

COTTON STATES LIFE INSURANCE CO /

Form 10-Q

November 14, 2003

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 and nine months ended September 30, 2003

Commission File Number 2-39729

COTTON STATES LIFE INSURANCE COMPANY

(Exact name of registrant as specified in its charter)

GEORGIA

(State or other jurisdiction of
incorporation or organization)

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

(Address of principal executive offices)

58-0830929

(I.R.S. Employer Identification Number)

30346

(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

Indicate by check mark whether the registrant is an accelerated Filer (as defined in Rule 126.2 of the Exchange Act).

YES NO

The Registrant as of September 30, 2003, has 6,322,737 shares of common stock outstanding.

COTTON STATES LIFE INSURANCE COMPANY

FORM 10-Q

FOR THE THREE MONTHS AND NINE MONTHS ENDED SEPTEMBER 30, 2003

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INDEPENDENT ACCOUNTANTS REVIEW REPORT

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

We have reviewed the accompanying consolidated condensed balance sheet of Cotton States Life Insurance Company and subsidiaries as of September 30, 2003, and the related consolidated condensed statements of earnings and comprehensive income for the three-month periods ended September 30, 2003 and 2002 and nine-month period ended September 30, 2003 and the consolidated condensed statement of cash flows for the nine-month period ended September 30, 2003. These financial statements are the responsibility of the Company's management. The consolidated condensed balance sheet as of June 30, 2002, and the related consolidated condensed statement of earnings, comprehensive income and cash flows for the six-month period ended June 30, 2002 were reviewed by other accountants whose report (dated August 6, 2002) stated that they were not aware of any material modifications that should be made to those statements for them to be in conformity with accounting principles generally accepted in the United States.

We conducted our reviews 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, which will be performed for the full year with the objective of expressing 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 accompanying consolidated condensed financial statements at September 30, 2003, and for the three-month and nine-month periods ended September 30, 2003 and the three-month period ended September 30, 2002 for them to be in conformity with accounting principles generally accepted in the United States.

We have previously audited, in accordance with auditing standards generally accepted in the United States, the consolidated balance sheet of Cotton States Life Insurance Company and subsidiaries as of December 31, 2002, and the related consolidated statements of earnings, comprehensive income and cash flows for the year then ended and in our report dated February 25, 2003, 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, 2002, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

Ernst & Young LLP

Atlanta, Georgia
November 10, 2003

COTTON STATES LIFE INSURANCE COMPANY

ITEM I. CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

Consolidated Condensed Balance Sheets

| | September 30, 2003 | December 31, 2002 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|----------------------|
| | (unaudited) | |
| ASSETS | | |
| Investments: | | |
| Fixed maturities, held for investment, at amortized cost (fair value of \$3,511,979 in 2003 and \$7,324,373 in 2002) | \$ 3,348,142 | 7,048,175 |
| Fixed maturities, available for sale, at fair value (amortized cost of \$173,137,829 in 2003 and \$146,159,339 in 2002) | 179,623,745 | 152,307,406 |
| Equity securities, at fair value (cost of \$2,709,852 in 2003 and \$2,984,720 in 2002) | 2,865,218 | 2,519,895 |
| First mortgage loans on real estate | 1,080,546 | 1,320,330 |
| Policy loans | 10,493,564 | 10,425,612 |
| Other invested assets | 582,000 | 582,000 |
| | <u>197,993,215</u> | <u>174,203,418</u> |
| Total investments | 197,993,215 | 174,203,418 |
| Cash and cash equivalents | 7,439,632 | 18,913,861 |
| Accrued investment income | 2,166,332 | 2,406,298 |
| Amounts receivable, principally premiums | 4,394,170 | 3,777,671 |
| Amount due from reinsurers | 4,243,011 | 4,263,828 |
| Deferred policy acquisition costs | 62,305,571 | 57,686,410 |
| Federal income tax receivable | 201,291 | 98,457 |
| Other assets | 373,051 | 460,061 |
| | <u>\$ 279,116,273</u> | <u>261,810,004</u> |
| | <u>\$ 279,116,273</u> | <u>261,810,004</u> |
| LIABILITIES AND SHAREHOLDERS EQUITY | | |
| Policy liabilities and accruals: | | |
| Future policy benefits | \$ 171,304,812 | 160,424,107 |
| Policy claims and benefits payable | 2,659,654 | 3,241,343 |
| | <u>173,964,466</u> | <u>163,665,450</u> |
| Total policy liabilities and accruals | 173,964,466 | 163,665,450 |
| Federal income taxes: | | |
| Current | | |
| Deferred | 12,368,518 | 11,181,184 |
| Other liabilities | 6,099,167 | 5,592,961 |
| | <u>192,432,151</u> | <u>180,439,595</u> |
| Total liabilities | 192,432,151 | 180,439,595 |
| Shareholders' equity: | | |
| Common stock of \$1 par value. Authorized 20,000,000 shares; issued: 6,987,331 shares in 2003 and 6,929,347 shares in 2002; outstanding: 6,322,737 shares in 2003 and 6,328,737 shares in 2002; restricted: 232,827 shares in 2003 and 174,843 shares in 2002 | 6,987,331 | 6,929,347 |
| Additional paid-in capital | 3,954,669 | 3,434,018 |
| Accumulated other comprehensive income, net of tax | 3,940,935 | 3,226,975 |
| Retained earnings | 76,288,031 | 72,035,550 |
| Less: | | |
| Unearned compensation restricted stock | (938,780) | (764,543) |

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| | | |
|-----------------------------------------------------------------------------|-----------------------------|-----------------------------|
| Treasury stock, at cost (431,767 shares in 2003 and 425,767 shares in 2002) | (3,548,064) | (3,490,938) |
| | <u> </u> | <u> </u> |
| Total shareholders equity | 86,684,122 | 81,370,409 |
| | <u> </u> | <u> </u> |
| | \$279,116,273 | 261,810,004 |
| | <u> </u> | <u> </u> |

See accompanying notes to unaudited consolidated condensed financial statements.

COTTON STATES LIFE INSURANCE COMPANY

Unaudited Consolidated Condensed Statements of Earnings
 Three Months and Nine Months ending September 30, 2003 and 2002

| | Three months ended September 30, | | Nine months ended September 30, | |
|----------------------------------------------------------------------|-------------------------------------|-------------------|------------------------------------|-------------------|
| | 2003 | 2002 | 2003 | 2002 |
| Revenue: | | | | |
| Premiums | \$ 8,776,978 | 8,060,634 | 25,799,984 | 23,734,944 |
| Investment income | 2,224,128 | 2,642,930 | 6,680,796 | 7,541,903 |
| Realized investment gains | 253,397 | 385,106 | 1,489,296 | 493,257 |
| Brokerage commissions | 1,211,349 | 1,204,326 | 3,408,974 | 3,337,429 |
| Total revenue | 12,465,852 | 12,292,996 | 37,379,050 | 35,107,533 |
| Benefits and expenses: | | | | |
| Benefits and claims | 5,083,393 | 5,091,847 | 15,376,111 | 14,076,802 |
| Interest credited | 1,497,835 | 1,498,770 | 4,466,267 | 4,461,837 |
| Amortization of policy acquisition costs | 1,428,323 | 652,203 | 3,736,014 | 2,582,937 |
| Operating expenses | 1,788,813 | 2,213,285 | 6,563,369 | 6,635,810 |
| Total benefits and expense | 9,798,364 | 9,456,105 | 30,141,761 | 27,757,386 |
| Income before income tax expense | 2,667,488 | 2,836,891 | 7,237,289 | 7,350,147 |
| Income tax expense | 782,614 | 814,817 | 2,219,827 | 2,103,187 |
| Net income | \$ 1,884,874 | 2,022,074 | 5,017,462 | 5,246,960 |
| Basic income per share of common stock | \$ 0.30 | 0.32 | 0.79 | 0.83 |
| Diluted income per share of common stock | \$ 0.29 | 0.31 | 0.76 | 0.81 |
| Weighted average number of shares used in computing income per share | | | | |
| Basic | 6,323,737 | 6,339,837 | 6,323,792 | 6,338,426 |
| Diluted | 6,617,889 | 6,495,878 | 6,616,595 | 6,495,919 |
| Dividends paid per share | \$ 0.04 | 0.04 | 0.12 | 0.12 |

See accompanying notes to unaudited consolidated condensed financial statements.

COTTON STATES LIFE INSURANCE COMPANY

Unaudited Consolidated Condensed Statements of Cash Flows
 Nine months ended September 30, 2003 and 2002

| | Nine months ended September 30, | |
|-------------------------------------------------------------------------------------|------------------------------------|--------------|
| | 2003 | 2002 |
| Cash flows from operating activities: | | |
| Net income | \$ 5,017,462 | 5,246,960 |
| Adjustments to reconcile net income to net cash provided from operating activities: | | |
| Realized investment gains | (1,489,296) | (493,257) |
| Increase in policy liabilities and accruals | 10,299,016 | 11,713,106 |
| (Increase) in deferred policy acquisition costs | (4,537,507) | (5,079,168) |
| Increase in liability for income taxes | 758,766 | 678,188 |
| (Increase) in amounts receivable and amounts due from reinsurers | (595,682) | (138,404) |
| Increase (decrease) in amounts due affiliate | 419,879 | (338,121) |
| Other, net | 1,605,541 | 397,496 |
| Net cash provided from operating activities | 11,478,179 | 11,986,800 |
| Cash flows from investing activities: | | |
| Purchase of fixed maturities available for sale | (104,939,624) | (79,207,253) |
| Purchase of equity securities | (592,550) | (1,256,257) |
| Sale of fixed maturities held for investment | | 450,000 |
| Sale of fixed maturities available for sale | 55,613,923 | 56,277,521 |
| Sale of equity securities | 570,581 | 1,444,863 |
| Proceeds from maturities of fixed maturities held for investment | 3,700,000 | 2,000,000 |
| Proceeds from maturity and redemption of fixed maturities held for sale | 23,361,386 | 9,322,348 |
| Principal collected on first mortgage loans | 239,784 | 386,629 |
| Net increase in policy loans | (67,952) | (590,456) |
| Other, net | (15,850) | (84,265) |
| Net cash used in investing activities | (22,130,302) | (11,256,870) |
| Cash flows from financing activities: | | |
| Cash dividends paid | (764,980) | (764,980) |
| Purchase of treasury stock | (57,126) | (10,453) |
| Stock issued under executive compensation plans | | 65,232 |
| Net cash used by financing activities | (822,106) | (710,201) |
| Net (decrease) increase in cash and cash equivalents: | (11,474,229) | 19,729 |
| Cash and cash equivalents: | | |
| Beginning of period | 18,913,861 | 13,187,601 |
| End of period | \$ 7,439,632 | 13,207,330 |

See accompanying notes to unaudited consolidated condensed financial statements.

COTTON STATES LIFE INSURANCE COMPANY

Unaudited Consolidated Condensed Statements of Comprehensive Income
 Three Months and Nine Months ended September 30, 2003 and 2002

| | Three months ended September 30, | | Nine months ended September 30, | |
|--------------------------------------------------------------------------------|-------------------------------------|------------------|------------------------------------|------------------|
| | 2003 | 2002 | 2003 | 2002 |
| Net income | \$ 1,884,874 | 2,022,074 | 5,017,462 | 5,246,960 |
| Other comprehensive income (loss), before tax: | | | | |
| Change in fair value of securities available for sale | (1,688,169) | 4,678,011 | 2,528,990 | 4,707,457 |
| Reclassification adjustment for realized (gains) losses included in net income | (253,397) | (385,106) | (1,489,296) | (493,257) |
| Total other comprehensive income before tax | (1,941,566) | 4,292,905 | 1,039,694 | 4,214,200 |
| Income tax expense related to items of other comprehensive income | (687,894) | 1,589,258 | 325,734 | 1,593,358 |
| Other comprehensive income net of tax | (1,253,672) | 2,703,647 | 713,960 | 2,620,842 |
| Total comprehensive income | \$ 631,202 | 4,725,721 | 5,731,422 | 7,867,802 |

See accompanying notes to unaudited consolidated condensed financial statements.

Cotton States Life Insurance Company
Notes to Unaudited Consolidated Condensed Financial Statements
September 30, 2003

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 and nine months ended September 30, 2003 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, 2002.

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 for any interim period are not necessarily indicative of the results of operations that the Company may achieve for the entire year.

Note 2 Stock-Based Compensation

In accordance with APB Opinion No. 25, \$404,000 and \$229,000 in compensation expense was recorded in the nine months ended September 30, 2003 and 2002, respectively, for the various stock option and restricted stock awards granted. Had the Company determined compensation cost based on the fair value at the grant date for its stock options and restricted stock awards under SFAS No. 123, Accounting for Stock-Based Compensation, the Company's net income, basic net income per share, and diluted net income per share would have been reduced to the pro forma amounts indicated below:

| | Three months ended September 30, | |
|-------------------------------|-------------------------------------|-------------------|
| | 2003 | 2002 |
| Net income: | | |
| As reported | \$ 1,884,874 | 2,022,074 |
| | <u> </u> | <u> </u> |
| Pro forma | \$ 1,869,488 | 2,006,688 |
| | <u> </u> | <u> </u> |
| Basic net income per share: | | |
| As reported | \$ 0.30 | 0.32 |
| | <u> </u> | <u> </u> |
| Pro forma | \$ 0.30 | 0.32 |
| | <u> </u> | <u> </u> |
| Diluted net income per share: | | |
| As reported | \$ 0.29 | 0.31 |
| | <u> </u> | <u> </u> |
| Pro forma | \$ 0.28 | 0.31 |
| | <u> </u> | <u> </u> |

Notes to Unaudited Condensed Consolidated Financial Statements
(continued)

| | Nine months ended September 30, | |
|--------------------------------------|------------------------------------|-----------|
| | 2003 | 2002 |
| Net income: | | |
| As reported | \$ 5,017,462 | 5,246,960 |
| | \$ 5,017,462 | 5,246,960 |
| Pro forma | \$ 4,971,304 | 5,200,802 |
| | \$ 4,971,304 | 5,200,802 |
| Basic net income per share: | | |
| As reported | \$ 0.79 | 0.83 |
| | \$ 0.79 | 0.83 |
| Pro forma | \$ 0.79 | 0.82 |
| | \$ 0.79 | 0.82 |
| Diluted net income per share: | | |
| As reported | \$ 0.76 | 0.81 |
| | \$ 0.76 | 0.81 |
| Pro forma | \$ 0.75 | 0.80 |
| | \$ 0.75 | 0.80 |

The per share weighted-average fair value of stock options and restricted stock granted was estimated using an option pricing model with the following weighted-average assumptions: expected life of three years for restricted stock awarded in 2003 and 2002; expected dividend yield of 1.67% for 2003 and 2002 grants; risk-free interest rate of 3.5% for 2003 and 2002; and an expected volatility of 66% for 2003 grants and 2002 grants.

Note 3 Accounting Pronouncements

In December 2002, the Financial Accounting Standards Board issued SFAS No. 148 Accounting for Stock Based Compensation Transition and Disclosure, which is effective for financial statements issued after December 15, 2002. The adoption of SFAS No. 148 did not affect the Company's results of operations or financial position. The Company has complied with the disclosure requirements of SFAS No. 148 in these condensed consolidated financial statements.

In January 2003, the FASB issued FASB Interpretation No. 46 (FIN 46), Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51. FIN 46 requires certain variable interest entities to be consolidated by the primary beneficiary of the entity if the equity investors in the entity do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. FIN 46 is effective for all new variable interest entities created or acquired after January 31, 2003. For variable interest entities created or acquired prior to February 1, 2003, the provisions of FIN 46 must generally be applied for the first interim or annual period beginning after June 15, 2003. There is no impact on the Company's financial position or results of operations for 2003 under FIN 46. The Company also expects no impact in future periods under FIN 46.

Notes to Unaudited Condensed Consolidated Financial Statements
(continued)

Note 4 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.

The Company does not group items on the consolidated condensed balance sheet into segments, nor does it analyze those items by segment when making management decisions. Investment income is allocated to the individual life insurance and guaranteed and simplified issue life insurance segments based on their respective average future policy benefit reserves. Investment income for the brokerage operations segment is determined directly by each subsidiary's investment portfolio.

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

| | Three Months Ended September 30, (Dollars in thousands) | | Nine Months Ended September 30, (Dollars in thousands) | |
|--------------------------------------------------------|---------------------------------------------------------------|---------------|--------------------------------------------------------------|---------------|
| | 2003 | 2002 | 2003 | 2002 |
| Individual life insurance: | | | | |
| Premiums | \$ 5,130 | 4,941 | 15,190 | 14,512 |
| Investment income | 1,959 | 2,377 | 5,916 | 6,816 |
| Realized investment gains (losses) | 221 | 348 | 1,319 | 446 |
| Total revenue | \$ 7,310 | 7,666 | 22,425 | 21,774 |
| Net income | \$ 1,100 | 1,355 | 3,157 | 3,418 |
| Guaranteed and simplified issue life insurance: | | | | |
| Premiums | \$ 3,647 | 3,120 | 10,610 | 9,223 |
| Investment income | 263 | 261 | 759 | 711 |
| Realized investment gains (losses) | 32 | 37 | 170 | 47 |
| Total revenue | \$ 3,942 | 3,418 | 11,539 | 9,981 |
| Net income | \$ 61 | 51 | 87 | 177 |
| Brokerage: | | | | |
| Commission income | \$ 1,211 | 1,204 | 3,409 | 3,337 |
| Investment income | 3 | 5 | 6 | 15 |
| Total revenue | \$ 1,214 | 1,209 | 3,415 | 3,352 |
| Net income | \$ 724 | 616 | 1,773 | 1,652 |
| Total revenue | \$ 12,466 | 12,293 | 37,379 | 35,107 |

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| | | | | |
|------------------|----------|-------|-------|-------|
| Total net income | \$ 1,885 | 2,022 | 5,017 | 5,247 |
|------------------|----------|-------|-------|-------|

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Notes to Unaudited Condensed Consolidated Financial Statements
(continued)

Note 5 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 regarding \$900,000 in reinsurance coverage. A lawsuit was initiated by the Company in the third quarter 2001. To date, the Company has received \$475,000 and continues to seek additional recoveries against reinsurance brokers through already existing legal channels. The remaining amount outstanding is included in Amounts due from reinsurers on the consolidated condensed balance sheet.

Note 6 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.

Note 7 Treasury Stock

During the nine months ended September 30, 2003 the Company purchased 6,000 shares of its common stock, which is held in treasury. For the same period, the Company issued no shares of common stock out of treasury for its restricted stock performance award program.

There were no changes in the Company's capital structure for the nine months ended September 30, 2003.

Note 8 Subsequent Events

On November 10, 2003 the Cotton States Insurance Group (consisting of the Company, Cotton States Mutual Insurance Company, and Shield Insurance Company) announced that it had entered into a letter agreement outlining the terms of a potential transaction with COUNTRY Insurance & Financial Services (COUNTRY). Pursuant to the letter agreement, it is anticipated that COUNTRY will purchase all of the outstanding capital stock of the Company.

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, the earnings and profitability of the Company's activities, and the sufficiency of the Company's cash flows for liquidity purposes.

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 differ materially from the forward-looking statements made herein. The Company disclaims any obligation to update forward-looking information.

Results of Operations

| Premiums | Three Months Ended September 30, (Dollars in thousands) | | |
|------------------------------------------------|------------------------------------------------------------------------|--------------|--------------------------------|
| | 2003 | 2002 | Increase (Decrease) |
| Guaranteed and simplified issue life insurance | \$3,647 | 3,120 | 17% |
| Individual life insurance: | | | |
| Traditional life | 1,734 | 1,800 | (4%) |
| Universal life | 3,396 | 3,141 | 8% |
| Total individual life insurance | 5,130 | 4,941 | 4% |
| Total premiums | \$8,777 | 8,061 | 9% |

| Premiums | Nine months ended September 30, (Dollars in thousands) | | |
|------------------------------------------------|--------------------------------------------------------------|---------------|-----------|
| | 2003 | 2002 | Increase |
| Guaranteed and simplified issue life insurance | \$ 10,610 | 9,223 | 15% |
| Individual life insurance: | | | |
| Traditional life | 5,229 | 5,167 | 1% |
| Universal life | 9,961 | 9,345 | 7% |
| Total individual life insurance | 15,190 | 14,512 | 5% |
| Total premiums | \$25,800 | 23,735 | 9% |

Guaranteed and simplified issue life insurance premiums continued to show strong growth as a result of higher production by the independent agency force which had approximately 4,600 and 4,200 agents under contract at September 30, 2003 and 2002, respectively. 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 (www.cottonstatesinsurance.com).

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 products. The Company had 257 exclusive agents under contract at September 30, 2003.

The rate of increases in premium growth has slowed during 2003 which the Company believes to be caused by a weakened economy, unemployment rates and the resulting alternative uses of potential customers' resources.

Investment Income and Realized Gains and Losses

Investment income decreased 16% for the third quarter of fiscal year 2003 as compared to a 2% decrease in the third quarter of fiscal year 2002. For the first nine months of 2003, investment income decreased 11% compared to a 3% decrease for the same period of fiscal year 2002. This decrease was primarily a result of a decrease in the annualized average yield to 4.8% compared to 6.0% for the first nine months of 2002, which occurred as a result of continued pressure on lower interest rates.

During the first quarter of 2003 the Company realized a pre-tax investment loss of \$356,000 from the write-down of the carrying value of twelve equity securities. These write-downs were the result of the Company determining that an other-than-temporary impairment had occurred.

During the second quarter of 2002 the Company realized an investment loss of \$850,000 from a write-down of the carrying value on a Worldcom, Inc. debt security. This write-down was the result of the Company determining that an other-than-temporary impairment had occurred on the security. This debt security was subsequently disposed of in the third quarter of 2002 at an additional loss of \$41,000.

During the third quarter of 2002 the Company realized a pre-tax investment loss of \$120,000 from the write-down of the carrying value of Intel common stock. This write-down was the result of the Company determining that an other-than-temporary impairment had occurred.

The Company has procedures in place to monitor all debt and equity securities for possible other-than-temporary impairments. Securities are tracked comparing both unrealized losses as a percentage of original cost and length of time the security has been below a predetermined percentage of cost. Monthly discussions are held with Company's investment managers to gather information and documentation as to their outlook for future recovery of the securities making the Company's watch list. As of September 30, 2003 there were no debt or equity securities whose unrealized losses would be deemed to be other-than-temporary impairments.

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 growth with commissions increasing 2% for the first nine months of 2003 compared to the first nine months of 2002 and met management expectations for the quarter. This was attributable to an increase in override commissions from several property and casualty carriers writing various lines of business, partially offset by lower than expected overrides from one non-standard auto carrier. Brokerage commissions for the quarter were flat compared to the same period of 2002 due to lower than expected overrides from one non-standard auto carrier.

Benefits and Claims

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

| Benefits and Claims | Three Months Ended September 30, (Dollars in Thousands) | | | |
|----------------------------------|---------------------------------------------------------------|-----------------|---------------------------|-----------------|
| | 2003 | | 2002 | |
| | Benefits and Claims | % of Premium | Benefits and Claims | % of Premium |
| Guaranteed and simplified issue | \$2,841 | 78% | 2,421 | 78% |
| Individual life insurance | | | | |
| Traditional life | 1,326 | 76% | 1,298 | 72% |
| Universal life | 916 | 27% | 1,373 | 44% |
| Total individual life insurance | 2,242 | 44% | 2,671 | 54% |
| Total benefits and claims | \$5,083 | 58% | 5,092 | 63% |

| Benefits and Claims | Nine months ended September 30, (Dollars in Thousands) | | | |
|--------------------------------------------------------------|--------------------------------------------------------------|-----------------|------------------------|-----------------|
| | 2003 | | 2002 | |
| | Benefits and Claims | % of Premium | Benefits and Claims | % of Premium |
| Guaranteed and simplified issue Individual life insurance | \$ 8,486 | 80% | 7,012 | 76% |
| Traditional life | 3,803 | 73% | 3,571 | 69% |
| Universal life | 3,087 | 31% | 3,494 | 37% |
| Total individual life insurance | 6,890 | 45% | 7,065 | 49% |
| Total benefits and claims | \$ 15,376 | 60% | 14,077 | 59% |

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 policyholders. Guaranteed and simplified issue experience in 2003 was slightly higher than Company expectations but due to the Company's size fluctuations can and do occur in any particular quarter. Universal life experience in the quarter ended September 30, 2003 reflects better than expected results in the Company's payroll deduction product. Year-to-date claims as a percentage of premiums were flat compared to 2002. Overall benefits and claims were within management's expectation. The Company offsets the effects of annual mortality fluctuations by routinely purchasing annual aggregate stop loss reinsurance coverage in excess of 120% of expected mortality.

Interest Credited to Policyholders

Interest credited to universal life contracts was flat for both the first nine months of 2003 compared to 2002 and for the quarter ended September 30, 2003 as compared to the same quarter in 2002. The annual interest rate credited to universal life contract accumulations was 5.75% for the first two months of 2003. Effective March 1, 2003 the annual interest rate credited to policyholders was changed to 5.4%. The annual interest rate credited was 6.25% for the nine month period ended September 30, 2002.

Amortization of Policy Acquisition Costs and Operating Expenses

The amortization of policy acquisition costs as a percentage of premiums was 14% for the nine months ended September 30, 2003 compared to 11% for the same period of 2002. 2003 results are within the Company's expected range of 12-14%. Amortization for the first nine months of 2002 and for the quarter ended September 30, 2002 reflects better than expected mortality in the universal life line of business and a decrease in the annual interest rate credited to policyholders.

Operating expenses as a percentage of premiums were 20% for the third quarter of 2003 compared to 27% in the same period of 2002. For the nine months ended September 30, 2003 the percentage was 25% compared to 28% in the same period of 2002. Operating expenses in the third quarter of 2003 include reductions in certain management compensation programs. The Company's expectations for the fiscal year 2003 are between 28-31%.

Income Tax Expense

The effective tax rate for the first nine months of 2003 was 31% compared to 29% for the same period last year. The effective tax rate increased due to the effects of the estimated phase out of the small life company deduction. The effective rate reflects the Company's best estimate of the annual effective rate.

Net Income

| Net Income | Three Months Ended September 30, (Dollars in thousands) | | |
|---------------------------------|------------------------------------------------------------------------|-------------|--------------------------------|
| | 2003 | 2002 | Increase (Decrease) |
| Guaranteed and simplified issue | \$ 61 | 51 | 20% |
| Individual life insurance: | | | |
| Traditional | 269 | 412 | (35%) |
| Universal life | 831 | 943 | (12%) |
| Total individual life insurance | 1,100 | 1,355 | (19%) |
| Brokerage operations | 724 | 616 | 18% |
| Net Income | \$ 1,885 | 2,022 | (7%) |

| Net Income | Nine Months Ended September 30, (Dollars in thousands) | | |
|---------------------------------|-----------------------------------------------------------------------|-------------|--------------------------------|
| | 2003 | 2002 | Increase (Decrease) |
| Guaranteed and simplified issue | \$ 87 | 177 | (51%) |
| Individual life insurance: | | | |
| Traditional | 843 | 1,127 | (25%) |
| Universal life | 2,314 | 2,291 | 1% |
| Total individual life insurance | 3,157 | 3,418 | (8%) |
| Brokerage operations | 1,773 | 1,652 | 7% |
| Net Income | \$ 5,017 | 5,247 | (4%) |

Net income for the quarter and nine months decreased compared to the prior periods primarily due to lower than expected sales believed to be caused by a continued weakened economy, and slightly lower investment income due to continued uncertainty with interest rates. These were partially offset by positive contributions by the Company's subsidiaries and benefits and claim costs that, although slightly higher were within management's expectations.

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 assets 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.

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 nine months ended September 30, 2003 and 2002, the Company experienced emerged mortality of 99% and 90% of amounts 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.

Recent Accounting Pronouncements

In December 2002, the Financial Accounting Standards Board issued SFAS No. 148 Accounting for Stock Based Compensation Transition and Disclosure, which is effective for financial statements issued after December 15, 2002. The adoption of SFAS No. 148 did not affect the Company's results of operations or financial position. The Company has complied with the disclosure requirements of SFAS No. 148 in these condensed consolidated financial statements.

In January 2003, the FASB issued FASB Interpretation No. 46 (FIN 46), Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51. FIN 46 requires certain variable interest entities to be consolidated by the primary beneficiary of the entity if the equity investors in the entity do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. FIN 46 is effective for all new variable interest entities created or acquired after January 31, 2003. For variable interest entities created or acquired prior to February 1, 2003, the provisions of FIN 46 must generally be applied for the first interim or annual period beginning after June 15, 2003. There is no impact on the Company's financial position or results of operations for 2003 under FIN 46. The Company also expects no impact in future periods under FIN 46.

Liquidity and Capital Resources

Cash Flow

As of September 30, 2003 the Company's insurance operations generated positive cash flows in excess of its immediate needs. Cash flows provided by operations were \$11.5 million in the first nine months of 2003 compared to \$12.0 million for the comparable period last year.

Operating cash flow is primarily used to purchase debt securities. The Company received proceeds of \$27.1 million from investment maturities and repayments in 2003, adding to available cash flows. Such proceeds were \$11.3 million in 2002. 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 its assets and liabilities. Therefore, dispositions before maturity can vary significantly from year to year. Proceeds from sales prior to maturity were \$55.6 million in 2003, and \$56.3 million for the comparable period of 2002.

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 maximum amount of dividends that may be paid in 2003 by the Company to its shareholders without prior regulatory approval is approximately \$2.9 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 for the next 12 months.

Investments

Since December 31, 2002, 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 September 30, 2003 and 91% in December 31, 2002 are rated A or better by Standard & Poor's Corporation. For all fixed maturities, 11% in 2003 and 9% in 2002 are rated BBB. Ratings of BBB- and higher are considered investment grade by the rating services.

During the second quarter of 2002, the Company sold a security out of its held-to-maturity portfolio due to evidence of a significant deterioration in the issuer's credit worthiness. At the time of the sale the security had an amortized cost of \$499,768. The Company realized a loss of \$49,768 on the transaction.

Mortgage Loans

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

The geographic distribution of the loan portfolio is:

| Number of Loans | | | Book Value | |
|--------------------|-------------------|---------|------------------------|-------------------|
| September 30, 2003 | December 31, 2002 | State | (dollars in thousands) | |
| | | | September 30, 2003 | December 31, 2002 |
| 2 | 2 | Alabama | \$ 93 | 100 |
| 4 | 6 | Florida | 189 | 283 |
| 23 | 25 | Georgia | 799 | 937 |
| 29 | 33 | | \$1,081 | 1,320 |

Four loans representing \$134,000 in principal are over 30 days delinquent. The loan-to-value ratio on delinquent loans is 21%.

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 September 30, 2003 and 2002.

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 September 30, 2003 and September 30, 2002 had an effective duration of 4.7 years and 4.4 years, respectively.

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 September 30, 2003 | 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 Investment | Held for | \$ 3,512 | 100 bp decrease | 3,669 | N/A |
| | | | 100 bp increase | 3,359 | N/A |
| Fixed Maturities Sale | Available for | \$ 179,624 | 100 bp decrease | 187,635 | 9.2% |
| | | | 100 bp increase | 171,810 | (9.0)% |

ITEM 4. CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Chief Accounting Officer evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in SEC Rule 13a-15(e)) as of September 30, 2003. Based on that evaluation, such officers have concluded that the Company's disclosure controls and procedures are effective.

During the quarter ended September 30, 2003, there was no change in the Company's control over financial reporting (as defined in SEC Rule 13a-15(f)) that has materially affected, or is reasonably likely to materially affect the Company's internal control over financial reporting.

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 in reinsurance coverage. A lawsuit was initiated by the Company in the third quarter of 2001. To date, the Company has received \$475,000 and continues to seek additional recoveries against the reinsurance brokers through already existing legal channels. The remaining amount outstanding is included in Amounts due from reinsurers on the consolidated condensed balance sheet.

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

(a) Exhibit Index

| Exhibit No. | Description |
|-------------|----------------------------------------------------------------------|
| 11 | Statement re: Computation of Per Share Earnings |
| 15 | Letter Regarding Unaudited Interim Financial Information |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification by J. Ridley Howard |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification by William J. Barlow |
| 32 | Section 1350 Certification by J. Ridley Howard and William J. Barlow |

(b) Reports on Form 8-K

The Company furnished a report on Form 8-K on August 7, 2003 pursuant to Item 12 of Form 8-K, Disclosures of Results of Operations and Financial Condition as directed by the Securities and Exchange Commission in Release No. 23-47583.

The Company furnished a report on Form 8-K on November 10, 2003 pursuant to Item 5 of Form 8-K, Other Events and Required FD Disclosure as directed by the Securities and Exchange Commission.

The Company furnished a report on Form 8-K on November 12, 2003 pursuant to Item 12 of Form 8-K, Disclosures of Results of Operations and Financial Condition as directed by the Securities and Exchange Commission in Release No. 23-47583.

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: 11 / 12/ 03

/s/ J. Ridley Howard

J. Ridley Howard, Chairman
President and Chief Executive Officer

Date: 11 / 12/ 03

/s/ William J. Barlow

William J. Barlow
Vice President of Finance and Assistant Treasurer