Statements of Comprehensive Income

Notes to Unaudited Consolidated Condensed Financial Statements

**ITEM 2 MANAGEMENT S DISCUSSION AND ANALYSIS OF CONSOLIDATED CONDENSED FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

**PART II OTHER INFORMATION**

Item 1. Legal Proceedings

Item 2. Changes in Securities and Use of Proceeds

Item 3. Defaults Upon Senior Securities

Item 4. Submission of Matters to a Vote of Security Holders

Item 5. Other Information

Item 6. Exhibits and Reports on Form 8-K

Statement re: Computation of Per Share Earnings

---

**Table of Contents**

**COTTON STATES LIFE INSURANCE COMPANY**

FORM 10-Q

FOR THE THREE MONTHS ENDED MARCH 31, 2002

INDEX

	<b>Page</b>
<b>PART I FINANCIAL INFORMATION</b>	
Item 1. Financial Statements	
Independent Auditors' Review	
Report 1 Consolidated Condensed Balance Sheets as of March 31, 2002 and December 31, 2001.	2
Consolidated Condensed Statements of Earnings for the Three Months Ended March 31, 2002 and 2001.	3
Consolidated Condensed Statements of Cash Flows for the Three Months Ended March 31, 2002 and 2001.	4
Consolidated Condensed Statements of Comprehensive Income for the Three Months Ended March 31, 2002 and 2001.	5
Notes to Unaudited Consolidated Condensed Financial Statements	6
Item 2. Management's Discussion and Analysis of Consolidated Condensed Financial Condition and Results of Operations	8
Item 3. Quantitative and Qualitative Disclosures about Market Risk	14
<b>PART II OTHER INFORMATION</b>	
Item 1. Legal Proceedings	16
Item 2. Changes in Securities and Use of Proceeds	16
Item 3. Defaults Upon Senior Securities	16
Item 4. Submission of Matters to a Vote of Security Holders	16
Item 5. Other Information	16
Item 6. Exhibits and Reports on Form 8-K	16
SIGNATURES	16

---

**Table of Contents**

**INDEPENDENT AUDITORS REPORT**

**To the Shareholders and Board of Directors  
Cotton States Life Insurance Company, Inc.:**

We have reviewed the consolidated condensed balance sheet of Cotton States Life Insurance Company, Inc. as of March 31, 2002, and the related consolidated condensed statements of earnings, cash flows, and comprehensive income for the three-month periods ended March 31, 2002 and 2001. These consolidated condensed financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States of America, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the consolidated condensed financial statements referred to above for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with auditing standards generally accepted in the United States of America, the consolidated balance sheet of Cotton States Life Insurance Company, Inc. as of December 31, 2001, and the related consolidated statements of earnings, shareholders equity, cash flows and comprehensive income for the year then ended (not presented herein); and in our report dated February 26, 2002, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated condensed balance sheet as of December 31, 2001, is fairly stated in all material respects, in relation to the consolidated balance sheet from which it has been derived.

**/s/ KPMG LLP**

April, 22, 2002  
Atlanta, Georgia

**Table of Contents****ITEM I CONSOLIDATED FINANCIAL STATEMENTS**

The following consolidated statements have been prepared by management. In management's opinion, all adjustments and reclassifications necessary for a fair statement of financial position at March 31, 2002 and December 31, 2001 and the results of operations for the three months ended March 31, 2002 and 2001 have been made.

**COTTON STATES LIFE INSURANCE COMPANY**  
Consolidated Condensed Balance Sheets

	2002	2001
<b>ASSETS</b>		
Investments	(unaudited)	
Fixed maturities, held for investment, at amortized cost (fair value \$10,380,483 in 2002 and \$11,960,104 in 2001)	\$ 10,051,459	11,552,200
Fixed maturities, available for sale, at fair value (amortized cost \$137,008,644 in 2002 and \$130,303,801 in 2001)		
136,253,686		131,964,810
Equity securities, at fair value (cost \$3,478,744 in 2002 and \$3,673,660 in 2001)		
3,239,237		3,471,722
First mortgage loans on real estate		
1,648,600		1,671,989
Policy loans		
9,779,488		9,661,247
Other invested assets		
1,000,000		1,000,000
<b>Total investments</b>		
161,972,470		159,321,968
Cash and cash equivalents		
11,721,263		13,187,601
Accrued investment income		
2,272,372		2,592,977
Premiums receivable		
2,754,658		3,298,052
Reinsurance receivable		
4,322,359		4,233,046
Deferred policy acquisition costs		
53,490,871		51,660,808
Other assets		
1,198,988		485,886

---

\$237,732,981 234,780,338

---



---

**LIABILITIES AND SHAREHOLDERS  
EQUITY**

Policy liabilities and accruals:

Future policy benefits  
\$149,400,000 145,737,310  
Policy and contract claims  
2,398,697 2,196,620  
Federal income taxes  
7,951,422 8,537,875  
Other liabilities  
7,471,438 7,774,011

---



---

**Total liabilities**  
167,221,557 164,245,816

---



---

Shareholders' equity:

Common stock  
6,754,504 6,754,504  
Additional paid-in capital  
1,496,417 1,496,417  
Accumulated other comprehensive  
(loss) income  
(547,846) 818,720  
Retained earnings  
67,022,824 65,746,656  
Less:  
  
Unearned compensation-restricted stock  
(791,481) (858,781)  
Treasury stock, at cost, (419,076 shares in  
2002 and 2001)  
(3,422,994) (3,422,994)

---

---

**Total shareholders equity**  
70,511,424 70,534,522

---

---

\$237,732,981 234,780,338

---

---

See accompanying notes to unaudited consolidated financial statements.



**Table of Contents**

**COTTON STATES LIFE INSURANCE COMPANY**  
 Unaudited Consolidated Condensed Statements of Earnings  
 Three months ending March 31, 2002 and 2001

	Three months ended March 31,	
	2002	2001
<b>Revenue:</b>		
Premiums		
\$7,666,317	7,031,353	
Investment income		
2,471,936	2,548,392	
Realized investment gains		
156,972	8,985	
Brokerage commissions		
1,008,286	903,162	
<b>Total revenue</b>		
11,303,511	10,491,892	
<b>Benefits and expenses:</b>		
Benefits and claims		
4,356,796	4,717,771	
Interest credited		
1,446,230	1,216,844	
Amortization of policy acquisition costs		
981,266	927,794	
Operating expenses		
2,290,303	2,032,039	
<b>Total benefits and expense</b>		
9,074,595	8,894,448	

---

Income before income tax expense  
2,228,916 1,597,444  
Income tax expense  
697,748 576,390

---

---

**Net income**  
\$1,531,168 1,021,054

---

---

Basic income per share of common  
stock

**Net income**  
\$0.24 0.16

---

---

Diluted income per share of common  
stock

**Net Income**  
\$0.24 0.16

---

---

Weighted average number of shares  
used in computing income per share

Basic  
6,335,428 6,345,428

---

---

Diluted  
6,494,737 6,519,876

---

---

See accompanying notes to unaudited consolidated financial statements.

**Table of Contents**

**COTTON STATES LIFE INSURANCE COMPANY**  
 Unaudited Consolidated Condensed Statements of Cash Flows  
 Three months ending March 31, 2002 and 2001

	2002	2001
<b>Cash flows from operating activities:</b>		
Net income		
\$1,531,168	1,021,054	
Adjustments to reconcile net income to net cash provided from operating activities:		
Increase in policy liabilities and accruals	3,864,767	3,574,314
(Increase) in deferred policy acquisition costs	(1,577,295)	(1,534,897)
Decrease (Increase) in liability for income taxes	247,750	(137,545)
Decrease in amounts receivable and amounts due from reinsurers	454,081	527,626
(Decrease) in amounts due affiliates	(727,952)	(253,823)
Other, net	190,380	160,734
<hr/>		
<hr/>		
Net cash provided from operating activities	3,982,899	3,357,463
<hr/>		
<hr/>		
<b>Cash flows from investing activities:</b>		
Purchase of fixed maturities available for sale	(30,536,694)	(15,469,637)
Purchase of equity securities	(744,523)	(1,214,175)
Sale of fixed maturities available for sale	19,513,227	
Sale of equity securities	939,438	1,212,062

Edgar Filing: COTTON STATES LIFE INSURANCE CO / - Form 10-Q

Proceeds from maturities of fixed  
maturities held for investment  
1,000,000  
Proceeds from maturity and redemption  
of fixed maturities held for sale  
4,773,432 11,149,351  
First mortgage loans originated  
(76,000)  
Principal collected on first mortgage  
loans  
99,389 110,003  
Net increase in policy loans  
(118,241) (230,384)  
Other, net  
(44,272) (53,802)

---

---

Net cash used in investing activities  
(5,194,244) (4,496,582)

---

---

Cash flows from financing activities:

Cash dividends paid  
(254,993) (254,777)

---

---

Net cash used in financing activities  
(254,993) (254,777)

---

---

Net (decrease) in cash and cash  
equivalents:  
(1,466,338) (1,393,896)

---

---

Cash and cash equivalents:

Beginning of period

13,187,601 6,437,904

---

---

End of period

\$11,721,263 5,044,008

---

---

See accompanying notes to unaudited consolidated financial statements.

**Table of Contents**

**COTTON STATES LIFE INSURANCE COMPANY**  
 Unaudited Consolidated Condensed Statements of Comprehensive Income  
 Three months ending March 31, 2002 and 2001

	Three months ended March 31,	
	2002	2001
Net income:	\$ 1,531,168	1,021,054
Other comprehensive income (loss), before tax:		
Change in fair value of securities available for sale		
(2,043,797) 2,143,851		
Reclassification adjustment for realized (gains) included in net income		
(156,972) (8,985)		
<b>Total other comprehensive (loss) income, before tax</b>		
(2,200,769) 2,134,866		
Income tax (benefit) expense related to items of other comprehensive income		
(834,203) 815,892		
Other comprehensive (loss) income, net of tax		
(1,366,566) 1,318,974		

**Total comprehensive income**  
\$164,602 2,340,028

---

---

See accompanying notes to unaudited consolidated financial statements.



**Table of Contents**

**Cotton States Life Insurance Company**  
**Notes to Unaudited Consolidated Condensed Financial Statements**  
**March 31, 2002 and December 31, 2001**

**Note 1 Basis of Presentation**

The accompanying consolidated condensed financial statements include the accounts of Cotton States Life Insurance Company and its wholly owned subsidiaries CSI Brokerage Services, Inc., and CS Marketing Resources, Inc. Significant intercompany transactions and balances are eliminated in the consolidation.

The consolidated condensed financial statements for the three months ended March 31, 2002 are unaudited and have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. These consolidated condensed financial statements should be read in conjunction with the audited consolidated financial statements and footnotes included in the Company's annual report on Form 10-K for the year ended December 31, 2001.

In the opinion of management, all adjustments and reclassifications necessary to present fairly the financial position and the results of operations and cash flows for the interim periods have been made. All such adjustments are of a normal and recurring nature. The results of operations are not necessarily indicative of the results of operations that the Company may achieve for the entire year.

**Note 2 Accounting Pronouncements**

Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards (SFAS) No. 133, as amended, Accounting for Derivative Instruments and Hedging Activities, became effective beginning January 1, 2001. However, due to the Company's limited use of derivative financial instruments, SFAS No. 133 had no impact on the Company's consolidated financial position, results of operations or cash flows.

The FASB issued four new accounting standards in 2001. SFAS No. 141, SFAS No. 142, SFAS No. 143, and SFAS No. 144 primarily address the accounting for goodwill, business combinations, and the impairment and disposition of long-lived assets. The adoption of these standards in 2002 will not have a material impact on the Company's financial position or results of operations.

**Table of Contents**

**Note 3 Business Segments**

The Company's operations include the following three major segments, differentiated primarily by their respective methods of distribution and the nature of related products: individual life insurance, guaranteed and simplified issue life insurance, and brokerage operations. The Company's operations in each segment are concentrated within its southeastern state geographic market. Individual life insurance products are distributed through the Company's multi-line exclusive agents, guaranteed and simplified issue products are distributed through independent agents as well as exclusive agents, and brokerage operations all involve third party products distributed through the Company's exclusive and independent agents.

Total revenue and net income by business segment are as follows:

	Three Months Ended March 31, (Dollars in thousands)	
	2002	2001
	<hr/>	<hr/>
Individual life insurance:		
Premiums		
\$4,649	4,571	
Investment income		
2,247	2,357	
Realized investment gains		
142	8	
<hr/>		
<hr/>		
Total revenue		
\$7,038	6,936	
<hr/>		
<hr/>		
Net income		
\$944	494	
<hr/>		
<hr/>		
Guaranteed and simplified issue life insurance:		
Premiums		
\$3,017	2,460	
Investment income		
220	171	

Realized investment gains  
15 1

---

---

Total revenue  
\$3,252 2,632

---

---

Net income  
\$106 89

---

---

Brokerage:

Commission income  
\$1,008 904  
Investment income  
5 20

---

---

Total revenue  
\$1,013 924

---

---

Net income  
\$481 438

---

---

Total revenue  
\$11,303 10,492

████████████████████

████████████████████

Total net income  
\$1,531 1,021

████████████████████

████████████████████

Table of Contents**ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF CONSOLIDATED  
CONDENSED FINANCIAL CONDITION AND RESULTS OF OPERATIONS****Forward-Looking Statements**

Statements made in the following discussion that state the Company's or management's intentions, hopes, beliefs, expectations or predictions of the future are forward-looking statements. Without limiting the foregoing, forward-looking statements include statements which represent the Company's beliefs concerning future levels of sales and redemption of the Company's products, investment spreads and yields, or the earnings and profitability of the Company's activities.

Forward-looking statements are necessarily based on estimates and assumptions that are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the Company's control and many of which are subject to change. These uncertainties and contingencies could cause actual results to differ materially from those expressed in any forward-looking statements made by, or on behalf of, the Company. Whether or not actual results differ materially from forward-looking statements may depend on numerous foreseeable and unforeseeable developments. Some may be national in scope, such as general economic conditions, changes in tax law and changes in interest rates. Some may be related to the insurance industry generally, such as pricing competition, regulatory developments and industry consolidation. Others may relate to the Company specifically, such as credit, volatility and other risks associated with the Company's investment portfolio. Investors are also directed to consider other risks and uncertainties discussed in Form 10-K filed by the Company with the Securities and Exchange Commission. If the Company's assumptions and estimates are incorrect or do not come to fruition, or if the Company does not achieve all of these key factors, then the Company's actual performance could vary materially from the forward-looking statements made herein. The Company disclaims any obligation to update forward-looking information.

**Results of Operations  
(Dollars in thousands)**

	Three Months Ended March 31,		
	2002	2001	Increase (Decrease)
<b>Premiums</b>			
Guaranteed and simplified issue life insurance	\$3,017	2,460	23%
Individual life insurance:			
Traditional life			
1,553 1,590 (2%)			
Universal life			
3,096 2,981 4%			
<hr/>			
<hr/>			
Total individual life insurance			
4,649 4,571 2%			
<hr/>			
<hr/>			
<b>Total premiums</b>			
\$7,666 7,031 9%			

\_\_\_\_\_

\_\_\_\_\_

**Table of Contents**

Guaranteed and simplified issue life insurance premiums continued to show significant growth as a result of higher production by the independent agency force which had 3900 agents under contract at March 31, 2002 and 2001. This product is also distributed by the Company's multi-line exclusive agents and is available for purchase over the Internet at the Company's home page.

Individual life insurance products are principally sold by the Company's exclusive agent producers. Growth in individual life premiums largely reflects the popularity of universal life payroll deduction products. The exclusive agency force of 270 as of March 31, 2002 increased 3% compared to the same date last year.

**Investment Income**

Investment income decreased 3% compared to the first three months of 2002 due to a decrease in the rate of growth in the investment portfolio. The annualized average yield decreased to 6.2% compared to 6.6% for the first three months of 2001 due to lower interest rates.

**Brokerage Commissions**

Exclusive agents also sell products that the Cotton States Group does not underwrite (both life and property and casualty). Property and casualty business lines, principally non-standard auto, continue to show strong growth with commissions increasing 12% compared to the first three months of last year.

**Benefits and Claims**

Life benefits and claims, including reserve increases on traditional life and guaranteed and simplified issue products are as follows:

	<b>Three Months Ended March 31, (Dollars in Thousands)</b>			
	<b>2002</b>		<b>2001</b>	
<b>Benefits and Claims</b>	<b>Benefits and Claims</b>	<b>% of Premium</b>	<b>Benefits and Claims</b>	<b>% of Premium</b>
Guaranteed and simplified issue Individual life insurance	\$2,234	74%	1,807	73%
Traditional life				
1,001	64%	1,375	86%	
Universal life				
1,122	36%	1,536	52%	
<hr/>				
<hr/>				
Total individual life insurance	2,123	46%	2,911	64%
<hr/>				
<hr/>				
<b>Total benefits and claims</b>	<b>\$4,357</b>	<b>57%</b>	<b>4,718</b>	<b>67%</b>

---

---



**Table of Contents**

Benefits and claims as a percentage of premium fluctuate within a normal range reflecting volatility in mortality, changes in mix of business, and age of policy holders. Guaranteed and simplified issue experience in 2002 and 2001 is more indicative of the Company's expectations as the block of business matures. Individual life insurance benefits and claims improved significantly in 2002 and met management's expectations for the quarter. The first quarter of 2001 reflected an unusual increase in mortality. Due to the Company's small size, quarterly fluctuations do and will occur. The Company offsets the effects of annual mortality fluctuations by routinely purchasing annual aggregate stop loss reinsurance coverage in excess of \$10 million.

**Interest Credited to Policyholders**

Interest credited to universal life contracts increased 19% reflecting strong growth in universal life policy accumulations. The annual interest rate credited to universal life contract accumulations was 6.2% for both three month periods of 2002 and 2001.

**Amortization of Policy Acquisition Costs and Operating Expenses**

The amortization of policy acquisition costs as a percentage of premiums were 13% for the three months ended March 31, 2002 and 2001. This is within the Company's expected range of 12-14%.

Operating expense as a percentage of premiums were at 30% for the first three months of 2002 compared 29% for the same period last year. The Company's expectations are between 28-31%.

**Income Tax Expense**

The effective tax rate for the first three months of 2002 was 31% compared to 36% for the same period last year. The first quarter of 2001 reflects an increase in deferred acquisition costs and other temporary differences which are taxed at 34% and do not reflect the impact of the small company deduction. The effective tax rate is based on the estimated annual rate.

**Table of Contents**

**Net Income**

<b>Net Income</b>	<b>Three Months Ended March 31, (Dollars in Thousands)</b>		
	<b>2002</b>	<b>2001</b>	<b>Increase</b>
Guaranteed and simplified issue	\$ 106	89	19%
Individual life insurance:			
Traditional			
363 70 419%			
Universal life			
581 424 37%			
<hr/>			
<hr/>			
Total individual life insurance			
944 494 91%			
<hr/>			
<hr/>			
Brokerage operations			
481 438 10%			
<hr/>			
<hr/>			
Net Income			
\$1,531 1,021 50%			
<hr/>			
<hr/>			

Continued strong growth in premiums and mortality levels that met management's expectations and showed marked improvement over the first quarter of 2001, accounted for the increase in net income for the first quarter.

**Critical Accounting Policies**

The accounting policies described below are those the Company considers critical in preparing its consolidated financial statements. These policies include significant estimates made by management using information available at the time the estimates are made. However, as described below, these estimates could change materially if different information or assumptions were used.

**Insurance Related Assets and Liabilities**

The Company establishes an insurance related asset for deferred policy acquisition costs, and insurance related liabilities for future policy benefits and claims relating to its insurance policies under contract. Such asset and liabilities are developed using actuarial principles and assumptions which consider a number of factors, including: investment yields, withdrawal rates, mortality and morbidity. The Company accounts for its traditional individual life insurance policies using a net level premium method and assumptions as to the factors enumerated above. Generally, the Company's earnings in any given calendar year will not be impacted by differences in emerging experience on its traditional individual business unless such differences are severe enough to call into question the profitability of the entire block of traditional life business.

## **Table of Contents**

The Company does, however, experience fluctuations in its earnings as a result of current mortality experience differing from that expected in any given year. For the three months ended March 31, 2002 and 2001, the Company experienced emerged mortality of 82% and 113% of expected, respectively, related to its traditional individual life insurance business. The Company routinely purchases annual aggregate stop loss reinsurance coverage which limits experience to 120% of expected mortality in any one year.

The Company accounts for its interest-sensitive and universal life insurance policies and annuities under the provisions of SFAS No. 97, Accounting and Reporting by Insurance Enterprises for Certain Long-Duration Contracts and for Realized Gains and Losses from the Sale of Investments. SFAS No. 97 requires the remeasurement of the Company's deferred acquisition costs each period in a manner that amortizes such deferred costs as a level percentage of actual emerged profit over the expected gross profits.

Each period, the Company estimates the relevant factors, based primarily on its emerging experience and uses this information to determine the assumptions underlying its asset and liability calculations. An extensive degree of judgment is used in this estimation process.

Any adjustments required to properly state insurance assets and liabilities are charged or credited to benefit expense in the period in which the need for the adjustment becomes known.

## **Accounting for Income Taxes**

The Company accounts for income taxes using the asset and liability method prescribed by SFAS No. 109, Accounting for Income Taxes. Under the asset and liability method of SFAS No. 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities, and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which these temporary differences are expected to be recovered or settled. Under SFAS No. 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Income tax expense recognized by the Company in any one year is impacted by the extent to which the Company qualifies for the small life company deduction. The small life company deduction is 60% of life insurance company taxable income up to a maximum taxable income of \$3 million. This deduction is phased out on taxable income above \$3 million up to and including a maximum of \$15 million. To the extent, if any, that the Company's taxable income exceeds \$3 million, its effective Federal income tax rate will increase.

## **Liquidity and Capital Resources**

### **Cash Flow**

The Company's insurance operations generate positive cash flows in excess of its immediate needs. Cash flows provided by operations were \$4.0 million in the first quarter of 2002 compared to \$3.4 million for the comparable period last year.

## **Table of Contents**

Operating cash flow is primarily used to purchase debt securities. The Company received proceeds of \$5.8 million from investment maturities and repayments in 2002, adding to available cash flows. Such proceeds were \$11.1 million in 2001. When market opportunities arise, the Company disposes of selected debt securities available for sale to improve future investment yields and/or improve duration matching of our assets and liabilities. Therefore, dispositions before maturity can vary significantly from year to year. Proceeds from sales prior to maturity were \$19.5 million in 2001, and zero for the comparable period of 2001.

The Company's principal financing activity is payment of dividends to the Company's shareholders. Dividends are normally declared quarterly and must be approved by the Board of Directors. Under regulatory requirements, the amount of dividends that may be paid in 2002 by the Company to its shareholders without prior regulatory approval is approximately \$3.0 million.

Other than noted above, the Company does not have any debt, lease obligations, purchase obligations, lines of credit, guarantees, off-balance sheet arrangements, trading activities involving non-exchange traded contracts accounted for at fair value or relationships with persons or entities that derive benefits from a non-independent relationship with the Company or the Company's related parties.

## **Liquidity**

Liquidity pertains to a company's ability to meet the demand for cash requirements of its business operations and financial obligations. The Company's two sources of short-term liquidity include its positive cash flow from operations and its portfolio of marketable securities as described above. The Company believes that these sources are sufficient to meet its liquidity needs in fiscal 2002.

## **Investments**

Since December 31, 2001, there has not been a material change in mix or credit quality of the Company's investment portfolio. All bond purchases have been available for sale and over 89% of the holdings at March 31, 2002 and 91% in 2001 are rated 'A' or better by Standard & Poor's Corporation. For all fixed maturities, 11% in 2002 and 9% in 2001 are rated BBB. Ratings of BBB and higher are considered investment grade by the rating services. Due to deterioration in bond market conditions, the Company experienced a decrease in the fair value of bonds of approximately \$1,366,000, net of deferred taxes in 2002.

## **Mortgage Loans**

The Company's mortgage loan policy limits the amounts of loans to no more than 80% of the value on residential loans and no more than 75% of the value on commercial loans. The Company grants loans only to employees (excluding officers and directors) and agents.

**Table of Contents**

The geographic distribution of the loan portfolio is:

Number of Loans			Book Value	
			(dollars in thousands)	
March 31,	December 31,		March 31,	December 31,
2002	2001	State	2002	2001
	3	3	\$ 139	\$ 113
6 6	312 320	Florida		
30	1,198 1,239	Georgia		
39 39	\$1,649 \$1,672			

Two loans representing \$96,000 in principal are over 30 days delinquent. The loan-to-value ratio on delinquent loans is 26%.

**Recent Accounting Pronouncements**

Financial Accounting Standards Board (FASB) SFAS No. 133, as amended, Accounting for Derivative Instruments and Hedging Activities, became effective beginning January 1, 2001. However, due to the Company's limited use of derivative financial instruments, SFAS No. 133 did not impact the Company's consolidated financial position, results of operations or cash flows in 2001.

The FASB issued four new accounting standards in 2001. SFAS No. 141, SFAS No. 142, SFAS No. 143 and SFAS No. 144 primarily address the accounting for goodwill, business combinations, and the impairment and disposition of long-lived assets. The adoption of these standards in 2002 will not have a material impact on the Company's financial position or results of operations.

**ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

**Credit Risk**

Credit risk is the risk that issuers of securities owned by the Company will default, or other parties, including reinsurers, which owe the Company money, will not pay. The Company attempts to minimize these risks by following a conservative investment strategy and by contracting with reinsuring companies that meet high standards for rating criteria and other qualifications. The Company invests principally in government, governmental agency and high quality corporate bonds having an A rating or better. The fixed maturity portfolio had an average rating of AA- as rated by Standard & Poor's Corporation at March 31, 2002 and 2001.

**Interest Rate Risk**

Interest rate risk is the risk that interest rates will change and cause a decrease in the value of an insurer's investments. The Company's fixed maturity investments are subject to interest rate risk. The Company seeks to manage the impact of interest rate fluctuation through cash flow modeling, which attempts to match the maturity schedule of its assets with expected payout of its liabilities. Liabilities for interest sensitive products are carried at full account value. The fixed maturity portfolio at March 31, 2002 and March 31, 2001 had an effective duration of 4.4 years and 4.8 years, respectively.

**Table of Contents**

The table below summarizes the Company's interest rate risk and shows the effect of a hypothetical 100 basis point increase/decrease in interest rates on the fair values of the fixed investment portfolio. The selection of 100 basis point increases/decrease in interest rates should not be construed as a prediction by the Company's management of future market events, but rather, to illustrate the potential impact of such events. These calculations may not fully capture the impact of the changes in the ratio of long-term rates to short-term rates.

		Estimated Value March 31, 2002	Estimated Change in Interest Rates (bp-Basis Points)	Estimated Fair Value After Hypothetical Change in Interest Rates	Hypothetical Percentage Increase (Decrease) In Shareholders' Equity
		(dollars in thousands)			
Fixed Maturities	Held for Investment	\$ 10,380	100 bp decrease	10,515	N/A
			100 bp increase	10,235	N/A
Fixed Maturities	Available for Sale				
\$136,254	100 bp decrease	142,657	9.1%		
	100 bp increase	129,986	(8.9)%		



**Table of Contents**

**PART II OTHER INFORMATION**

Item 1. Legal Proceedings

The Company is a defendant in various actions incidental to the conduct of its business. The Company intends to vigorously defend the litigation and while the ultimate outcome of these matters cannot be estimated with certainty, management does not believe the actions will result in any material loss to the Company.

The Company has reached partial settlement of a \$900,000 reinsurance policy law suit initiated in the third quarter of 2001. To date, the Company has received \$475,000 and continues to seek additional recoveries through already existing legal channels.

Item 2. Changes in Securities and Use of Proceeds

NONE

Item 3. Defaults Upon Senior Securities

NONE

Item 4. Submission of Matters to a Vote of Security Holders

NONE

Item 5. Other Information

NONE

Item 6. Exhibits and Reports on Form 8-K

Exhibit 11 Statement re: Computation of Per Share Earnings

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

**COTTON STATES LIFE INSURANCE COMPANY**  
**Registrant**

Date: 05/10/02 /s/ J. Ridley Howard

---

J. Ridley Howard, Chairman  
President and Chief Executive Officer Date: 05/10/02 /s/ William J.  
Barlow

---

William J. Barlow  
Vice President/Controller and Assistant Treasurer