

ANNUAL MEETING OF THE STOCKHOLDERS
Monday, May 4, 2015

The Annual Meeting of Stockholders of Life Insurance Company of Alabama convened at 11:00 a.m. Monday, May 4, 2015 in Daugeette Auditorium of the Life of Alabama Building, 302 Broad Street, Gadsden, Alabama, the date, time and place having been set by the Board of Directors at their meeting held February 9, 2015 President Clarence W Daugeette, III presided as Chairman.

The Chairman called the meeting to order promptly at 11.00. He welcomed everyone to the meeting and recognized guests.

The invocation was given by M. Lynn Lowe.

AFFIDAVIT REGARDING NOTICE OF MEETING:

The Chairman called on Senior Vice President and Secretary J Steven Keck for certification of the following affidavit:

I, J Steven Keck, Secretary of Life Insurance Company of Alabama, hereby certify that notice of the Annual Meeting and Proxy material were mailed on Wednesday, April 1, 2015, to all stockholders of record of both classes at the close of business on March 4, 2015.

REPORT OF PROXY COMMITTEE:

Angie Thomason, Chairman of the Proxy Committee, reported that 19,830 shares of Common Stock was represented in person and 59,762 shares of Common Stock was represented by written proxy for a total of 79,592 which is 91% of the total number Common Stock outstanding

The Chairman thereupon declared a quorum represented in person and by written proxy and the meeting duly qualified for the transaction of business

MINUTES:

The Chairman asked the pleasure of the Stockholders concerning reading of the minutes of the last meeting. M. Lynn Lowe, a holder of Common Stock of the Corporation moved the minutes not be read Upon second by J. Steven Keck, also a holder of Common Stock, the motion carried unanimously.

RESOLUTION HONORING WILLIAM CLARENCE (CHUCK) BRACEWELL, Jr.:

The Chairman presented for adoption the following memorial resolution (Item One) honoring former Vice President & Agency Director Chuck Bracewell. A framed copy of the Resolution was presented to his wife, Marilu Bracewell, by Chairman Clarence W. Daugeette, III.

REPORT OF OFFICERS:

President Clarence W. Daugette, III reported on several key factors from the 2014 financial statement, one of which was the sale of an asset that Life of Alabama has held for many years, which resulted in a capital gain of \$3,388,123. He also noted that the Company rating by A. M Best remained a B++ which is the result of the Company's financial strength, operating performance, asset quality and capitalization and claim paying ability.

Executive Vice President & Treasurer M. Lynn Lowe recognized John Inzer and Reid Leach, investment counselors with Sterne, Agee. Mr Lowe then reviewed the Company's investment portfolio which has an A1 rating.

Executive Vice President Raymond R. Renfrow, Jr reported on "Sales Performance Then and Now". His report included premium production for the past 25 years and the factors involved in those numbers. He also noted that the economy and the Cancer Update Program (which has come to an end) has had an effect on production being down. He recognized the home office management team and employee group for their outstanding performance in working with the agents.

Senior Vice President & Secretary J. Steven Keck reported on Home Office operations. He stated that the remodeling of the Cashier Department will benefit service to customers and agents. He then reported on the new Admin System that is being put in and how it will be a technological advance for the Company as well as provide a means by which agents and customers can communicate with the Company. He then introduced the officers and gave an overview of the department functions they manage.

ELECTION OF DIRECTORS:

The Chairman recognized J. Steven Keck, a holder of Common Stock of the Corporation, who nominated the following ten persons for election to the Board of Directors as shown on the Proxy:

Clarence W. Daugette, III	Thomas W Miller
Rosalie F. Renfrow Causey	Lucian Newman, MD
Herman Warren Cobb, Jr.	Anne D Renfrow
Alberta D. Lowe	Raymond R. Renfrow, Jr.
M. Lynn Lowe	Gerald R. Smith, Jr.

Thomas W Miller, also a holder of Common Stock of the Corporation seconded the nomination and moved the nomination be closed.

The proxies were voted by M. Lynn Lowe, Gerald R. Smith, Jr. and Clarence W. Daugette, III. The vote was as follows:

	FOR	AGAINST
Shares of Common Stock voting in person	19,830	-0-
Shares of Common Stock voting by Proxy	59,757	5
Total shares of Common Stock voted	79,587	5

The Chairman declared the same duly elected.

APPOINTMENT OF THOMAS, HOWELL, FERGUSON, PC:

Chairman Clarence W. Daugette, III nominated the firm of Thomas, Howell, Ferguson, PC, as shown in the Proxy, to conduct the NAIC required certified audit

Lucian Newman, MD seconded the nomination. The vote was as follows:

	FOR	AGAINST
Shares of Common Stock voting in person	19,775	55
Shares of Common Stock voting by Proxy	59,757	5
Total shares of Common Stock voted	79,532	60

The Chairman declared the same duly appointed

ACTIONS RATIFIED:

The Chairman recommended that all actions of the Stockholders, Board of Directors and Board Committees be ratified

J. Steven Keck moved in favor of the recommendation and upon second by Robert W Echols, Jr. the motion carried unanimously.

ANNOUNCEMENTS:

The Chairman announced that lunch would be served in the auditorium immediately following adjournment of the meeting and that following lunch open house would be observed.

The benediction and blessing was given by M Lynn Lowe.

ADJOURNMENT:

There being no further business and upon motion duly made and seconded, the meeting adjourned.



 J. Steven Keck, Secretary

RESOLUTION

*Adopted by the
Board of Directors
Life Insurance Company of Alabama
May 4, 2015
Honoring*

Clarence Weyman Bracewell, Jr.

Whereas, on December 24, 2014, our good friend and Vice President & Agency Director, Clarence W (Chuck) Bracewell, Jr died

Whereas, Chuck was a lifelong member of the Life of Alabama family who followed in the footsteps of his father, Weyman Bracewell, who served the Company both in the Home Office and Tennessee Kentucky Region for over 30 years

Whereas, Chuck was an esteemed and recognized leader both in the field and in the home office, who served as Life of Alabama's Agency Vice President and Assistant Agency Director for over 14 years and also served as both a valued agent and Assistant Regional Director for many years in the Tennessee Kentucky Region

Whereas, Chuck, as an agent, qualified for and attended Life of Alabama's Founder's Club numerous times

Whereas, Chuck was a tireless leader and a much respected mentor for Life of Alabama's sales force during his years as Director of Agents

Whereas, those of us here today and all others, both past and future, interested in Life Insurance Company of Alabama are indebted to Chuck for his many years of distinguished service and invaluable loyalty

Now therefore, be it resolved that we mourn the passing of our good friend and esteemed colleague, Clarence W (Chuck) Bracewell, who had our love and deep respect, and that we shall never forget him and his dedication to Life of Alabama, and

Be it further resolved that a copy of this Resolution be given to his wife, Marilu, son, Chase, and other members of his family, and that a copy of same shall also be made a permanent part of the records of Life Insurance Company of Alabama

Dated at Gadsden, Alabama, this the 4th day of May, 2015

J Steven Keck, Secretary

**QUARTERLY MEETING OF THE
BOARD OF DIRECTORS**

Monday, May 4, 2015

The 2015 first quarter meeting of the Board of Directors of Life Insurance Company of Alabama convened at 12:00pm, Monday, May 4, 2015 in the Rutledge Library, Life of Alabama building, 302 Broad Street, Gadsden, Alabama. The meeting was called to order by the Chairman, Clarence W. Daugette, III who presided over the meeting. The invocation was given by M Lynn Lowe.

ROLL CALL:

The Roll Call revealed that members of the Board were present as follows:

Rosalie Renfrow Causey	Thomas W. Miller
Herman Warren Cobb	Anne Daugette Renfrow
Clarence W Daugette, III	Raymond R Renfrow, Jr
M Lynn Lowe	Gerald Ray Smith, Jr.
Lucian Newman, MD	

Also Present: Director Emeritus, Robert W. Echols, Jr.

The Chairman declared a quorum present and the meeting duly qualified for the transaction of business.

MINUTES:

The Chairman asked the pleasure of the Board concerning the reading of the minutes from the previous meeting. Raymond R. Renfrow, Jr moved that the minutes not be read and upon second by M. Lynn Lowe the motion carried unanimously.

ELECTION OF OFFICERS:

The Chairman recommends the following slate of officers be approved.

Clarence W. Daugette, III, President/Chief Executive Officer
M. Lynn Lowe, Executive Vice President & Treasurer
Raymond R. Renfrow, Jr., Executive Vice President & Chief Marketing Director
J. Steve Keck, Senior Vice President & Secretary
Hoyt R. Casey, Vice President
Katrina Hulseley, Vice President
Jeff Casey, Vice President & Chief Technology Officer
Michael P. Causey, Vice President & Agency Director
Ken Lewis, Vice President & Marketing Director

Libby Belyeu, Assistant Vice President & Assistant Treasurer
Rosalie Renfrow Causey, Assistant Vice President, Assistant Secretary & Assistant Treasurer
Debbie Edmondson, Assistant Vice President

Gerald R. Smith, Jr. made a motion to approve the slate of Officers as read. The motion was seconded by Thomas W. Miller and carried unanimously by the board.

COMMITTEE REPORTS:

Agency Department:

Executive Vice President, Raymond R. Renfrow, Jr. reported that the First Quarter of 2015 is holding on schedule. And, Mariner's Club Convention to Ireland was set and ready for the May 22 departure.

Anne D. Renfrow made the motion to accept the Agency report. Upon a second from Thomas W. Miller, the motion carried unanimously.

Investment Committee:

Executive Vice President M. Lynn Lowe reviewed the Company's equity investment portfolio as of March 31, 2015 indicating that the market value of the portfolio was \$4,813,191. The market value of the bond portfolio was \$95,200,000 with an overall yield of 5.45%.

Mr. Lowe shared that the sale of Protective Life Corporation to Daichi-Life was complete. And, that all 80,000 shares owned by Life of Alabama had been liquidated. The final block of Protective Life stock was sold during the first quarter with 80% of the proceeds being reinvested in bonds.

Mr. Lowe moved in the form of a motion that the Board approve all the transactions taken by the Company regarding bonds and stock sold, redeemed or otherwise disposed of during the quarter as shown on Schedule D-Part 4 (Items One Attached) of the Quarterly Statement. The motion was seconded by Raymond R. Renfrow, Jr. and passed unanimously by the Board.

H. Warren Cobb made a motion to approve the Investment report. Upon a second from Thomas W. Miller, the motion carried unanimously.

Compensation Committee

Thomas W. Miller, Chairman of the Compensation Committee reported that they had met and approved in the form of a motion a bonus based on the results of the first quarter for all officers and employees. The total bonus in aggregate amounts to \$51,482. The motion was seconded by Anne D. Renfrow and carried unanimously.

Thomas W. Miller, Chairman of the Compensation Committee approved in the form of a motion a 3% salary increase for Officers. The motion was seconded by Lucian Newman, MD and passed unanimously by the board.

Audit Committee

Gerald R. Smith, Jr., Chairman of the Audit Committee reported that the committee had met recently and reviewed the outstanding items requiring corrective action previously identified by the internal and external auditors and the state examiners. Items that are still under review are:

- Dual Control for incoming checks
- Copyright for LICOA

ELECTION OF COMMITTEES:

The Chairman of the Board recommended that Rosalie Renfrow Causey be added to the Investment Committee. He further recommended that all other committees remain as they are now. Raymond R. Renfrow, Jr. made a motion to accept the recommendation of the Chairman. The motion was seconded by H. Warren Cobb and passed unanimously by the board.

FOURTH QUARTER REPORT:

Vice President, Katrina D. Hulse, CPA joined the meeting and reviewed highlights of the First Quarter 2015 Statement.

- Net Income for 4th Quarter 2014 - \$892,112

NEW BUSINESS:

The Executive Officers are looking into a Stock Buy Back plan. The idea is in the beginning stages of development, and the Board of Directors will be notified of any new developments.

J. Steve Keck, Senior Vice President & Secretary presented the Actuarial Report to the Board of Directors and has filed the report with the state Insurance Department.

There being no further business and upon motion duly made and seconded, the meeting adjourned.



J. Steve Keck, Secretary

LICOA 1st Quarter Equity 2015

equity securities \$4,813,191.00

			% of Port
Princeton Capital	\$1,467,000 00	core Large cap	30.48%
W.H. Reaves & Company	\$1,444,327 00	utility,energy,telecomm	30.01%
Equity Investment Corp	\$1,411,907.00	All Cap Value	29.33%
WCM Investment Management	\$489,957 00	International Developed	10.18%

****** The remaining PL shres were liquidated and proceeds of \$636,030 were put in bonds. \$150k stayed in equity portfolio.**

1st quarter performance -0.004%



Securities Sold/Redeemed 12/14-06/15

Cusip	Coupon	Orig Face	Book Price	Intent	Security Type	Description	Maturity	Settle Date
763682A43	4 00	\$1,000,000	99 34	AFS	Muni Non-Taxable	RICHLAND CNTY S C SCH DIST NO 002	5/1/2030	01/13/2015
97705LK97	4 50	\$2,000,000	102 50	AFS	Muni Non-Taxable	WISCONSIN ST	5/1/2031	01/13/2015
153821FH1	4 13	\$1,120,000	100 97	AFS	Muni Non-Taxable	CENTRAL LAKE CNTY ILL JT ACTION WTR AGY WTR REV	5/1/2031	01/31/2015
24487RBK7	3 50	\$805,000	100 00	AFS	Muni Non-Taxable	DEKALB CNTY NEWTON CNTY GWINNETT CNTY GA JT DEV AUTH	7/1/2026	02/06/2015
362460SM0	3 25	\$365,000	100 00	AFS	Muni Non-Taxable	GADSDEN ALA	8/1/2025	02/06/2015
041189UR0	3 25	\$500,000	99 66	AFS	Muni Non-Taxable	ARKANSAS TECH UNIV REV	5/1/2029	02/20/2015
041189VT5	3 25	\$500,000	100 00	AFS	Muni Non-Taxable	ARKANSAS TECH UNIV REV	5/1/2029	02/20/2015
170312BT8	3 60	\$185,000	102 16	AFS	Muni Non-Taxable	CHOCTAW CNTY ALA GAS TAX REV	12/1/2024	02/20/2015
403136GV0	3 38	\$115,000	100 00	AFS	Muni Non-Taxable	GUNTERSVILLE ALA	12/1/2028	02/20/2015
472705DB5	3 63	\$875,000	100 16	AFS	Muni Non-Taxable	JEFFERSON CNTY ARK HOSP REV	6/1/2020	02/20/2015
68407LFY0	3 25	\$485,000	100 00	AFS	Muni Non-Taxable	ORANGE BEACH ALA WTR SWR & FIRE PROTN AUTH REV	5/15/2027	02/20/2015
719618AS9	3 90	\$165,000	102 96	AFS	Muni Non-Taxable	PICKENS CNTY ALA PUB BLDG AUTH BLDG REV	5/1/2025	02/20/2015
091089KG6	4 38	\$100,000	102 02	AFS	Muni Non-Taxable	BIRMINGHAM ALA WTRWKS & SWR BRD WTR & SWR REV	1/1/2032	03/12/2015
091089KG6	4 38	\$225,000	101 09	AFS	Muni Non-Taxable	BIRMINGHAM ALA WTRWKS & SWR BRD WTR & SWR REV	1/1/2032	03/12/2015
091096FA0	4 75	\$535,000	107 08	AFS	Muni Non-Taxable	BIRMINGHAM ALA WTRWKS BRD WTR REV	1/1/2036	03/12/2015
091096FA0	4 75	\$570,000	107 08	AFS	Muni Non-Taxable	BIRMINGHAM ALA WTRWKS BRD WTR REV	1/1/2036	03/12/2015
091096HG5	4 75	\$170,000	109 30	AFS	Muni Non-Taxable	BIRMINGHAM ALA WTRWKS BRD WTR REV	1/1/2036	03/12/2015
212584CS3	4 88	\$200,000	103 94	AFS	Muni Non-Taxable	CONWAY ARK HEALTH FACTS BRD HOSP REV	8/1/2041	03/12/2015
34114CBE4	4 00	\$1,590,000	101 80	AFS	Muni Non-Taxable	FLORIDA ST BRD GOVERNORS FLA INTL UNIV DORM REV	7/1/2029	03/12/2015
612685DL8	4 10	\$460,000	100 00	AFS	Muni Non-Taxable	MONTEVALLO ALA AMERN VLG PUB EDL BLDG AUTH REV	12/1/2037	03/12/2015
613058CE4	4 75	\$500,000	101 71	AFS	Muni Non-Taxable	MONTGOMERY ALA MED CLINIC BRD HEALTH CARE FAC REV	3/1/2031	03/12/2015
083389AZ9	4 80	\$335,000	104 69	AFS	Muni Non-Taxable	BENTON WASH REGL PUB WTR AUTH ARK WTR REV	10/1/2038	03/31/2015
29368PAN9	4 00	\$870,000	105 22	AFS	Muni Non-Taxable	ENTERPRISE CA ELEM SCH DIST	8/1/2028	04/10/2015
952083GK3	4 63	\$500,000	104 26	AFS	Muni Non-Taxable	WEST CHICAGO IL PK DIST	12/1/2032	04/10/2015
190813NB7	4 00	\$2,000,000	100 00	AFS	Muni Non-Taxable	COBB CNTY GA KENNESTONE HOSP AUTH REV	4/1/2025	04/14/2015
821532MM7	4 25	\$640,000	99 99	AFS	Muni Non-Taxable	SHELBY CNTY ALA BRD ED	2/1/2028	04/14/2015
270416EX4	4 25	\$180,000	100 89	AFS	Muni Non-Taxable	EAST ALA HEALTH CARE AUTH HEALTH CARE FACS REV	9/1/2028	04/27/2015
359900W52	4 00	\$340,000	100 00	AFS	Muni Non-Taxable	FULTON CNTY GA DEV AUTH REV	9/1/2025	04/27/2015
340000AX6	4 00	\$1,000,000	105 70	AFS	Muni Non-Taxable	FLORENCE AL CITY BD ED	3/1/2025	5/1/2015
145339HW0	4 15	\$200,000	100 00	AFS	Muni Non-Taxable	CARROLLTON GA PAYROLL DEV AUTH REV	7/1/2027	05/11/2015
41422EDM2	5 00	\$1,500,000	105 99	AFS	Muni Non-Taxable	HARRIS CNTY TEX MET TRAN AUTH SALES & USE TAX	11/1/2036	05/15/2015
466642BE4	5 00	\$200,000	105 80	AFS	Muni Non-Taxable	JACKSON CNTY ALA HEALTH CARE AUTH HOSP TAX ANTIC & REV	2/1/2030	05/26/2015
91402JBV2	5 00	\$120,000	102 92	AFS	Muni Non-Taxable	UNIVERSITY ALA AT BIRMINGHAM HOSP REV	9/1/2036	05/26/2015
45818QAD1	6 75	\$550,000	131 47	AFS	Other Securities	IADB 6 750 07/15/27 MTN	7/15/2027	05/29/2015
537260DY4	5 96	\$1,000,000	114 54	AFS	Muni Taxable	LITTLE LAKE CALIF CITY SCH DIST	7/1/2026	06/02/2015
354496GH8	6 25	\$500,000	114 28	AFS	Muni Non-Taxable	FRANKLIN PARK ILL	7/1/2030	06/08/2015
359497GC2	5 45	\$690,000	106 44	AFS	Muni Non-Taxable	FRUITVALE CALIF SCH DIST	8/1/2033	06/08/2015
821532MH8	5 00	\$1,000,000	103 73	AFS	Muni Non-Taxable	SHELBY CNTY ALA BRD ED	2/1/2031	06/15/2015
969457BU3	3 70	\$1,000,000	90 95	AFS	Corporate	WILLIAMS COMPANIES INC	1/15/2023	06/26/2015
471250MM9	5 00	\$475,000	113 29	AFS	Muni Non-Taxable	JASPER ALA	3/1/2029	06/30/2015

New Securities 12/14-06/15

Cusip	Coupon	Orig Face	Book Price	Intent	Security Type	Description	Maturity	Settle Date
304071AA1	4 88	\$850,000	100 00	AFS	Corporate	FAIRFAX (US) INC	8/13/2024	12/29/2014
075896AB6	4 92	\$1,000,000	105 37	AFS	Corporate	BED BATH & BEYOND INC	8/1/2034	01/13/2015
101137AE7	7 00	\$1,000,000	135 47	AFS	Corporate	BOSTON SCIENTIFIC CORP	11/15/2035	01/21/2015
12612WAB0	6 70	\$700,000	115 62	AFS	Corporate	CON-WAY INC	5/1/2034	01/28/2015
949746RN3	5 88	\$1,000,000	104 50	AFS	Preferred Stock	WELLS FARGO & CO	1/23/2065	01/30/2015
304071AA1	4 88	\$150,000	102 54	AFS	Corporate	FAIRFAX (US) INC	8/13/2024	02/04/2015
25271CAL6	5 70	\$2,000,000	97 88	AFS	Corporate	DIAMOND OFFSHORE DRILLING INC	10/15/2039	02/06/2015
299808AE5	6 60	\$500,000	104 35	AFS	Corporate Floater	EVEREST REINSURANCE HOLDINGS INC	5/1/2067	02/24/2015
304071AA1	4 88	\$500,000	98 75	AFS	Corporate	FAIRFAX (US) INC	8/13/2024	02/24/2015
472319AE2	6 45	\$750,000	111 84	AFS	Corporate	JEFFERIES GROUP LLC	6/8/2027	02/24/2015
718154CF2	7 75	\$500,000	129 47	AFS	Corporate	ALTRIA GROUP INC	1/15/2027	03/16/2015
816300AD9	7 25	\$1,500,000	121 98	AFS	Corporate	SELECTIVE INSURANCE GROUP INC	11/15/2034	03/16/2015
81180WAM3	5 75	\$715,000	110 48	AFS	Corporate	SEAGATE HDD CAYMAN	12/1/2034	03/24/2015
959802AH2	6 20	\$1,000,000	104 25	AFS	Corporate	WESTERN UNION CO	11/17/2036	04/13/2015
35671DBJ3	5 40	\$2,000,000	94 61	AFS	Corporate	FREEMPORT-MCMORAN INC	11/14/2034	04/14/2015
299808AE5	6 60	\$500,000	104 00	AFS	Corporate	EVEREST REINSURANCE HOLDINGS INC	5/15/1937	04/24/2015
814120AC5	7 45	\$1,000,000	128 93	AFS	Corporate	SECURITY BENEFIT LIFE INSURANCE CO	10/1/2033	04/27/2015
744320AN2	5 20	\$1,000,000	104 34	AFS	Corporate Floater	PRUDENTIAL FINANCIAL INC	3/15/2044	05/12/2015
65486AAA1	7 50	\$555,000	116 46	AFS	Corporate	NLV FINANCIAL CORP	8/15/2033	05/21/2015
81014AAA9	6 13	\$2,000,000	109 52	AFS	Corporate	SCOTB 6 1/8 07/11/21	7/11/2021	06/02/2015
46322VAA3	8 50	\$1,000,000	119 20	AFS	Corporate	IRONHG 8 1/2 05/15/20	5/15/2020	06/08/2015
92345YAD8	4 00	\$500,000	99 63	AFS	Corporate	VRSK 4 06/15/25	6/15/2025	06/09/2015
052769AD8	4 38	\$1,000,000	99 99	AFS	Corporate	ADSK 4 3/8 06/15/25	6/15/2025	06/15/2015
919794AC1	4 55	\$300,000	101 37	AFS	Corporate	VLY 4 55 06/30/25	6/19/2025	06/23/2015
20453KAA3	3 88	\$1,500,000	95 45	AFS	Corporate	BCOMPS 3 7/8 04/10/25	4/10/2025	06/30/2015