

INTERNATIONAL BANCSHARES CORP
Form 10-Q
August 06, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2012

OR

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

For the transition period from to

Commission file number 000-09439

INTERNATIONAL BANCSHARES CORPORATION

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction of
incorporation or organization)

74-2157138
(I.R.S. Employer Identification No.)

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1200 San Bernardo Avenue, Laredo, Texas 78042-1359

(Address of principal executive offices)
(Zip Code)

(956) 722-7611

(Registrant's telephone number, including area code)

None

(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date

Class
Common Stock, \$1.00 par value

Shares Issued and Outstanding
67,229,006 shares outstanding at August 1, 2012

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES

Consolidated Statements of Condition (Unaudited)

(Dollars in Thousands)

	June 30, 2012	December 31, 2011
Assets		
Cash and due from banks	\$ 219,907	\$ 261,885
Investment securities:		
Held-to-maturity (Market value of \$2,425 on June 30, 2012 and \$2,450 on December 31, 2011)	2,425	2,450
Available-for-sale (Amortized cost of \$5,077,867 on June 30, 2012 and \$5,082,095 on December 31, 2011)	5,208,603	5,213,915
Total investment securities	5,211,028	5,216,365
Loans	4,878,322	5,053,475
Less allowance for probable loan losses	(70,378)	(84,192)
Net loans	4,807,944	4,969,283
Bank premises and equipment, net	454,433	453,050
Accrued interest receivable	31,290	32,002
Other investments	337,411	351,209
Identified intangible assets, net	10,001	12,190
Goodwill, net	282,532	282,532
Other assets	201,450	161,133
Total assets	\$ 11,555,996	\$ 11,739,649

INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES

Consolidated Statements of Condition, continued (Unaudited)

(Dollars in Thousands)

	June 30, 2012	December 31, 2011
Liabilities and Shareholders Equity		
Liabilities:		
Deposits:		
Demand non-interest bearing	\$ 2,035,263	\$ 1,927,018
Savings and interest bearing demand	2,704,865	2,707,693
Time	3,419,495	3,311,381
Total deposits	8,159,623	7,946,092
Securities sold under repurchase agreements	1,329,998	1,348,629
Other borrowed funds	142,095	494,161
Junior subordinated deferrable interest debentures	190,726	190,726
Other liabilities	97,373	159,876
Total liabilities	9,919,815	10,139,484
Commitments, Contingent Liabilities and Other Tax Matters (Note 10)		
Shareholders equity:		
Series A Cumulative perpetual preferred shares, \$.01 par value, \$1,000 per share liquidation value. Authorized 25,000,000 shares; issued 216,000 shares on June 30, 2012, net of discount of \$4,154, and issued 216,000 shares on December 31, 2011, net of discount of \$5,452	211,846	210,548
Common shares of \$1.00 par value. Authorized 275,000,000 shares; issued 95,722,817 shares on June 30, 2012 and 95,719,652 shares on December 31, 2011	95,723	95,720
Surplus	163,050	162,767
Retained earnings	1,339,053	1,302,964
Accumulated other comprehensive income (including \$(7,498) and \$(6,889) of comprehensive loss related to other-than-temporary impairment for non-credit related issues)	84,273	84,959
	1,893,945	1,856,958
Less cost of shares in treasury, 28,494,286 shares on June 30, 2012 and 28,441,714 December 31, 2011	(257,764)	(256,793)
Total shareholders equity	1,636,181	1,600,165
Total liabilities and shareholders equity	\$ 11,555,996	\$ 11,739,649

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See accompanying notes to consolidated financial statements.

INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES

Consolidated Statements of Income (Unaudited)

(Dollars in Thousands, except per share data)

	Three Months Ended		Six Months Ended	
	2012	June 30, 2011	2012	June 30, 2011
Interest income:				
Loans, including fees	\$ 67,413	\$ 74,574	\$ 135,736	\$ 149,254
Investment securities:				
Taxable	23,228	29,208	47,740	59,463
Tax-exempt	2,849	2,386	5,710	4,514
Other interest income	193	1,676	279	1,751
Total interest income	93,683	107,844	189,465	214,982
Interest expense:				
Savings deposits	1,479	2,232	3,102	4,494
Time deposits	6,255	8,145	12,740	16,915
Securities sold under repurchase agreements	10,267	10,613	20,569	21,199
Other borrowings	138	445	346	1,095
Junior subordinated interest deferrable debentures	1,901	2,998	3,948	6,035
Total interest expense	20,040	24,433	40,705	49,738
Net interest income	73,643	83,411	148,760	165,244
Provision (credit) for probable loan losses	6,107	(1,917)	11,392	2,163
Net interest income after provision (credit) for probable loan losses	67,536	85,328	137,368	163,081
Non-interest income:				
Service charges on deposit accounts	23,100	23,918	45,853	48,700
Other service charges, commissions and fees				
Banking	9,424	14,412	19,488	27,438
Non-banking	1,682	1,177	2,933	2,669
Gain on investment securities transactions, net	1,420	1,445	2,592	2,861
Other investments, net	2,647	4,220	7,781	9,576
Other income	2,546	2,692	5,349	4,986
Total non-interest income	40,819	47,864	83,996	96,230

INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES

Consolidated Statements of Income, continued (Unaudited)

(Dollars in Thousands, except per share data)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2012	2011	2012	2011
Non-interest expense:				
Employee compensation and benefits	\$ 30,210	\$ 32,620	\$ 59,611	\$ 64,655
Occupancy	8,107	9,015	16,841	17,616
Depreciation of bank premises and equipment	6,790	7,931	13,717	16,258
Professional fees	4,171	3,689	7,541	7,575
Deposit insurance assessments	1,490	2,592	3,057	5,049
Net expense, other real estate owned	1,385	8,150	2,566	9,264
Amortization of identified intangible assets	1,163	1,323	2,300	2,626
Advertising	1,970	1,840	3,797	3,627
Impairment charges (Total other-than-temporary impairment losses, \$(301), net of \$(523), \$(254), net of \$(420), \$1,349, net of \$941, and \$1,055, net of \$640, included in other comprehensive income)	222	166	408	415
Other	16,583	16,616	30,396	32,322
Total non-interest expense	72,091	83,942	140,234	159,407
Income before income taxes	36,264	49,250	81,130	99,904
Provision for income taxes	11,714	16,626	24,893	33,759
Net income	24,550	32,624	56,237	66,145
Preferred stock dividends	3,355	3,315	6,698	6,620
Net income available to common shareholders	\$ 21,195	\$ 29,309	\$ 49,539	\$ 59,525
Basic earnings per common share:				
Weighted average number of shares outstanding:	67,244,005	67,628,223	67,257,456	67,664,567
Net income	\$.32	\$.43	\$.74	\$.88
Fully diluted earnings per common share:				
Weighted average number of shares outstanding:	67,323,912	67,689,784	67,339,550	67,734,494
Net income	\$.31	\$.43	\$.74	\$.88

See accompanying notes to consolidated financial statements.

INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income (Unaudited)

(Dollars in Thousands)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2012	2011	2012	2011
Net income	\$ 24,550	\$ 32,624	\$ 56,237	\$ 66,145
Other comprehensive income, net of tax				
Net unrealized holding gains on securities available for sale arising during period (tax effects of \$4,354, \$29,866, \$395 and \$31,877)	8,086	55,465	734	59,201
Reclassification adjustment for gains on securities available for sale included in net income (tax effects of \$(497), \$(505), \$(907) and \$(1,001))	(923)	(940)	(1,685)	(1,860)
Reclassification adjustment for impairment charges on available for sale securities included in net income (tax effects of \$78, \$58, \$143 and \$145)	144	108	265	270
	7,307	54,633	(686)	57,611
Comprehensive income	\$ 31,857	\$ 87,257	\$ 55,551	\$ 123,756

See accompanying notes to consolidated financial statements.

INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES

Consolidated Statements of Cash Flows (Unaudited)

(Dollars in Thousands)

	Six Months Ended June 30,	
	2012	2011
Operating activities:		
Net income	\$ 56,237	\$ 66,145
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for probable loan losses	11,392	2,163
Specific reserve, other real estate owned	741	7,710
Accretion of time deposit discounts		(7)
Depreciation of bank premises and equipment	13,717	16,258
Gain on sale of bank premises and equipment	(319)	(332)
Gain on sale of other real estate owned	(395)	(254)
Accretion of investment securities discounts	(1,521)	(870)
Amortization of investment securities premiums	13,339	10,223
Investment securities transactions, net	(2,592)	(2,861)
Impairment charges on available-for-sale investment securities	408	415
Amortization of junior subordinated debenture discounts		9
Amortization of identified intangible assets	2,300	2,626
Stock based compensation expense	253	195
Earnings from affiliates and other investments	(7,348)	(8,980)
Deferred tax expense (benefit)	2,869	(2,283)
Decrease in accrued interest receivable	712	1,691
Net (increase) decrease in other assets	(123)	34,476
Net increase in other liabilities	5,138	2,942
Net cash provided by operating activities	94,808	129,266
Investing activities:		
Proceeds from maturities of held-to-maturity securities	1,100	500
Proceeds from sales and calls of available for sale securities	72,383	774,856
Purchases of available for sale securities	(792,642)	(1,331,496)
Principal collected on mortgage-backed securities	643,667	497,445
Net decrease in loans	94,229	62,252
Purchases of other investments	(1,860)	(2,173)
Distributions received on other investments	23,006	13,556
Purchases of bank premises and equipment	(17,282)	(9,018)
Proceeds from sales of other real estate owned	15,066	7,341
Proceeds from sale of bank premises and equipment	2,501	1,109
Net cash provided by investing activities	40,168	14,372

INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES

Consolidated Statements of Cash Flows, continued (Unaudited)

(Dollars in Thousands)

	Six Months Ended June 30,	
	2012	2011
Financing activities:		
Net increase in non-interest bearing demand deposits	\$ 108,245	\$ 107,280
Net (decrease) increase in savings and interest bearing demand deposits	(2,828)	149,421
Net increase (decrease) in time deposits	108,114	(69,367)
Net decrease in securities sold under repurchase agreements	(18,631)	(9,681)
Net decrease in other borrowed funds	(352,066)	(270,879)
Repayment of long-term debt		(5,200)
Purchase of treasury stock	(971)	(2,951)
Proceeds from stock transactions	33	110
Payments of dividends on common stock	(13,450)	(12,863)
Payments of dividends on preferred stock	(5,400)	(5,400)
Net cash used in financing activities	(176,954)	(119,530)
(Decrease) increase in cash and cash equivalents	(41,978)	24,108
Cash and cash equivalents at beginning of period	261,885	197,814
Cash and cash equivalents at end of period	\$ 219,907	\$ 221,922
Supplemental cash flow information:		
Interest paid	42,268	52,494
Income taxes paid	14,719	42,773
Non-cash investing and financing activities:		
Accrued dividends, preferred shares	1,350	1,350
Net transfer from loans to other real estate owned	57,605	42,383
Purchases of available-for-sale securities not yet settled	2,427	
Accrued partial redemption of trust preferred securities, IB Capital Trust I		5,200

See accompanying notes to consolidated financial statements.

INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements

(Unaudited)

Note 1 - Basis of Presentation

The accounting and reporting policies of International Bancshares Corporation (Corporation) and Subsidiaries (the Corporation and Subsidiaries collectively referred to herein as the Company) conform to accounting principles generally accepted in the United States of America and to general practices within the banking industry. The consolidated financial statements include the accounts of the Corporation and its wholly-owned subsidiaries, International Bank of Commerce, Laredo (IBC), Commerce Bank, International Bank of Commerce, Zapata, International Bank of Commerce, Brownsville and the Corporation s wholly-owned non-bank subsidiaries, IBC Subsidiary Corporation, IBC Life Insurance Company, IBC Trading Company, IBC Capital Corporation and Premier Tierra Holdings, Inc. All significant inter-company balances and transactions have been eliminated in consolidation. The consolidated financial statements are unaudited, but include all adjustments, which, in the opinion of management, are necessary for a fair presentation of the results of the periods presented. All such adjustments were of a normal and recurring nature. It is suggested that these financial statements be read in conjunction with the financial statements and the notes thereto in the Company s latest Annual Report on Form 10-K. The consolidated statement of condition at December 31, 2011 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. Certain reclassifications have been made to make prior periods comparable.

The Company operates as one segment. The operating information used by the Company s chief executive officer for purposes of assessing performance and making operating decisions about the Company is the consolidated statements presented in this report. The Company has four active operating subsidiaries, namely, the bank subsidiaries, otherwise known as International Bank of Commerce, Laredo, Commerce Bank, International Bank of Commerce, Zapata and International Bank of Commerce, Brownsville.

The Company has evaluated all events or transactions that occurred through the date the Company issued these financial statements. During this period, the Company did not have any material recognizable or non-recognizable subsequent events.

Note 2 Fair Value Measurements

ASC Topic 820, Fair Value Measurements and Disclosures (ASC 820) defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. ASC 820 applies to all financial instruments that are being measured and reported on a fair value basis. ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; it also establishes a fair value hierarchy that prioritizes the inputs used in valuation methodologies into the following three levels:

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- Level 1 Inputs Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 Inputs Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 Inputs Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or other valuation techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy is set forth below.

The following table represents assets and liabilities reported on the consolidated balance sheets at their fair value on a recurring basis as of June 30, 2012 by level within the fair value measurement hierarchy:

Fair Value Measurements at Reporting Date Using
(in thousands)

	Assets/Liabilities Measured at Fair Value June 30, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<i>Measured on a recurring basis:</i>				
Assets:				
Available for sale securities				
Residential mortgage-backed securities	\$ 4,953,594	\$	\$ 4,917,718	\$ 35,876
States and political subdivisions	233,899		233,899	
Other	21,110	21,110		
Total	\$ 5,208,603	\$ 21,110	\$ 5,151,617	\$ 35,876

The following table represents assets and liabilities reported on the consolidated balance sheets at their fair value on a recurring basis as of December 31, 2011 by level within the fair value measurement hierarchy:

Fair Value Measurements at Reporting Date Using
(in thousands)

	Assets/Liabilities Measured at Fair Value December 31, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<i>Measured on a recurring basis:</i>				
Assets:				
Available for sale securities				
Residential mortgage-backed securities	\$ 4,969,263	\$	\$ 4,929,658	\$ 39,605
States and political subdivisions	224,761		224,761	
Other	19,891	19,891		
Total	\$ 5,213,915	\$ 19,891	\$ 5,154,419	\$ 39,605

Investment securities available-for-sale are classified within level 2 and level 3 of the valuation hierarchy, with the exception of certain equity investments that are classified within level 1. For investments classified as level 2 in the fair value hierarchy, the Company obtains fair value measurements for investment securities from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions, among other things. Investment securities classified as level 3 are non-agency mortgage-backed securities. The non-agency mortgage-backed securities held by the Company are traded in inactive markets and markets that have experienced significant decreases in volume and level of activity, as evidenced by few recent transactions, a significant decline or absence of new issuances, price quotations that are not based on comparable securities transactions and wide bid-ask spreads among other factors. As a result of the inability to use quoted market prices to determine fair value for these securities, the Company determined that fair value, as determined by level 3 inputs in the fair value hierarchy, is more appropriate for financial reporting and more consistent with the expected performance of the investments. For the investments classified within level 3 of the fair value hierarchy, the Company used a discounted cash flow model to determine fair value. Inputs in the model included both historical performance and expected future performance based on information currently available.

Assumptions used in the discounted cash flow model for the quarter and six months ended June 30, 2012, were applied separately to those portions of the bond where the underlying residential mortgage loans had been performing under original contract terms for at least the prior 24 months and those where the underlying residential mortgages had not been meeting the original contractual obligation for the same period. Unobservable inputs included in the model are estimates on future principal prepayment rates, and default and loss severity rates. For that portion of the bond where the underlying residential mortgage had been meeting the original contract terms for at least 24 months, the Company used the following estimates in the model: (i) a voluntary prepayment rate of 7%, (ii) a 1% default rate, (iii) a loss severity rate of 25%, and (iv) a discount rate of 13%. The assumptions used in the model for the rest of the bond included the following estimates: (i) a voluntary prepayment rate of 2%, (ii) a default rate of 9%, (iii) a loss severity rate that starts at 60% for the first year then declines by 5% for the following five years and remains at 25% thereafter, and (iv) a discount rate of 13%. The estimates used in the model to determine fair value are based on observable historical data of the underlying collateral. The model anticipates that the housing market will gradually improve and that the underlying collateral will eventually all perform in accordance with the original contract terms on the bond. Should the number of loans in the underlying collateral that default and go into foreclosure or the severity of the losses in the underlying collateral significantly change, the results of the model would be impacted. The Company will continue to evaluate the actual historical performance of the underlying collateral and will modify the assumptions used in the model as necessary. As actual historical information has become more widely available to investors, the Company determined that this approach to the model was appropriate and therefore, modified the model that had been used in prior periods. The change did not significantly impact the results of the model.

Assumptions used in the model for the year ended December 31, 2011, included estimates on future principal prepayment rates, default and loss severity rates. The Company estimates that future principal prepayment rates will range from 4% to 5% and used a 13% discount rate. Default rates used in the model were 10% to 11% for the first year and 7% thereafter, and loss severity rates started at 60% for the first year and are decreased by 10% for the following three years, then remain at 20% thereafter.

The following table presents a reconciliation of activity for such mortgage-backed securities on a net basis (dollars in thousands):

Balance at December 31, 2011	\$	39,605
Principal paydowns		(2,380)
Total unrealized losses included in:		
Other comprehensive income		(941)
Impairment realized in earnings		(408)
Balance at June 30, 2012	\$	35,876

Certain assets and liabilities are measured at fair value on a nonrecurring basis. They are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment).

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The following table represents assets measured at fair value on a non-recurring basis as of and for the period ended June 30, 2012 by level within the fair value measurement hierarchy:

	Fair Value Measurements at Reporting Date Using (in thousands)				
	Assets/Liabilities Measured at Fair Value Six months ended June 30, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	(Credit) Provision During Period
<i>Measured on a non-recurring basis:</i>					
Assets:					
Impaired loans	\$ 12,709	\$	\$	\$ 12,709	\$ (527)
Other real estate owned	13,407			10,924	668

The following table represents assets measured at fair value on a non-recurring basis as of and for the year ended December 31, 2011 by level within the fair value measurement hierarchy:

	Fair Value Measurements at Reporting Date Using (in thousands)				
	Assets/Liabilities Measured at Fair Value Year ended December 31, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Provision During Period
<i>Measured on a non-recurring basis:</i>					
Assets:					
Impaired loans	\$ 81,723	\$	\$	\$ 81,723	\$ 15,457
Other real estate owned	34,631			34,631	9,509

The Company's assets measured at fair value on a non-recurring basis are limited to impaired loans and other real estate owned. Impaired loans are classified within level 3 of the valuation hierarchy. The fair value of impaired loans is derived in accordance with FASB ASC 310,

Receivables. The fair value of impaired loans is based on the fair value of the collateral, as determined through an external appraisal process, discounted based on internal criteria. Impaired loans are primarily comprised of collateral-dependent commercial loans. Impaired loans are remeasured and reported at fair value

through a specific valuation allowance allocation of the allowance for probable loan losses based upon the fair value of the underlying collateral.

Other real estate owned is comprised of real estate acquired by foreclosure and deeds in lieu of foreclosure. Other real estate owned is carried at the lower of the recorded investment in the property or its fair value less estimated costs to sell such property (as determined by independent appraisal) within level 3 of the fair value hierarchy. Prior to foreclosure, the value of the underlying loan is written down to the fair value of the real estate to be acquired by a charge to the allowance for probable loan losses, if necessary. The fair value is reviewed periodically and subsequent write downs are made accordingly through a charge to operations. Other real estate owned is included in other assets on the consolidated financial statements. For the six months ended June 30, 2012 and the twelve months ended December 31, 2011, the Company recorded \$16,775,000 and \$1,100,000 in charges to the allowance for probable loan losses in connection with loans transferred to other real estate owned. For the six months ended June 30, 2012 and twelve months ended December 31, 2011, the Company recorded \$668,000 and \$9,509,000 in write downs in fair value in connection with other real estate owned.

The fair value estimates, methods, and assumptions for the Company's financial instruments at June 30, 2012 and December 31, 2011 are outlined below.

Cash and Due From Banks and Federal Funds Sold

For these short-term instruments, the carrying amount is a reasonable estimate of fair value.

Time Deposits with Banks

The carrying amounts of time deposits with banks approximate fair value.

Investment Securities Held-to-Maturity

The carrying amounts of investments held-to-maturity approximate fair value.

Investment Securities

For investment securities, which include U.S. Treasury securities, obligations of other U.S. government agencies, obligations of states and political subdivisions and mortgage pass through and related securities, fair values are from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions, among other things. See disclosures of fair value of investment securities in Note 6.

Loans

Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as commercial, real estate and consumer loans as outlined by regulatory reporting guidelines. Each category is segmented into fixed and variable interest rate terms and by performing and non-performing categories.

For variable rate performing loans, the carrying amount approximates the fair value. For fixed rate performing loans, excluding impaired loans and residential mortgage loans, the fair value is calculated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect the credit and interest rate risk inherent in the loan. For performing residential mortgage loans, fair value is estimated by discounting contractual cash flows adjusted for prepayment estimates using discount rates based on secondary market sources or the primary origination market. Fixed rate performing loans are within Level 2 of the fair value hierarchy. At June 30, 2012, and December 31, 2011, the carrying amount of fixed rate performing loans was \$1,203,071,000 and \$1,273,989,000 respectively, and the estimated fair value was \$1,137,384,000 and \$1,200,837,000, respectively.

Accrued Interest

The carrying amounts of accrued interest approximate fair value.

Deposits

The fair value of deposits with no stated maturity, such as non-interest bearing demand deposit accounts, savings accounts and interest bearing demand deposit accounts, was equal to the amount payable on demand as of June 30, 2012 and December 31, 2011. The fair value of time deposits is based on the discounted value of contractual cash flows. The discount rate is based on currently offered rates. Time deposits are within Level 2 of the fair value hierarchy. At June 30, 2012 and December 31, 2011, the carrying amount of time deposits was \$3,419,495,000 and \$3,311,381,000, respectively, and the estimated fair value was \$3,430,336,000 and \$3,323,680,000, respectively.

Securities Sold Under Repurchase Agreements

Securities sold under repurchase agreements include both short and long-term maturities. Due to the contractual terms of the short-term instruments, the carrying amounts approximated fair value at June 30, 2012 and December 31, 2011. The fair value of the long-term instruments is based on established market spreads using option adjusted spreads methodology. Long-term repurchase agreements are within level 2 of the fair value hierarchy. At June 30, 2012 and December 31, 2011, the carrying amount of long-term repurchase agreements was \$1,000,000,000 and the estimated fair value was \$1,166,668,000 and \$1,161,849,000, respectively.

Junior Subordinated Deferrable Interest Debentures

The Company currently has fixed and floating rate junior subordinated deferrable interest debentures outstanding. Due to the contractual terms of the floating rate junior subordinated deferrable interest debentures, the carrying amounts approximated fair value at June 30, 2012 and December 31, 2011. The fair value of the fixed rate junior subordinated deferrable interest debentures is based on established market spreads to similar debt instruments with similar characteristics to the debentures. The fixed rate junior subordinated deferrable interest debentures are within level 2 of the fair value hierarchy. At June 30, 2012 and December 31, 2011, the carrying amount of fixed rate junior subordinated deferrable interest debentures was \$20,619,000 and \$87,630,000, respectively, and the estimated fair value was \$11,340,000 and \$43,403,000, respectively.

Other Borrowed Funds

The company currently has short and long-term borrowings issued from the Federal Home Loan Bank (FHLB). Due to the contractual terms of the short-term borrowings, the carrying amounts approximated fair value at June 30, 2012 and December 31, 2011. The fair value of the long-term borrowings is based on established market spreads for similar types of borrowings. The long-term borrowings are included in Level 2 of the fair value hierarchy. At June 30, 2012 and December 31, 2011, the carrying amount of the long-term FHLB borrowings was \$6,595,000, and \$6,661,000, respectively, and the estimated fair value was \$7,142,000 and \$6,998,000, respectively.

Commitments to Extend Credit and Letters of Credit

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Commitments to extend credit and fund letters of credit are principally at current interest rates, and, therefore, the carrying amount approximates fair value.

Limitations

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

Fair value estimates are based on existing on-and off-statement of condition financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered

financial instruments. Other significant assets and liabilities that are not considered financial assets or liabilities include the bank premises and equipment and core deposit value. In addition, the tax ramifications related to the effect of fair value estimates have not been considered in the above estimates.

Note 3 Loans

A summary of loans, by loan type at June 30, 2012 and December 31, 2011 is as follows:

	June 30, 2012		December 31, 2011
	(Dollars in Thousands)		
Commercial, financial and agricultural	\$ 2,533,270	\$	2,560,102
Real estate mortgage	842,312		895,870
Real estate construction	1,210,491		1,273,389
Consumer	83,199		94,109
Foreign	209,050		230,005
Total loans	\$ 4,878,322	\$	5,053,475

Note 4 - Allowance for Probable Loan Losses

The allowance for probable loan losses primarily consists of the aggregate loan loss allowances of the bank subsidiaries. The allowances are established through charges to operations in the form of provisions for probable loan losses. Loan losses or recoveries are charged or credited directly to the allowances. The allowance for probable loan losses of each bank subsidiary is maintained at a level considered appropriate by management, based on estimated probable losses in the loan portfolio. The allowance for probable loan losses is derived from the following elements: (i) allowances established on specific loans, which are based on a review of the individual characteristics of each loan, including the customer's ability to repay the loan, the underlying collateral values, and the industry in which the customer operates, (ii) allowances based on actual historical loss experience for similar types of loans in the Company's loan portfolio, and (iii) allowances based on general economic conditions, changes in the mix of loans, company resources, border risk and credit quality indicators, among other things. All segments of the loan portfolio continue to be impacted by the prolonged economic downturn. Loans secured by real estate could be impacted negatively by the continued economic environment and resulting decrease in collateral values. Consumer loans may be impacted by continued and prolonged unemployment rates.

The Company's management continually reviews the allowance for loan losses of the bank subsidiaries using the amounts determined from the allowances established on specific loans, the allowance established on quantitative historical loss percentages, and the allowance based on qualitative data to establish an appropriate amount to maintain in the Company's allowance for loan losses. Should any of the factors considered by management in evaluating the adequacy of the allowance for probable loan losses change, the Company's estimate of probable loan losses could also change, which could affect the level of future provisions for probable loan losses. While the calculation of the allowance for probable loan losses utilizes management's best judgment and all information available, the adequacy of the allowance is dependent on a variety of factors beyond the Company's control, including, among other things, the performance of the entire loan portfolio, the economy, changes in interest rates and the view of regulatory authorities towards loan classifications.

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The specific loan loss provision is determined using the following methods. On a weekly basis, loan past due reports are reviewed by the servicing loan officer to determine if a loan has any potential problems and if a loan should be placed on the Company's internal classified report. Additionally, the Company's credit department reviews the majority of the Company's loans regardless of whether they are past due and segregates any loans with potential problems for further review. The credit department will discuss the potential problem loans with the servicing loan officers to determine any relevant issues that were not discovered in the evaluation. Also, an analysis of loans that is provided through examinations by regulatory authorities is considered in the review process. After the above analysis is completed, the Company will determine if a loan should be placed on an internal classified report because of issues related to the analysis of the credit, credit documents, collateral and/or payment history.

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A summary of the transactions in the allowance for probable loan losses by loan class is as follows:

	Quarter ended June 30, 2012							Foreign		Total
	Domestic							Foreign		
	Commercial	Commercial real estate: other construction & land development	Commercial real estate: farmland & commercial	Commercial real estate: multifamily	Residential: first lien	Residential: junior lien	Consumer	Foreign		
	(Dollars in Thousands)									
Balance at March 31,	\$ 24,577	\$ 19,766	\$ 21,810	\$ 849	\$ 4,379	\$ 4,505	\$ 1,602	\$ 1,293	\$ 78,781	
Losses charge to allowance	(3,064)	(7,500)	(4,482)		(30)	(399)	(189)	(5)	(15,669)	
Recoveries credited to allowance	758	207	100		1	61	32		1,159	
Net losses charged to allowance	(2,306)	(7,293)	(4,382)		(29)	(338)	(157)	(5)	(14,510)	
(Credit) provision charged to operations	2,417	769	3,123	(46)	(363)	243	31	(67)	6,107	
Balance at June 30,	\$ 24,688	\$ 13,242	\$ 20,551	\$ 803	\$ 3,987	\$ 4,410	\$ 1,476	\$ 1,221	\$ 70,378	

	Quarter ended June 30, 2011							Foreign		Total
	Domestic							Foreign		
	Commercial	Commercial real estate: other construction & land development	Commercial real estate: farmland & commercial	Commercial real estate: multifamily	Residential: first lien	Residential: junior lien	Consumer	Foreign		
	(Dollars in Thousands)									
Balance at March 31,	\$ 21,793	\$ 31,471	\$ 18,562	\$ 231	\$ 4,441	\$ 4,273	\$ 4,058	\$ 568	\$ 85,397	
Losses charge to allowance	(3,865)	(277)	(645)		(638)	(331)	(261)	(4)	(6,021)	
Recoveries credited to allowance	771	71	60		2	67	50	1	1,022	
Net losses charged to allowance	(3,094)	(206)	(585)		(636)	(264)	(211)	(3)	(4,999)	
(Credit) provision charged to operations	1,928	(11,189)	3,351	623	2,305	1,524	(1,469)	1,010	(1,917)	
Balance at June 30,	\$ 20,627	\$ 20,076	\$ 21,328	\$ 854	\$ 6,110	\$ 5,533	\$ 2,378	\$ 1,575	\$ 78,481	

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	Six Months Ended June 30, 2012							Foreign	
	Domestic							Foreign	Total
	Commercial	Commercial real estate: other construction & land development	Commercial real estate: farmland & commercial	Commercial real estate: multifamily	Residential: first lien	Residential: junior lien	Consumer		
	(Dollars in Thousands)								
Balance at December 31,	\$ 26,617	\$ 19,940	\$ 24,227	\$ 1,003	\$ 4,562	\$ 4,760	\$ 1,724	\$ 1,359	\$ 84,192
Losses charge to allowance	(6,488)	(7,571)	(12,476)		(66)	(711)	(436)	(5)	(27,753)
Recoveries credited to allowance	2,002	212	131		3	106	93		2,547
Net losses charged to allowance	(4,486)	(7,359)	(12,345)		(63)	(605)	(343)	(5)	(25,206)
(Credit) provision charged to operations	2,557	661	8,669	(200)	(512)	255	95	(133)	11,392
Balance at June 30,	\$ 24,688	\$ 13,242	\$ 20,551	\$ 803	\$ 3,987	\$ 4,410	\$ 1,476	\$ 1,221	\$ 70,378

	Six Months Ended June 30, 2011							Foreign	
	Domestic							Foreign	Total
	Commercial	Commercial real estate: other construction & land development	Commercial real estate: farmland & commercial	Commercial real estate: multifamily	Residential: first lien	Residential: junior lien	Consumer		
	(Dollars in Thousands)								
Balance at December 31,	\$ 22,046	\$ 26,695	\$ 16,340	\$ 53	\$ 10,059	\$ 2,611	\$ 6,241	\$ 437	\$ 84,482
Losses charge to allowance	(6,819)	(1,218)	(645)		(659)	(566)	(570)	(13)	(10,490)
Recoveries credited to allowance	1,671	74	194		4	264	118	1	2,326
Net losses charged to allowance	(5,148)	(1,144)	(451)		(655)	(302)	(452)	(12)	(8,164)
(Credit) provision charged to operations	3,729	(5,475)	5,439	801	(3,294)	3,224	(3,411)	1,150	2,163
Balance at June 30,	\$ 20,627	\$ 20,076	\$ 21,328	\$ 854	\$ 6,110	\$ 5,533	\$ 2,378	\$ 1,575	\$ 78,481

The allowance for probable loan losses is a reserve established through a provision for probable loan losses charged to expense, which represents management's best estimate of probable loan losses when evaluating loans (i) individually or (ii) collectively.

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The table below provides additional information on the balance of loans individually or collectively evaluated for impairment and their related allowance, by loan class as of June 30, 2012 and December 31, 2011:

	June 30, 2012			
	Loans individually evaluated for impairment		Loans collectively evaluated for impairment	
	(Dollars in Thousands)			
	Recorded Investment	Allowance	Recorded Investment	Allowance
Domestic				
Commercial	\$ 28,053	\$ 15,098	\$ 780,188	\$ 9,590
Commercial real estate: other construction & land development	25,716	568	1,184,775	12,674
Commercial real estate: farmland & commercial	18,328	2,942	1,604,725	17,609
Commercial real estate: multifamily	382		101,594	803
Residential: first lien	2,752	23	459,751	3,964
Residential: junior lien	1,910		377,899	4,410
Consumer	1,079		82,120	1,476
Foreign	45		209,005	1,221
Total	\$ 78,265	\$ 18,631	\$ 4,800,057	\$ 51,747

	December 31, 2011			
	Loans individually evaluated for impairment		Loans collectively evaluated for impairment	
	(Dollars in Thousands)			
	Recorded Investment	Allowance	Recorded Investment	Allowance
Domestic				
Commercial	\$ 27,603	\$ 14,402	\$ 746,213	\$ 12,215
Commercial real estate: other construction & land development	60,428	3,073	1,212,961	16,867
Commercial real estate: farmland & commercial	42,231	9,754	1,622,456	14,473
Commercial real estate: multifamily	411		121,188	1,003
Residential: first lien	2,290	23	493,432	4,539
Residential: junior lien	1,962		398,186	4,760
Consumer	1,334		92,775	1,724
Foreign	46		229,959	1,359
Total	\$ 136,305	\$ 27,252	\$ 4,917,170	\$ 56,940

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The table below provides additional information on loans accounted for on a non-accrual basis by loan class at June 30, 2012 and December 31, 2011:

	June 30, 2012	December 31, 2011
	(Dollars in Thousands)	
Domestic		
Commercial	\$ 27,187	\$ 26,819
Commercial real estate: other construction & land development	25,716	54,336
Commercial real estate: farmland & commercial	16,065	34,910
Commercial real estate: multifamily	382	411
Residential: first lien	1,728	1,848
Residential: junior lien	214	135
Consumer	66	46
Foreign		
Total non-accrual loans	\$ 71,358	\$ 118,505

Impaired loans are those loans where it is probable that all amounts due according to contractual terms of the loan agreement will not be collected. The Company has identified these loans through its normal loan review procedures. Impaired loans are measured based on (1) the present value of expected future cash flows discounted at the loan's effective interest rate; (2) the loan's observable market price; or (3) the fair value of the collateral if the loan is collateral dependent. Substantially all of the Company's impaired loans are measured at the fair value of the collateral. In limited cases the Company may use other methods to determine the level of impairment of a loan if such loan is not collateral dependent.

The following tables detail key information regarding the Company's impaired loans by loan class at June 30, 2012 and December 31, 2011:

	June 30, 2012			Quarter to Date		Year to Date	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Recognized	Recorded Investment	Interest Recognized
	(Dollars in Thousands)						
Loans with Related Allowance							
Domestic							
Commercial	\$ 24,256	\$ 24,256	\$ 15,098	\$ 24,271	\$	\$ 24,417	\$ 10
Commercial real estate: other construction & land development	3,671	3,671	568	27,377		33,384	
Commercial real estate: farmland & commercial	8,817	11,954	2,942	12,553	23	13,539	46
Residential: first lien	201	201	23	202		203	
Total impaired loans with related allowance	\$ 36,945	\$ 40,082	\$ 18,631	\$ 64,403	\$ 23	\$ 71,543	\$ 56

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	June 30, 2012				Year to Date	
	Recorded Investment	Unpaid Principal Balance	Average Recorded Investment	Interest Recognized	Average Recorded Investment	Interest Recognized
(Dollars in Thousands)						
Loans with No Related Allowance						
Domestic						
Commercial	\$ 3,797	\$ 3,908	\$ 3,798	\$ 1	\$ 3,808	\$ 1
Commercial real estate: other construction & land development	22,045	22,110	29,816	41	31,627	99
Commercial real estate: farmland & commercial	9,511	9,854	11,545		11,996	8
Commercial real estate: multifamily	382	382	387		394	
Residential: first lien	2,551	2,588	2,681	11	2,596	16
Residential: junior lien	1,910	1,987	2,113	27	2,119	54
Consumer	1,080	1,081	1,178		1,323	
Foreign	45	45	45	1	45	1
Total impaired loans with no related allowance	\$ 41,321	\$ 41,955	\$ 51,563	\$ 81	\$ 53,908	\$ 179

	December 31, 2011			Year to Date	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Recognized
(Dollars in Thousands)					
Loans with Related Allowance					
Domestic					
Commercial	\$ 24,108	\$ 24,108	\$ 14,402	\$ 24,145	\$ 41
Commercial real estate: other construction & land development	34,417	34,432	3,073	34,709	
Commercial real estate: farmland & commercial	28,636	28,671	9,754	28,883	817
Residential: first lien	208	208	23	214	
Total impaired loans with related allowance	\$ 87,369	\$ 87,419	\$ 27,252	\$ 87,951	\$ 858

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	December 31, 2011		Year to Date	
	Recorded Investment	Unpaid Principal Balance	Average Recorded Investment	Interest Recognized
(Dollars in Thousands)				
Loans with No Related Allowance				
Domestic				
Commercial	\$ 3,495	\$ 3,932	\$ 3,942	\$ 20
Commercial real estate: other construction & land development	26,011	26,112	27,722	128
Commercial real estate: farmland & commercial	13,595	15,394	16,271	102
Commercial real estate: multifamily	411	411	439	
Residential: first lien	2,082	2,220	2,230	27
Residential: junior lien	1,962	1,970	1,980	118
Consumer	1,334	1,338	1,729	
Foreign	46	46	46	4
Total impaired loans with no related allowance	\$ 48,936	\$ 51,423	\$ 54,359	\$ 399

The following tables detail key information regarding the Company's average recorded investment in impaired loans and interest recognized on impaired loans by loan class at June 30, 2011:

	June 30, 2011		Year to Date	
	Average Recorded Investment	Interest Recognized	Average Recorded Investment	Interest Recognized
(Dollars in thousands)				
Loans with Related Allowance				
Domestic				
Commercial	\$ 22,944	\$ 10	\$ 22,948	\$ 20
Commercial real estate: other construction & land development	27,815	140	32,873	328
Commercial real estate: farmland & commercial	22,267	207	22,231	413
Residential: first lien	519		1,338	
Total impaired loans with related allowance	\$ 73,545	\$ 357	\$ 79,390	\$ 761

	June 30, 2011			
	Quarter to Date		Year to Date	
	Average Recorded Investment	Interest Recognized	Average Recorded Investment	Interest Recognized
	(Dollars in Thousands)			
Loans with No Related Allowance				
Domestic				
Commercial	\$ 439	\$ 4	\$ 458	\$ 9
Commercial real estate: other construction & land development	24,637	24	28,473	56
Commercial real estate: farmland & commercial	5,501		4,783	
Commercial real estate: multifamily	445		454	
Residential: first lien	1,944	3	2,000	3
Residential: junior lien	1,531	48	1,535	48
Consumer	1,228		1,372	
Foreign	2		3	
Total impaired loans with no related allowance	\$ 35,727	\$ 79	\$ 39,078	\$ 116

The level of impaired loans is reflective of the economic weakness that has been created by the financial crisis and the subsequent economic downturn. Management's decision to place a loan in this category does not mean that losses will occur. In the current environment, troubled loan management can be protracted because of legal and process problems that delay the collection of an otherwise collectible loan. From time to time, the bank subsidiaries foreclose on property by transferring title of the property used as collateral for a loan as a means of paying off the debt when all other means of repayment are extinguished. For the six months ended June 30, 2012, the level of impaired other construction and land development loans and commercial real estate and farmland loans was significantly impacted primarily by the transfer of loans to other assets through the foreclosure process when compared to balances at December 31, 2011. Management is confident the Company's loss exposure regarding these credits will be significantly reduced due to the Company's long-standing practices that emphasize secured lending with strong collateral positions and guarantor support. Management is likewise confident the reserve for probable loan losses is adequate. The Company has no direct exposure to sub-prime loans in its loan portfolio, but the sub-prime crisis has affected the credit markets on a national level, and as a result, the Company has experienced an increasing amount of impaired loans; however, management's decision to place loans in this category does not necessarily mean that the Company will experience significant losses from these loans or significant increases in impaired loans from these levels.

Management of the Company recognizes the risks associated with these impaired loans. Additionally, management believes that the collateral related to these impaired loans and/or the secondary support from guarantors mitigates the potential for losses from impaired loans. It is also important to note that even though the economic conditions in Texas and Oklahoma are weakened, we believe these markets are improving and better positioned to recover than many other areas of the country. Loans accounted for as troubled debt restructuring, which are included in impaired loans, were not significant.

The bank subsidiaries charge off that portion of any loan which management considers to represent a loss as well as that portion of any other loan which is classified as a loss by bank examiners. Commercial and industrial or real estate loans are generally considered by management to represent a loss, in whole or part, when an exposure beyond any collateral coverage is apparent and when no further collection of the loss portion is anticipated based on the borrower's financial condition and general economic conditions in the borrower's industry. Generally,

unsecured consumer loans are charged-off when 90 days past due.

While management of the Company considers that it is generally able to identify borrowers with financial problems reasonably early and to monitor credit extended to such borrowers carefully, there is no precise method of predicting loan losses. The determination that a loan is likely to be uncollectible and that it should be wholly or partially charged-off as a loss is an exercise of judgment. Similarly, the determination of the adequacy of the allowance for probable loan losses can be made only on a subjective basis. It is the judgment of the Company's management that the allowance for probable loan losses at June 30, 2012 was adequate to absorb probable losses from loans in the portfolio at that date.

The following table presents information regarding the aging of past due loans by loan class at June 30, 2012 and December 31, 2011:

	30 Days	59 Days	60 Days	89 Days	90 Days or Greater	June 30, 2012 90 Days or greater & still accruing	Total Past due	Current	Total Portfolio					
(Dollars in Thousands)														
Domestic														
Commercial	\$	4,739	\$	1,364	\$	5,511	\$	350	\$	11,614	\$	796,627	\$	808,241
Commercial real estate: other construction & land development		8,933		41		24,901		1,032		33,875		1,176,616		1,210,491
Commercial real estate: farmland & commercial		3,687		1,350		6,371		935		11,408		1,611,645		1,623,053
Commercial real estate: multifamily		186				382		568				101,408		101,976
Residential: first lien		4,930		2,216		11,445		10,117		18,591		443,912		462,503
Residential: junior lien		680		211		419		273		1,310		378,499		379,809
Consumer		1,288		504		985		919		2,777		80,422		83,199
Foreign		1,989		241		54		54		2,284		206,766		209,050
Total past due loans	\$	26,432	\$	5,927	\$	50,068	\$	13,680	\$	82,427	\$	4,795,895	\$	4,878,322

	December 31, 2011													
	30 59 Days		60 89 Days		90 Days or Greater		December 31, 2011 90 Days or greater & still accruing		Total Past due		Current		Total Portfolio	
Domestic														
Commercial	\$	5,180	\$	1,369	\$	1,842	\$	1,490	\$	8,391	\$	765,425	\$	773,816
Commercial real estate: other construction & land development		23,426		4,360		49,887		979		77,673		1,195,716		1,273,389
Commercial real estate: farmland & commercial		9,467		10,269		7,879		1,231		27,615		1,637,072		1,664,687
Commercial real estate: multifamily		450				411				861		120,738		121,599
Residential: first lien		6,207		2,757		10,295		9,382		19,259		476,463		495,722
Residential: junior lien		1,433		378		368		320		2,179		397,969		400,148
Consumer		1,643		408		912		866		2,963		91,146		94,109
Foreign		666		53		20		20		739		229,266		230,005
Total past due loans	\$	48,472	\$	19,594	\$	71,614	\$	14,288	\$	139,680	\$	4,913,795	\$	5,053,475

The Company's internal classified report is segregated into the following categories: (i) Special Review Credits, (ii) Watch List - Pass Credits, or (iii) Watch List - Substandard Credits. The loans placed in the Special Review Credits category reflect the Company's opinion that the loans reflect potential weakness which require monitoring on a more frequent basis. The Special Review Credits are reviewed and discussed on a regular basis with the credit department and the lending staff to determine if a change in category is warranted. The loans placed in the Watch List - Pass Credits category reflect the Company's opinion that the credit contains weaknesses which represent a greater degree of risk, which warrant extra attention. The Watch List - Pass Credits are reviewed and discussed on a regular basis with the credit department and the lending staff to determine if a change in category is warranted. The loans placed in the Watch List - Substandard Credits classification are considered to be potentially inadequately protected by the current sound worth and debt service capacity of the borrower or of any pledged collateral. These credit obligations, even if apparently protected by collateral value, have shown defined weaknesses related to adverse financial, managerial, economic, market or political conditions which may jeopardize repayment of principal and interest. Furthermore, there is the possibility that some future loss could be sustained by the Company if such weaknesses are not corrected. For loans that are classified as impaired, management evaluates these credits under Statement of Financial Accounting Standards No. 114, Accounting by Creditors for Impairment of a Loan, now included as part of ASC 310-10, Receivables, criteria and, if deemed necessary, a specific reserve is allocated to the credit. The specific reserve allocated under ASC 310-10, is based on (i) the present value of expected future cash flows discounted at the loan's effective interest rate; (ii) the loan's observable market price; or (iii) the fair value of the collateral if the loan is collateral dependent. Substantially all of the Company's loans evaluated as impaired under ASC 310-10 are measured using the fair value of collateral method. In limited cases, the Company may use other methods to determine the specific reserve of a loan under ASC 310-10 if such loan is not collateral dependent.

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The allowance based on historical loss experience on the Company's remaining loan portfolio, which includes the Special Review Credits, Watch List - Pass Credits, and Watch List - Substandard Credits is determined by segregating the remaining loan portfolio into certain categories such as commercial loans, installment loans, international loans, loan concentrations and overdrafts. Installment loans are then further segregated by number of days past due. A historical loss percentage, adjusted for (i) management's evaluation of changes in lending policies and procedures, (ii) current economic conditions in the market area served by the Company, (iii) other risk factors, (iv) the effectiveness of the internal loan review function, (v) changes in loan portfolios, and (vi) the composition and concentration of credit volume is applied to each category. Each category is then added together to determine the allowance allocated under ASC 450-20.

A summary of the loan portfolio by credit quality indicator by loan class at June 30, 2012 and December 31, 2011 is as follows:

	Pass	Special Review	June 30, 2012 Watch List - Pass (Dollars in Thousands)	Watch List - Substandard	Watch List - Impaired
Domestic					
Commercial	\$ 691,662	\$ 5,460	\$ 5,522	\$ 77,544	\$ 28,053
Commercial real estate: other construction & land development	1,131,653	14,641	5,411	33,070	25,716
Commercial real estate: farmland & commercial	1,453,930	84,131	44,381	22,283	18,328
Commercial real estate: multifamily	101,538			56	382
Residential: first lien	452,856	366	33	6,496	2,752
Residential: junior lien	376,000	79	320	1,500	1,910
Consumer	82,083		37		1,079
Foreign	208,960		45		45
Total	\$ 4,498,682	\$ 104,677	\$ 55,749	\$ 140,949	\$ 78,265

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	Pass	Special Review	December 31, 2011 Watch List - Pass (Dollars in Thousands)	Watch List - Substandard	Watch List - Impaired
Domestic					
Commercial	\$ 655,154	\$ 5,279	\$ 6,361	\$ 79,419	\$ 27,603
Commercial real estate: other construction & land development	1,058,843	76,722	11,083	66,313	60,428
Commercial real estate: farmland & commercial	1,449,822	83,581	40,510	48,543	42,231
Commercial real estate: multifamily	121,188				411
Residential: first lien	490,924	132	974	1,402	2,290
Residential: junior lien	397,861		319	6	1,962
Consumer	92,714		41	20	1,334
Foreign	229,898		61		46
Total	\$ 4,496,404	\$ 165,714	\$ 59,349	\$ 195,703	\$ 136,305

Note 5 Stock Options

On April 5, 2012, the Board of Directors adopted the 2012 International Bancshares Corporation Stock Option Plan (the 2012 Plan), subject to shareholder approval of the 2012 Plan. The Company's shareholders approved the 2012 Plan on May 21, 2012. There are 800,000 shares available for stock option grants under the 2012 Plan. The 2005 International Bancshares Corporation Stock Option Plan (the 2005 Plan) was terminated for the purpose of future stock option grants upon adoption of the 2012 Plan. Under the 2012 Plan, both qualified incentive stock options (ISOs) and non-qualified stock options (NQSOs) may be granted. Options granted may be exercisable for a period of up to 10 years from the date of grant, excluding ISOs granted to 10% shareholders, which may be exercisable for a period of up to only five years. As of June 30, 2012, 800,000 shares were available for future grants under the 2012 Plan.

A summary of option activity under the stock option plans for the six months ended June 30, 2012 is as follows:

	Number of options	Weighted average exercise price	Weighted average remaining contractual term (years)	Aggregate intrinsic value (\$) (Dollars in Thousands)
Options outstanding at December 31, 2011	844,721	\$ 19.08		
Plus: Options granted				
Less:				
Options exercised	3,165	10.40		
Options expired				
Options forfeited	36,551	21.43		
Options outstanding at June 30, 2012	805,005	19.01	4.08	2,825
Options fully vested and exercisable at June 30, 2012	396,672	23.82	2.11	526

Stock-based compensation expense included in the consolidated statements of income for the three and six months ended June 30, 2012 was approximately \$122,000 and \$253,000, respectively. Stock-based compensation expense included in the consolidated statements of income for

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the three and six months ended June 30, 2011 was approximately \$93,000 and \$195,000, respectively. As of June 30, 2012, there was approximately \$1,060,000 of total unrecognized stock-based compensation cost related to non-vested options granted under the Company plans that will be recognized over a weighted

average period of 1.8 years.

Note 6 - Investment Securities

The Company classifies debt and equity securities into one of three categories: held-to maturity, available-for-sale, or trading. Such securities are reassessed for appropriate classification at each reporting date. Securities classified as held-to-maturity are carried at amortized cost for financial statement reporting, while securities classified as available-for-sale and trading are carried at their fair value. Unrealized holding gains and losses are included in net income for those securities classified as trading, while unrealized holding gains and losses related to those securities classified as available-for-sale are excluded from net income and reported net of tax as other comprehensive income (loss) and accumulated other comprehensive income (loss) until realized, or in the case of losses, when deemed other than temporary.

The amortized cost and estimated fair value by type of investment security at June 30, 2012 are as follows:

	Amortized cost	Gross unrealized gains	Held to Maturity Gross unrealized losses (Dollars in Thousands)	Estimated fair value	Carrying value
Other securities	\$ 2,425	\$	\$	\$ 2,425	\$ 2,425
Total investment securities	\$ 2,425	\$	\$	\$ 2,425	\$ 2,425

	Amortized cost	Gross unrealized gains	Available for Sale Gross unrealized losses (Dollars in Thousands)	Estimated fair value	Carrying value (1)
Residential mortgage-backed securities	\$ 4,841,592	\$ 126,267	\$ (14,265)	\$ 4,953,594	\$ 4,953,594
Obligations of states and political subdivisions	216,700	18,563	(1,364)	233,899	233,899
Equity securities	19,575	1,560	(25)	21,110	21,110
Total investment securities	\$ 5,077,867	\$ 146,390	\$ (15,654)	\$ 5,208,603	\$ 5,208,603

(1) Included in the carrying value of residential mortgage-backed securities are \$2,654,113 of mortgage-backed securities issued by Ginnie Mae, \$2,263,605 of mortgage-backed securities issued by Fannie Mae and Freddie Mac and \$35,876 issued by non-government entities

The amortized cost and estimated fair value by type of investment security at December 31, 2011 are as follows:

	Amortized cost	Gross unrealized gains	Held to Maturity Gross unrealized losses (Dollars in Thousands)	Estimated fair value	Carrying value
Other securities	\$ 2,450	\$	\$	\$ 2,450	\$ 2,450

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Total investment securities \$ 2,450 \$ \$ \$ 2,450 \$ 2,450

	Amortized cost	Gross unrealized gains	Available for Sale Gross unrealized losses (Dollars in Thousands)	Estimated fair value	Carrying value (1)
Residential mortgage-backed securities	\$ 4,851,747	\$ 128,196	\$ (10,680)	\$ 4,969,263	\$ 4,969,263
Obligations of states and political subdivisions	211,523	14,449	(1,211)	224,761	224,761
Equity securities	18,825	1,115	(49)	19,891	19,891
Total investment securities	\$ 5,082,095	\$ 143,760	\$ (11,940)	\$ 5,213,915	\$ 5,213,915

(1) Included in the carrying value of residential mortgage-backed securities are \$3,008,935 of mortgage-backed securities issued by Ginnie Mae, \$1,920,723 of mortgage-backed securities issued by Fannie Mae and Freddie Mac and \$39,605 issued by non-government entities

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The amortized cost and estimated fair value of investment securities at June 30, 2012, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to prepay obligations with or without prepayment penalties.

	Held to Maturity		Available for Sale	
	Amortized Cost	Estimated fair value	Amortized Cost	Estimated fair value
	(Dollars in Thousands)			
Due in one year or less	\$ 25	\$ 25	\$	\$
Due after one year through five years	2,400	2,400		
Due after five years through ten years			1,422	1,518
Due after ten years			215,278	232,381
Residential mortgage-backed securities			4,841,592	4,953,594
Equity securities			19,575	21,110
Total investment securities	\$ 2,425	\$ 2,425	\$ 5,077,867	\$ 5,208,603

Residential mortgage-backed securities are securities issued by Freddie Mac, Fannie Mae, Ginnie Mae or non-government entities. Investments in residential mortgage-backed securities issued by Ginnie Mae are fully guaranteed by the U.S. Government. Investments in mortgage-backed securities issued by Freddie Mac and Fannie Mae are not fully guaranteed by the U.S. Government, however, the Company believes that the quality of the bonds is similar to other AAA rated bonds with limited credit risk, particularly given the placement of Fannie Mae and Freddie Mac into conservatorship by the federal government in early September 2008.

The amortized cost and fair value of available for sale investment securities pledged to qualify for fiduciary powers, to secure public monies as required by law, repurchase agreements and short-term fixed borrowings was \$2,653,307,000 and \$2,742,643,000 at June 30, 2012.

Proceeds from the sale of securities available-for-sale were \$55,052,000 and \$72,383,000 for the three and six months ended June 30, 2012, which included \$31,515,000 and \$31,515,000 of mortgage-backed securities. Gross gains of \$1,420,000 and \$2,593,000 and gross losses of \$0 and \$(1,000) were realized on the sales for the three and six months ended June 30, 2012, respectively. Proceeds from the sale of securities available-for-sale were \$422,177,000 and \$774,856,000 for the three and six months ended June 30, 2011, which included \$420,149,000 and \$770,244,000 of mortgage-backed securities. Gross gains of \$1,458,000 and \$2,893,000 and gross losses of \$(13,000) and \$(32,000) were realized on the sales for the three and six months ended June 30, 2011, respectively.

Gross unrealized losses on investment securities and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at June 30, 2012, were as follows:

	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(Dollars in Thousands)					
Available for sale:						
Residential mortgage-backed securities	\$ 555,546	\$ (2,644)	\$ 35,877	\$ (11,621)	\$ 591,423	\$ (14,265)
Obligations of states and political subdivisions	20,884	(289)	5,584	(1,075)	26,468	(1,364)
Other equity securities			50	(25)	50	(25)
	\$ 576,430	\$ (2,933)	\$ 41,511	\$ (12,721)	\$ 617,941	\$ (15,654)

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Gross unrealized losses on investment securities and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at December 31, 2011 were as follows:

	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(Dollars in Thousands)					
Available for sale:						
Residential mortgage-backed securities	\$	\$	\$ 39,605	\$ (10,680)	\$ 39,605	\$ (10,680)
Obligations of states and political subdivisions	9,531	(315)	3,398	(896)	12,929	(1,211)
Equity securities	3,485	(16)	42	(33)	3,527	(49)
	\$ 13,016	\$ (331)	\$ 43,045	\$ (11,609)	\$ 56,061	\$ (11,940)

The unrealized losses on investments in residential mortgage-backed securities are primarily caused by changes in market interest rates. Residential mortgage-backed securities are primarily securities issued by Freddie Mac, Fannie Mae and Ginnie Mae. Investments in mortgage-backed securities issued by Ginnie Mae are fully guaranteed by the U.S. Government. Investments in mortgage-backed securities issued by Freddie Mac and Fannie Mae are not fully guaranteed by the U.S. Government; however, the Company believes the quality of the bonds is similar to other AAA rated bonds with limited credit risk, particularly given the placement of Fannie Mae and Freddie Mac into conservatorship by the federal government in early September 2008. The decrease in fair value on residential mortgage-backed securities issued by Freddie Mac, Fannie Mae and Ginnie Mae is due to market interest rates. The Company has no intent to sell and will more than likely not be required to sell before a market price recovery or maturity of the securities; therefore, it is the conclusion of the Company that the investments in residential mortgage-backed securities issued by Freddie Mac, Fannie Mae and Ginnie Mae are not considered other-than-temporarily impaired. In addition, the Company has a small investment in non-agency residential mortgage-backed securities that have strong credit backgrounds and include additional credit enhancements to protect the Company from losses arising from high foreclosure rates. These securities have additional market volatility beyond economically induced interest rate events. It is the conclusion of the Company that the investments in non-agency residential mortgage-backed securities are other-than-temporarily impaired due to both credit and other than credit issues. Impairment charges of \$222,000 (\$144,300, after tax) and \$408,000 (\$265,200, after tax) were recorded for the three and six months ended June 30, 2012. Impairment charges of \$166,000 (\$107,900, after tax) and \$415,000 (\$269,750, after tax) were recorded for the three and six months ended June 30, 2011. The impairment charge represents the credit related impairment on the securities.

The unrealized losses on investments in other securities are caused by fluctuations in market interest rates. The underlying cash obligations of the securities are guaranteed by the entity underwriting the debt instrument. It is the belief of the Company that the entity issuing the debt will honor its interest payment schedule, as well as the full debt at maturity. The securities are purchased by the Company for their economic value. The decrease in fair value is primarily due to market interest rates and not other factors, and because the Company has no intent to sell and will more than likely not be required to sell before a market price recovery or maturity of the securities, it is the conclusion of the Company that the investments are not considered other-than-temporarily impaired.

The following table presents a reconciliation of credit-related impairment charges on available-for-sale investments recognized in earnings for the three months ended June 30, 2012 (Dollars in Thousands):

Balance at March 31, 2012	\$	9,579
Impairment charges recognized during period		222
Balance at June 30, 2012	\$	9,801

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The following table presents a reconciliation of credit-related impairment charges on available-for-sale investments recognized in earnings for the six months ended June 30, 2012 (Dollars in Thousands):

Balance at December 31, 2011	\$	9,393
Impairment charges recognized during period		408
Balance at June 30, 2012	\$	9,801

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The following table presents a reconciliation of credit-related impairment charges on available-for-sale investment recognized in earnings for the three months ended June 30, 2011 (Dollars in Thousands):

Balance at March 31, 2011	\$	8,665
Impairment charges recognized during period		166
Balance at June 30, 2011	\$	8,831

The following table presents a reconciliation of credit-related impairment charges on available-for-sale investment recognized in earnings for the six months ended June 30, 2011 (Dollars in Thousands):

Balance at December 31, 2010	\$	8,416
Impairment charges recognized during period		415
Balance at June 30, 2011	\$	8,831

Note 7 Other Borrowed Funds

Other borrowed funds include Federal Home Loan Bank borrowings, which are short-term and long-term borrowings issued by the FHLB of Dallas at the market price offered at the time of funding. These borrowings are secured by residential mortgage-backed investment securities and a portion of the Company's loan portfolio. At June 30, 2012, other borrowed funds totaled \$142,095,000, a decrease of 71.2% from \$494,161,000 at December 31, 2011. The decrease in other borrowed funds can be attributed to the use of funds generated from the sale of mortgage-backed securities to facilitate a re-positioning of the Company's investment portfolio.

Note 8 Junior Subordinated Interest Deferrable Debentures

The Company has formed eight statutory business trusts under the laws of the State of Delaware, for the purpose of issuing trust preferred securities. The eight statutory business trusts formed by the Company (the Trusts) have each issued Capital and Common Securities and invested the proceeds thereof in an equivalent amount of junior subordinated debentures (the Debentures) issued by the Company. As of June 30, 2012 and December 31, 2011, the principal amount of debentures outstanding totaled \$190,726,000. As a result of the participation in the TARP Capital Purchase Program, the Company was not permitted, without the consent of the Treasury Department, to redeem any of the Debentures. This restriction ceased to exist on December 23, 2011. One half of the Trust I securities were redeemed on June 8, 2011 and the remaining one half of the Trust I securities were redeemed on July 1, 2011 with the consent of the Treasury Department.

The Debentures are subordinated and junior in right of payment to all present and future senior indebtedness (as defined in the respective indentures) of the Company, and are *pari passu* with one another. The interest rate payable on, and the payment terms of the Debentures are the same as the distribution rate and payment terms of the respective issues of Capital and Common Securities issued by the Trusts. The Company has fully and unconditionally guaranteed the obligations of each of the Trusts with respect to the Capital and Common Securities. The Company has the right, unless an Event of Default (as defined in the Indentures) has occurred and is continuing, to defer payment of interest on the Debentures for up to twenty consecutive quarterly periods on Trusts VI, VII, VIII, IX, X, XI and XII. If interest payments on any of the Debentures are deferred, distributions on both the Capital and Common Securities related to that Debenture would also be deferred. The redemption prior to maturity of any of the Debentures may require the prior approval of the Federal Reserve and/or other regulatory bodies.

For financial reporting purposes, the Trusts are treated as investments of the Company and not consolidated in the consolidated financial statements. Although the Capital Securities issued by each of the Trusts are not included as a component of shareholders' equity on the consolidated statement of condition, the Capital Securities are treated as capital for regulatory purposes. Specifically, under applicable regulatory guidelines, the Capital Securities issued by the Trusts qualify as Tier 1 capital up to a maximum of 25% of Tier 1 capital on an aggregate basis. Any amount that exceeds the 25% threshold would qualify as Tier 2 capital. At June 30, 2012 and December 31, 2011, the total \$190,726,000, of the Capital Securities outstanding qualified as Tier 1 capital.

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The following table illustrates key information about each of the Capital and Common Securities and their interest rate at June 30, 2012:

	Junior Subordinated Deferrable Interest Debentures (In Thousands)	Repricing Frequency	Interest Rate	Interest Rate Index	Maturity Date	Optional Redemption Date
Trust VI	\$ 25,774	Quarterly	3.92%	LIBOR + 3.45	November 2032	November 2012
Trust VII	10,310	Quarterly	3.72%	LIBOR + 3.25	April 2033	October 2012
Trust VIII	25,774	Quarterly	3.52%	LIBOR + 3.05	October 2033	October 2012
Trust IX	41,238	Quarterly	2.09%	LIBOR + 1.62	October 2036	October 2012
Trust X	34,021	Quarterly	2.12%	LIBOR + 1.65	February 2037	November 2012
Trust XI	32,990	Quarterly	2.08%	LIBOR + 1.62	July 2037	October 2012
Trust XII	20,619	Fixed	6.85%(1)	Fixed	September 2037	September 2012
	\$ 190,726					

(1) Trust XII accrues interest at a fixed rate for the first five years, then floating at LIBOR + 1.45% thereafter.

Note 9 Preferred Stock, Common Stock and Dividends

The Company has outstanding 176,000 shares of Series A cumulative perpetual preferred stock (the Senior Preferred Stock), issued to the US Treasury under the Company's participation in the Troubled Asset Relief Program Capital Purchase Program (the TARP Capital Purchase Program). On July 11, 2012, the Company repurchased 40,000 shares of the total 216,000 shares of Senior Preferred Stock originally issued to the U.S. Treasury. The Company paid the U.S. Treasury a total of \$40 million of the \$216 million it received under the TARP Capital Purchase Program, plus an accrued dividend of approximately \$311,111. The remaining 176,000 shares of Senior Preferred Stock have a par value of \$.01 per share and a liquidation preference of \$1,000 per share, for a total price of \$176,000,000. The Senior Preferred Stock pays dividends at a rate of 5% per year for the first five years and 9% per year thereafter. The Senior Preferred Stock has no maturity date and ranks senior to the Company's common stock with respect to the payment of dividends and distributions and amounts payable upon liquidation, dissolution and winding up of the Company. In conjunction with the purchase of the Senior Preferred Stock, the US Treasury received a warrant (the Warrant) to purchase 1,326,238 shares of the Company's common stock (the Warrant Shares) at \$24.43 per share, which would represent an aggregate common stock investment in the Company on exercise of the warrant in full equal to 15% of the Senior Preferred Stock investment. The term of the Warrant is ten years and was immediately exercisable. Both the Senior Preferred Stock and Warrant are included as components of Tier 1 capital. As of June 30, 2012, none of the Warrant had been exercised. The Company paid dividends on the Senior Preferred Stock on February 16 and May 15, 2012, in the amount of \$2,700,000 each and will pay a dividend on the Senior Preferred Stock on August 15, 2012, in the amount of \$2,200,000.

Upon issuance, the fair value of the Series A shares and the associated warrants were computed as if the instruments were issued on a stand-alone basis. The fair value of the Series A shares were estimated based on discounted cash flows, resulting in a stand-alone fair value of approximately \$130.9 million. The Company used the Black-Sholes-Merton option pricing model to estimate the fair value of the warrants, resulting in a stand-alone fair value of approximately \$8.0 million. The fair values of both were then used to record the Series A shares and Warrant on a relative fair value basis, with the warrants being recorded in Surplus as permanent equity and the Series A shares being recorded at a discount of approximately \$12.4 million. Accretion of the discount associated with the preferred stock is recognized as an increase to preferred stock dividends in determining net income available to common shareholders. The discount is being amortized over a five year period from the respective issuance date using the effective-yield method and totaled \$655,000 and \$1,298,000 for the three and six months ended June 30, 2012 and \$615,000 and \$1,220,000 for the three and six months ended June 30, 2011, respectively.

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The Company paid cash dividends to the common shareholders of \$.20 per share on April 20, 2012 to all holders of record on April 2, 2012. Cash dividends of \$.19 per share were paid to common shareholders on April 18, and October 17, 2011 to all holders of record on March 28, 2011 and September 30, 2011, respectively.

The Company terminated its stock repurchase program on December 19, 2008, in connection with participating in the TARP Capital Purchase Program, which program prohibited stock repurchases, except for repurchases made in connection with the administration of an employee benefit plan in the ordinary course of business and consistent with past practices or those consented to by the Treasury Department. The stock repurchase restrictions of the TARP Capital Purchase Program ceased to exist on December 23, 2011. In April 2009, the Board of Directors established a formal stock repurchase program that authorized the repurchase of up to \$40 million of common stock within the following twelve months and on March 22, 2012, the Board of Directors extended the repurchase program and again authorized the repurchase of up to \$40 million of common stock during the twelve month period expiring on April 10, 2013, which repurchase cap the Board is inclined to increase over time. Stock repurchases may be made from time to time, on the open market or through private transactions. Shares repurchased in this program will be held in treasury for reissue for various corporate purposes, including employee stock option plans. As of August 1, 2012, a total of 7,800,399 shares had been repurchased under all programs at a cost of \$236,791,000.

Note 10 - Commitments and Contingent Liabilities and Other Tax Matters

The Company is involved in various legal proceedings that are in various stages of litigation. Some of these actions allege lender liability claims on a variety of theories and claim substantial actual and punitive damages. The Company has determined, based on discussions with its counsel that any material loss in such actions, individually or in the aggregate, is remote or the damages sought, even if fully recovered, would not be considered material to the consolidated financial position or results of operations of the Company. However, many of these matters are in various stages of proceedings and further developments could cause management to revise its assessment of these matters.

The Company was involved in a dispute related to certain tax matters that were inherited by the Company in its 2004 acquisition of LFIN. The dispute involved claims by the former controlling shareholders of LFIN related to approximately \$14 million of tax refunds received by the Company based on deductions taken in 2003 by LFIN in connection with losses on loans acquired from a failed thrift and a dispute LFIN had with the FDIC regarding the tax benefits related to the failed thrift acquisition which originated in 1988. On March 5, 2010, judgment was entered on a jury verdict rendered against the Company in the U.S. District Court for the Western District of Oklahoma (the Court). Other than the tax refunds that were in dispute, the Company does not have any other disputes regarding tax refunds received by the Company in connection with the LFIN acquisition. An amended judgment was entered in the case on November 19, 2010, in the amount of approximately \$24.25 million and it was final and appealable. During December 2010, the Company deposited \$24.4 million with the Court in lieu of a supersedeas bond and the Company commenced appealing the judgment. On January 5, 2012, the United States Court of Appeals Tenth Circuit affirmed the amended judgment. On February 28, 2012, the previously deposited \$24.4 million was paid to the former controlling shareholders of LFIN and a Release and Satisfaction of Judgment was filed with the Court concluding the matter.

During the first quarter of 2012, the Texas State Comptroller refunded approximately \$1.2 million in tax in connection with the Company's 2011 consolidated Franchise Tax Return. The tax was included as a credit to provision for income tax expense on the consolidated statement of income. The recording of the tax refund resulted in a decrease in the Company's effective tax rate to 31% for the six months ended June 30, 2012.

Note 11 Capital Ratios

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The Company had a Tier 1 capital to average total asset (leverage) ratio of 12.83% and 12.74%, risk-weighted Tier 1 capital ratio of 23.12% and 22.73% and risk-weighted total capital ratio of 24.29% and 23.99% at June 30, 2012 and December 31, 2011, respectively. The identified intangibles and goodwill of \$292,533,000 as of June 30, 2012, recorded in connection with the acquisitions made by the Company, are deducted from the sum of core capital elements when determining the capital ratios of the Company. Under applicable regulatory guidelines, the Capital Securities issued by the Trusts qualify as Tier 1 capital up to a maximum of 25% of tier 1 capital on an aggregate basis. Any amount that exceeds the 25% threshold qualifies as Tier 2 capital. As of June 30, 2012, the total of \$190,726,000 of the Capital Securities outstanding qualified as Tier 1 capital. The Company actively monitors the regulatory capital ratios to ensure that the Company's bank subsidiaries are well capitalized under the regulatory framework.

Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the Company's consolidated financial statements, and notes thereto, for the year-ended December 31, 2011, included in the Company's 2011 Form 10-K. Operating results for the six months ended June 30, 2012 are not necessarily indicative of the results for the year ending December 31, 2012, or any future period.

Special Cautionary Notice Regarding Forward Looking Information

Certain matters discussed in this report, excluding historical information, include forward-looking statements, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are subject to the safe harbor created by these sections. Although the Company believes such forward-looking statements are based on reasonable assumptions, no assurance can be given that every objective will be reached. The words estimate, expect, intend, believe and project, as well as other words or expressions of a similar meaning are intended to identify forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this report. Such statements are based on current expectations, are inherently uncertain, are subject to risks and should be viewed with caution. Actual results and experience may differ materially from the forward-looking statements as a result of many factors.

Risk factors that could cause actual results to differ materially from any results that are projected, forecasted, estimated or budgeted by the Company in forward-looking statements include, among others, the following possibilities:

- Local, regional, national and international economic business conditions and the impact they may have on the Company, the Company's customers, and such customers' ability to transact profitable business with the Company, including the ability of its borrowers to repay their loans according to their terms or a change in the value of the related collateral.
- Volatility and disruption in national and international financial markets.
- Government intervention in the U.S. financial system.
- The Company relies, in part, on external financing to fund the Company's operations and the unavailability of such funds in the future could adversely impact the Company's growth strategy and prospects.
- Changes in consumer spending, borrowings and savings habits.
- Changes in interest rates and market prices, which could reduce the Company's net interest margins, asset valuations and expense expectations, including, without limitation, the repeal of federal prohibitions on the payment of interest on demand deposits.
- Changes in the capital markets utilized by the Company and its subsidiaries, including changes in the interest rate environment that may reduce margins.
- Changes in state and/or federal laws and regulations to which the Company and its subsidiaries, as well as their customers, competitors and potential competitors, are subject, including, without limitation, the impact of the Consumer Financial Protection Bureau as a new regulator of financial institutions, changes in the accounting, tax and regulatory treatment of trust preferred securities, as well as changes in banking, tax, securities, insurance, employment, environmental and immigration laws and regulations and the risk of litigation that may follow.

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- Changes in U.S. Mexico trade, including, without limitation, reductions in border crossings and commerce resulting from the Homeland Security Programs called US-VISIT, which is derived from Section 110 of the Illegal Immigration Reform and Immigrant Responsibility Act of 1996.
- The loss of senior management or operating personnel.
- Increased competition from both within and outside the banking industry.
- The timing, impact and other uncertainties of the Company's potential future acquisitions including the Company's ability to identify suitable potential future acquisition candidates, the success or failure in the integration of their operations and the Company's ability to maintain its current branch network and to enter new markets successfully and capitalize on growth opportunities.
- Changes in the Company's ability to pay dividends on its Preferred Stock or Common Stock.
- Additions to the Company's loan loss allowance as a result of changes in local, national or international conditions which adversely affect the Company's customers, including, without limitation, lower real estate values or environmental liability risks associated with foreclosed properties.
- Greater than expected costs or difficulties related to the development and integration of new products and lines of

business.

- Impairment of carrying value of goodwill could negatively impact our earnings and capital.
- Changes in the soundness of other financial institutions with which the Company interacts.
- Political instability in the United States or Mexico.
- Technological changes or system failure or breaches of our network security could subject us to increased operating costs as well as litigation and other liabilities.
- Acts of war or terrorism.
- Natural disasters.
- Reduced earnings resulting from the write down of the carrying value of securities held in our securities available-for-sale portfolio following a determination that the securities are other-than-temporarily impaired.
- The effect of changes in accounting policies and practices as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standards setters.
- The costs and effects of regulatory developments, including the resolution of regulatory or other governmental inquiries and the results of regulatory examinations or reviews.
- The effect of final rules amending Regulation E that prohibit financial institutions from charging consumer fees for paying overdrafts on ATM and one-time debit card transactions, unless the consumer consents or opts-in to the overdraft service for those types of transactions, as well as the effect of any other regulatory or legal developments that limit overdraft services.
- The reduction of income and possible increase in required capital levels related to the adoption of new legislation, including, without limitation, the Dodd-Frank Regulatory Reform Act and the implementing rules and regulations, including the Federal Reserve's new interim final rule that establishes debit card interchange fee standards and prohibits network exclusivity arrangements and routing restrictions that is negatively affecting interchange revenue from debit card transactions as well as revenue from consumer services.
- The possible increase in required capital levels related to the proposed capital rules of the federal banking agencies that address the Basel III capital standards.
- The enhanced due diligence burden imposed on banks under the proposed rules of the banking agencies related to the banks' inability to rely on credit ratings under Dodd-Frank which may result in a limitation on the types of securities certain banks will be able to purchase as a result of the due diligence burden.
- The Company may be adversely affected by its continued participation in the Capital Purchase Program (the "CPP").
- The Company's success at managing the risks involved in the foregoing items, or a failure or circumvention of the Company's internal controls and risk management, policies and procedures.

Forward-looking statements speak only as of the date on which such statements are made. It is not possible to foresee or identify all such factors. The Company makes no commitment to update any forward-looking statement, or to disclose any facts, events or circumstances after the date hereof that may affect the accuracy of any forward-looking statement, unless required by law.

Overview

The Company, which is headquartered in Laredo, Texas, with 210 facilities and more than 335 ATMs, provides banking services for commercial, consumer and international customers of South, Central and Southeast Texas and the State of Oklahoma. The Company is one of the largest independent commercial bank holding companies headquartered in Texas. The Company, through its bank subsidiaries, is in the business of gathering funds from various sources and investing those funds in order to earn a return. The Company either directly or through a bank subsidiary owns two insurance agencies, a liquidating subsidiary, a broker/dealer and a fifty percent interest in an investment banking unit that owns a broker/dealer. The Company's primary earnings come from the spread between the interest earned on interest-bearing assets and the interest paid on interest-bearing liabilities. In addition, the Company generates income from fees on products offered to commercial, consumer and international customers.

The Company is very active in facilitating trade along the United States border with Mexico. The Company does a large amount of business with customers domiciled in Mexico. Deposits from persons and entities domiciled in Mexico comprise a large and stable portion of the deposit base of the Company's bank subsidiaries. The Company also serves the growing Hispanic population through the Company's facilities located throughout South, Central and Southeast Texas and the State of Oklahoma.

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Expense control is an essential element in the Company's long-term profitability. As a result, the Company monitors the efficiency ratio, which is a measure of non-interest expense to net interest income plus non-interest income closely. As the Company adjusts to regulatory changes related to the adoption of the Dodd-Frank Regulatory Reform Act, the Company's efficiency ratio may suffer because the additional regulatory compliance costs are expected to increase non-interest expense. The Company monitors this ratio over time to assess the Company's efficiency relative to its peers. The Company uses this measure as one factor in determining if the Company is accomplishing its long-term goals of providing superior returns to the Company's shareholders. On September 22, 2011, the Company announced the approval of a restructuring plan that resulted in the closing of fifty-five (55) in store branches by December 31, 2011. The branch closures are a result of reduced levels of revenue resulting from regulatory changes related to interchange fee income. The branches were closed in order to align the Company's expenses with reduced levels of revenue, protecting the Company's financial strength while preserving IBC's free products program.

Results of Operations

Summary

Consolidated Statements of Condition Information

	June 30, 2012	December 31, 2011	Percent Increase (Decrease)
	(Dollars in Thousands)		
Assets	\$ 11,555,996	\$ 11,739,649	(1.6)%
Net loans	4,807,944	4,969,283	(3.2)
Deposits	8,159,623	7,946,092	2.7
Other borrowed funds	142,095	494,161	(71.2)
Junior subordinated deferrable interest debentures	190,726	190,726	
Shareholders' equity	1,636,181	1,600,165	2.3

Consolidated Statements of Income Information

	Three Months Ended June 30,			Six Months Ended June 30,		
	(Dollars in Thousands)		Percent Increase (Decrease)	(Dollars in Thousands)		Percent Increase (Decrease)
	2012	2011		2012	2011	
Interest income	\$ 93,683	\$ 107,844	(13.1)%	\$ 189,465	\$ 214,982	(11.9)%
Interest expense	20,040	24,433	(18.0)	40,705	49,738	(18.2)
Net interest income	73,643	83,411	(11.7)	148,760	165,244	(10.0)
(Credit) provision for probable loan losses	6,107	(1,917)	418.6	11,392	2,163	426.7
Non-interest income	40,819	47,864	(14.7)	83,996	96,230	(12.7)
Non-interest expense	72,091	83,942	(14.1)	140,234	159,407	(12.0)
Net income available to common shareholders	21,195	29,309	(27.7)	49,539	59,525	(16.8)
Per common share (adjusted for stock dividends):						
Basic	\$.32	\$.43	(25.6)%	\$.74	\$.88	(15.9)%

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Diluted	.31	.43	(27.9)	.74	.88	(15.9)
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Net Income

Net income available to common shareholders for the second quarter of 2012 decreased by 27.7% and net income available to common shareholders for the six months ended June 30, 2012 decreased by 16.8% when compared to the same period in 2011. Net income during the first six months of 2011 was positively affected by a lower provision for probable loan losses of approximately \$2.2 million, \$1.4 million after tax. Net income for the first six months of 2012 was negatively impacted by narrowing interest margins caused by slow loan demand and declining yields in the bond markets coupled with

lower levels of revenues on interchange fee income and overdraft programs due to regulatory changes, as well as the burden of increasing compliance costs arising from the Dodd-Frank Act and heightened regulatory oversight.

Net Interest Income

	Three Months Ended June 30, (in Thousands)			Percent Increase (Decrease)	Six Months Ended June 30, (in Thousands)			Percent Increase (Decrease)
	2012	2011			2012	2011		
Interest income:								
Loans, including fees	\$ 67,413	\$ 74,574	(9.6)%	\$ 135,736	\$ 149,254	(9.1)%		
Investment securities:								
Taxable	23,228	29,208	(20.5)	47,740	59,463	(19.7)		
Tax-exempt	2,849	2,386	19.4	5,710	4,514	26.5		
Other interest income	193	1,676	(88.5)	279	1,751	(84.1)		
Total interest income	93,683	107,844	(13.1)	189,465	214,982	(11.9)		
Interest expense:								
Savings deposits	1,479	2,232	(33.7)	3,102	4,494	(31.0)		
Time deposits	6,255	8,145	(23.2)	12,740	16,915	(24.7)		
Securities sold under repurchase agreements	10,267	10,613	(3.3)	20,569	21,199	(3.0)		
Other borrowings	138	445	(69.0)	346	1,095	(68.4)		
Junior subordinated interest deferrable debentures	1,901	2,998	(36.6)	3,948	6,035	(34.6)		
Total interest expense	20,040	24,433	(18.0)	40,705	49,738	(18.2)		
Net interest income	\$ 73,643	\$ 83,411	(11.7)%	\$ 148,760	\$ 165,244	(10.0)%		

Net interest income is the spread between income on interest earning assets, such as loans and securities, and the interest expense on liabilities used to fund those assets, such as deposits, repurchase agreements and funds borrowed. As part of its strategy to manage interest rate risk, the Company strives to manage both assets and liabilities so that interest sensitivities match. One method of calculating interest rate sensitivity is through gap analysis. A gap is the difference between the amount of interest rate sensitive assets and interest rate sensitive liabilities that re-price or mature in a given time period. Positive gaps occur when interest rate sensitive assets exceed interest rate sensitive liabilities, and negative gaps occur when interest rate sensitive liabilities exceed interest rate sensitive assets. A positive gap position in a period of rising interest rates should have a positive effect on net interest income as assets will re-price faster than liabilities. Conversely, net interest income should contract somewhat in a period of falling interest rates. Additionally, interest rate changes do not affect all categories of assets and liabilities equally or at the same time. Analytical techniques employed by the Company to supplement gap analysis include simulation analysis to quantify interest rate risk exposure. The gap analysis prepared by management is reviewed by the Investment Committee of the Company twice a year (see table on page 39 for the June 30, 2012 gap analysis). Management currently believes that the Company is properly positioned for interest rate changes; however if management determines at any time that the Company is not properly positioned, it will strive to adjust the interest rate sensitive assets and liabilities in order to manage the effect of interest rate changes.

Non-Interest Income

	Three Months Ended June 30, (in Thousands)		Percent Increase (Decrease)	Six Months Ended June 30, (in Thousands)		Percent Increase (Decrease)
	2012	2011		2012	2011	
Service charges on deposit accounts	\$ 23,100	\$ 23,918	(3.4)%	\$ 45,853	\$ 48,700	(5.8)%
Other service charges, commissions and fees						
Banking	9,424	14,412	(34.6)	19,488	27,438	(29.0)
Non-banking	1,682	1,177	42.9	2,933	2,669	9.9
Investment securities transactions, net	1,420	1,445	(1.7)	2,592	2,861	(9.4)
Other investments, net	2,647	4,220	(37.3)	7,781	9,576	(18.7)
Other income	2,546	2,692	(5.4)	5,349	4,986	7.3
Total non-interest income	\$ 40,819	\$ 47,864	(14.7)%	\$ 83,996	\$ 96,230	