

FIRST FINANCIAL BANKSHARES INC  
Form 10-Q  
October 31, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended September 30, 2012

Commission file number 0-7674

**FIRST FINANCIAL BANKSHARES, INC.**

(Exact name of registrant as specified in its charter)

Texas  
(State or other jurisdiction of incorporation)

75-0944023  
(I.R.S. Employer)

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or organization)

Identification No.)

**400 Pine Street, Abilene, Texas**  
(Address of principal executive offices)

**79601**  
(Zip Code)

**(325) 627-7155**

(Registrant's telephone number, including area code)

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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations 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 whether 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  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the 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                                    | Outstanding at October 31, 2012 |
|--|---------------------------------|
| Common Stock, \$0.01 par value per share | 31,488,530                      |

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**PART I**

**FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

The consolidated balance sheets of First Financial Bankshares, Inc. (the Company ) at September 30, 2012 and 2011 and December 31, 2011, the consolidated statements of earnings and comprehensive earnings for the three and nine months ended September 30, 2012 and 2011, and changes in shareholders' equity and cash flows for the nine months ended September 30, 2012 and 2011, follow on pages 4 through 8.

**Table of Contents****FIRST FINANCIAL BANKSHARES, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

(Dollars in thousands, except per share amounts)

|  | September 30,<br>2012<br>(Unaudited) | September 30,<br>2011 | December 31,<br>2011 |
|--|--------------------------------------|-----------------------|----------------------|
| <b><u>ASSETS</u></b>   |                                      |                       |                      |
| CASH AND DUE FROM BANKS  | \$ 128,606                           | \$ 127,174            | \$ 146,239           |
| FEDERAL FUNDS SOLD   | 23,400                               | 3,580                 |                      |
| INTEREST-BEARING DEPOSITS IN BANKS   | 25,633                               | 103,850               | 104,597              |
| Total cash and cash equivalents  | 177,639                              | 234,604               | 250,836              |
| INTEREST-BEARING TIME DEPOSITS IN BANKS  | 67,506                               | 66,688                | 61,175               |
| SECURITIES AVAILABLE-FOR-SALE, at fair value   | 1,882,617                            | 1,728,557             | 1,841,389            |
| SECURITIES HELD-TO-MATURITY (fair value of \$1,271, \$4,424 and \$3,655 at September 30, 2012 and 2011 and December 31, 2011, respectively)  | 1,247                                | 4,362                 | 3,609                |
| <b>LOANS</b>   |                                      |                       |                      |
| Held for investment  | 1,993,820                            | 1,722,570             | 1,775,915            |
| Less - allowance for loan losses   | (34,932)                             | (34,301)              | (34,315)             |
| Net loans held for investment  | 1,958,888                            | 1,688,269             | 1,741,600            |
| Held for sale  | 10,034                               | 6,262                 | 10,629               |
| Net loans  | 1,968,922                            | 1,694,531             | 1,752,229            |
| BANK PREMISES AND EQUIPMENT, net   | 80,580                               | 73,443                | 76,483               |
| INTANGIBLE ASSETS  | 72,001                               | 72,206                | 72,122               |
| OTHER ASSETS   | 60,035                               | 61,012                | 62,688               |
| Total assets   | \$ 4,310,547                         | \$ 3,935,403          | \$ 4,120,531         |
| <b><u>LIABILITIES AND SHAREHOLDERS' EQUITY</u></b>   |                                      |                       |                      |
| NONINTEREST-BEARING DEPOSITS   | \$ 1,200,154                         | \$ 1,020,953          | \$ 1,101,576         |
| INTEREST-BEARING DEPOSITS  | 2,244,244                            | 2,165,653             | 2,233,222            |
| Total deposits   | 3,444,398                            | 3,186,606             | 3,334,798            |
| DIVIDENDS PAYABLE  | 7,872                                | 7,549                 | 7,550                |
| SHORT-TERM BORROWINGS  | 254,480                              | 180,790               | 207,756              |
| OTHER LIABILITIES  | 53,885                               | 61,259                | 61,890               |
| Total liabilities  | 3,760,635                            | 3,436,204             | 3,611,994            |
| <b>COMMITMENTS AND CONTINGENCIES</b>   |                                      |                       |                      |
| <b>SHAREHOLDERS' EQUITY</b>  |                                      |                       |                      |
| Common stock - \$0.01 par value, authorized 80,000,000 shares; 31,488,530, 31,452,283, and 31,459,635 shares issued at September 30, 2012 and 2011 and December 31, 2011, respectively | 315                                  | 314                   | 314                  |

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|   |                |                |                |
|---|----------------|----------------|----------------|
| Capital surplus   | 277,121        | 275,887        | 276,127        |
| Retained earnings   | 217,483        | 174,955        | 184,871        |
| Treasury stock (shares at cost: 265,598, 253,851, and 258,235 at September 30, 2012 and 2011 and December 31, 2011, respectively) | (4,908)        | (4,476)        | (4,597)        |
| Deferred compensation   | 4,908          | 4,476          | 4,597          |
| Accumulated other comprehensive earnings  | 54,993         | 48,043         | 47,225         |
| <b>Total shareholders' equity</b>   | <b>549,912</b> | <b>499,199</b> | <b>508,537</b> |
| <br>  |                |                |                |
| Total liabilities and shareholders' equity  | \$ 4,310,547   | \$ 3,935,403   | \$ 4,120,531   |

See notes to consolidated financial statements.

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**FIRST FINANCIAL BANKSHARES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF EARNINGS - (UNAUDITED)**

(Dollars in thousands, except per share amounts)

|   | Three Months Ended September 30, |               | Nine Months Ended September 30, |                |
|---|----------------------------------|---------------|---------------------------------|----------------|
|   | 2012                             | 2011          | 2012                            | 2011           |
| <b>INTEREST INCOME:</b>   |                                  |               |                                 |                |
| Interest and fees on loans  | \$ 26,138                        | \$ 24,983     | \$ 75,792                       | \$ 73,903      |
| Interest on investment securities:                                    |                                  |               |                                 |                |
| Taxable   | 7,480                            | 9,363         | 24,498                          | 28,787         |
| Exempt from federal income tax  | 6,484                            | 5,543         | 19,081                          | 16,482         |
| Interest on federal funds sold and interest-bearing deposits in banks | 185                              | 275           | 623                             | 960            |
| <b>Total interest income</b>  | <b>40,287</b>                    | <b>40,164</b> | <b>119,994</b>                  | <b>120,132</b> |
| <b>INTEREST EXPENSE:</b>  |                                  |               |                                 |                |
| Interest on deposits  | 1,094                            | 1,807         | 3,887                           | 6,170          |
| Other   | 74                               | 47            | 176                             | 150            |
| <b>Total interest expense</b>   | <b>1,168</b>                     | <b>1,854</b>  | <b>4,063</b>                    | <b>6,320</b>   |
| Net interest income   | 39,119                           | 38,310        | 115,931                         | 113,812        |
| <b>PROVISION FOR LOAN LOSSES</b>                                      | <b>787</b>                       | <b>1,354</b>  | <b>2,842</b>                    | <b>5,405</b>   |
| Net interest income after provision for loan losses                   | 38,332                           | 36,956        | 113,089                         | 108,407        |
| <b>NONINTEREST INCOME:</b>  |                                  |               |                                 |                |
| Trust fees  | 3,723                            | 3,265         | 10,848                          | 9,520          |
| Service charges on deposit accounts                                   | 4,337                            | 4,482         | 12,261                          | 13,376         |
| ATM, interchange and credit card fees                                 | 3,767                            | 3,544         | 11,226                          | 10,036         |
| Real estate mortgage operations                                       | 1,495                            | 1,056         | 3,763                           | 2,930          |
| Net gain on available-for-sale securities                             | 1,479                            | 67            | 2,206                           | 328            |
| Net gain (loss) on sale of foreclosed assets                          | (106)                            | 18            | (512)                           | (1,156)        |
| Other   | 804                              | 1,479         | 2,469                           | 3,612          |
| <b>Total noninterest income</b>                                       | <b>15,499</b>                    | <b>13,911</b> | <b>42,261</b>                   | <b>38,646</b>  |
| <b>NONINTEREST EXPENSE:</b>   |                                  |               |                                 |                |
| Salaries and employee benefits  | 14,845                           | 14,108        | 43,263                          | 42,351         |
| Net occupancy expense   | 1,806                            | 1,823         | 5,286                           | 5,154          |
| Equipment expense   | 2,269                            | 1,970         | 6,521                           | 5,792          |
| FDIC insurance premiums   | 563                              | 561           | 1,655                           | 2,129          |
| ATM, interchange and credit card expenses                             | 1,317                            | 1,276         | 4,017                           | 3,607          |
| Professional and service fees   | 838                              | 730           | 2,263                           | 2,507          |
| Printing, stationery and supplies                                     | 468                              | 443           | 1,483                           | 1,359          |
| Amortization of intangible assets                                     | 38                               | 101           | 120                             | 317            |
| Other   | 5,059                            | 5,308         | 15,807                          | 15,151         |
| <b>Total noninterest expense</b>                                      | <b>27,203</b>                    | <b>26,320</b> | <b>80,415</b>                   | <b>78,367</b>  |
| <b>EARNINGS BEFORE INCOME TAXES</b>                                   | <b>26,628</b>                    | <b>24,547</b> | <b>74,935</b>                   | <b>68,686</b>  |
| <b>INCOME TAX EXPENSE</b>   | <b>6,828</b>                     | <b>6,460</b>  | <b>19,028</b>                   | <b>17,784</b>  |

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|  |    |        |    |        |    |        |    |        |
|--|----|--------|----|--------|----|--------|----|--------|
| <b>NET EARNINGS</b>                          | \$ | 19,800 | \$ | 18,087 | \$ | 55,907 | \$ | 50,902 |
| <b>EARNINGS PER SHARE, BASIC</b>             | \$ | 0.63   | \$ | 0.58   | \$ | 1.78   | \$ | 1.62   |
| <b>EARNINGS PER SHARE, ASSUMING DILUTION</b> | \$ | 0.63   | \$ | 0.57   | \$ | 1.78   | \$ | 1.62   |
| <b>DIVIDENDS PER SHARE</b>                   | \$ | 0.25   | \$ | 0.24   | \$ | 0.74   | \$ | 0.71   |

See notes to consolidated financial statements.



**Table of Contents****FIRST FINANCIAL BANKSHARES, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS - (UNAUDITED)****(Dollars in thousands)**

|   | Three Months Ended September 30, |           | Nine Months Ended September 30, |           |
|---|----------------------------------|-----------|---------------------------------|-----------|
|   | 2012                             | 2011      | 2012                            | 2011      |
| <b>NET EARNINGS</b>   | \$ 19,800                        | \$ 18,087 | \$ 55,907                       | \$ 50,902 |
| <b>OTHER ITEMS OF COMPREHENSIVE EARNINGS:</b>   |                                  |           |                                 |           |
| Change in unrealized gain on investment securities available-for-sale, before income taxes                          | 6,710                            | 16,588    | 14,157                          | 42,774    |
| Reclassification adjustment for realized gains on investment securities included in net earnings, before income tax | (1,479)                          | (67)      | (2,206)                         | (328)     |
| Total other items of comprehensive earnings   | 5,231                            | 16,521    | 11,951                          | 42,446    |
| Income tax expense related to other items of comprehensive earnings   | (1,831)                          | (5,782)   | (4,183)                         | (14,856)  |
| <b>COMPREHENSIVE EARNINGS</b>   | \$ 23,200                        | \$ 28,826 | \$ 63,675                       | \$ 78,492 |

See notes to consolidated financial statements.

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**FIRST FINANCIAL BANKSHARES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY**

(Dollars in thousands, except per share amounts)

|  | Common Stock |        | Capital    | Retained   | Treasury Stock |            | Deferred     | Accumulated | Total        |
|--|--------------|--------|------------|------------|----------------|------------|--------------|-------------|--------------|
|  | Shares       | Amount | Surplus    | Earnings   | Shares         | Amounts    | Compensation | Other       | Shareholders |
|  |              |        |            |            |                |            |              | Earnings    | Equity       |
| Balances at December 31, 2010  | 20,942,141   | \$ 209 | \$ 274,629 | \$ 146,397 | (166,329)      | \$ (4,207) | \$ 4,207     | \$ 20,453   | \$ 441,688   |
| Net earnings (unaudited)   |              |        |            | 50,902     |                |            |              |             | 50,902       |
| Stock issuances (unaudited)  | 28,965       |        | 821        |            |                |            |              |             | 821          |
| Cash dividends declared, \$0.71 per share (unaudited)  |              |        |            | (22,239)   |                |            |              |             | (22,239)     |
| Change in unrealized gain in investment securities available-for-sale, net of related income taxes (unaudited) |              |        |            |            |                |            |              | 27,590      | 27,590       |
| Additional tax benefit related to directors deferred compensation plan (unaudited)                             |              |        | 111        |            |                |            |              |             | 111          |
| Shares purchased in connection with directors deferred compensation plan, net (unaudited)                      |              |        |            |            | (4,376)        | (269)      | 269          |             |              |
| Stock option expense (unaudited)   |              |        | 326        |            |                |            |              |             | 326          |
| Three-for-two stock split in the form of a 50% stock dividend (unaudited)                                      | 10,481,177   | 105    |            | (105)      | (83,146)       |            |              |             |              |
| Balances at September 30, 2011 (unaudited)   | 31,452,283   | \$ 314 | \$ 275,887 | \$ 174,955 | (253,851)      | \$ (4,476) | \$ 4,476     | \$ 48,043   | \$ 499,199   |
| Balances at December 31, 2011  | 31,459,635   | \$ 314 | \$ 276,127 | \$ 184,871 | (258,235)      | \$ (4,597) | \$ 4,597     | \$ 47,225   | \$ 508,537   |
| Net earnings (unaudited)   |              |        |            | 55,907     |                |            |              |             | 55,907       |
| Stock issuances (unaudited)  | 28,895       | 1      | 626        |            |                |            |              |             | 627          |
| Cash dividends declared, \$0.74 per share (unaudited)  |              |        |            | (23,295)   |                |            |              |             | (23,295)     |
| Change in unrealized gain in investment securities available-for-sale, net of related income taxes (unaudited) |              |        |            |            |                |            |              | 7,768       | 7,768        |
| Additional tax benefit related to directors deferred compensation plan (unaudited)                             |              |        | 117        |            |                |            |              |             | 117          |
| Shares purchased in connection with directors deferred compensation plan, net (unaudited)                      |              |        |            |            | (7,363)        | (311)      | 311          |             |              |
| Stock option expense (unaudited)   |              |        | 251        |            |                |            |              |             | 251          |
| Balances at September 30, 2012 (unaudited)   | 31,488,530   | \$ 315 | \$ 277,121 | \$ 217,483 | (265,598)      | \$ (4,908) | \$ 4,908     | \$ 54,993   | \$ 549,912   |

See notes to consolidated financial statements.

**Table of Contents****FIRST FINANCIAL BANKSHARES, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS - (UNAUDITED)**

(Dollars in thousands)

|   | Nine Months Ended September 30, |                   |
|---|---------------------------------|-------------------|
|   | 2012                            | 2011              |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>  |                                 |                   |
| Net earnings  | \$ 55,907                       | \$ 50,902         |
| Adjustments to reconcile net earnings to net cash provided by operating activities: |                                 |                   |
| Depreciation and amortization   | 5,908                           | 5,461             |
| Provision for loan losses   | 2,842                           | 5,405             |
| Securities premium amortization (discount accretion), net                           | 11,732                          | 5,279             |
| Gain on sale of assets, net   | (1,896)                         | (26)              |
| Deferred federal income tax expense (benefit)                                       | (1,857)                         | 1,885             |
| Change in loans held for sale   | 595                             | 6,898             |
| Change in other assets  | (153)                           | 1,467             |
| Change in other liabilities   | 5,104                           | 4,201             |
| Total adjustments   | 22,275                          | 30,570            |
| Net cash provided by operating activities   | 78,182                          | 81,472            |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>  |                                 |                   |
| Net decrease (increase) in interest-bearing time deposits in banks                  | (6,331)                         | 36,998            |
| Activity in available-for-sale securities:  |                                 |                   |
| Sales   | 114,090                         | 13,244            |
| Maturities  | 1,003,367                       | 1,380,354         |
| Purchases   | (1,171,322)                     | (1,542,627)       |
| Activity in held-to-maturity securities - maturities                                | 2,361                           | 4,703             |
| Net increase in loans   | (220,551)                       | (53,340)          |
| Purchases of bank premises and equipment and other assets                           | (10,904)                        | (9,947)           |
| Proceeds from sale of other assets  | 3,932                           | 4,732             |
| Net cash used in investing activities   | (285,358)                       | (165,883)         |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>  |                                 |                   |
| Net increase in noninterest-bearing deposits  | 98,578                          | 61,479            |
| Net increase in interest-bearing deposits   | 11,023                          | 11,825            |
| Net increase in short-term borrowings   | 46,724                          | 2,434             |
| Common stock transactions:  |                                 |                   |
| Proceeds from stock issuances   | 627                             | 821               |
| Dividends paid  | (22,973)                        | (21,811)          |
| Net cash provided by financing activities   | 133,979                         | 54,748            |
| <b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>                                    | <b>(73,197)</b>                 | <b>(29,663)</b>   |
| <b>CASH AND CASH EQUIVALENTS, beginning of period</b>                               | <b>250,836</b>                  | <b>264,267</b>    |
| <b>CASH AND CASH EQUIVALENTS, end of period</b>                                     | <b>\$ 177,639</b>               | <b>\$ 234,604</b> |

**SUPPLEMENTAL INFORMATION AND NONCASH TRANSACTIONS**

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|   |    |        |    |        |
|---|----|--------|----|--------|
| Interest paid                                   | \$ | 4,317  | \$ | 6,962  |
| Federal income tax paid                         |    | 17,205 |    | 13,824 |
| Transfer of loans to foreclosed assets          |    | 422    |    | 5,747  |
| Investment securities purchased but not settled |    | 6,260  |    | 19,797 |
| See notes to consolidated financial statements. |    |        |    |        |

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**FIRST FINANCIAL BANKSHARES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Note 1 Basis of Presentation**

The interim consolidated financial statements include the accounts of the Company, a Texas corporation and a financial holding company registered under the Bank Holding Company Act of 1956, as amended, or BHCA, and its wholly-owned subsidiaries: First Financial Bank, National Association, Abilene, Texas; First Financial Bank, Hereford, Texas; First Financial Bank, National Association, Sweetwater, Texas; First Financial Bank, National Association, Eastland, Texas; First Financial Bank, National Association, Cleburne, Texas; First Financial Bank, National Association, Stephenville, Texas; First Financial Bank, National Association, San Angelo, Texas; First Financial Bank, National Association, Weatherford, Texas; First Financial Bank, National Association, Southlake, Texas; First Financial Bank, National Association, Mineral Wells, Texas; First Financial Bank, Huntsville, Texas; First Technology Services, Inc.; First Financial Trust & Asset Management Company, National Association; First Financial Investments, Inc.; and First Financial Insurance Agency, Inc.

Through our subsidiary banks, we conduct a full-service commercial banking business. Most of our service centers are located in North Central and West Texas. Including the branches and locations of all our bank subsidiaries, as of September 30, 2012, we had 54 financial centers across Texas, with eleven locations in Abilene, two locations in Cleburne, two locations in Stephenville, three locations in Granbury, two locations in San Angelo, three locations in Weatherford, and one location each in Mineral Wells, Hereford, Sweetwater, Eastland, Ranger, Rising Star, Cisco, Southlake, Grapevine, Aledo, Willow Park, Brock, Alvarado, Burleson, Keller, Trophy Club, Boyd, Bridgeport, Decatur, Roby, Trent, Merkel, Clyde, Moran, Albany, Midlothian, Crowley, Glen Rose, Odessa, Fort Worth and Huntsville. Our trust subsidiary has six locations which consist of Abilene, San Angelo, Stephenville, Sweetwater, Fort Worth and Odessa, all in Texas.

In the opinion of management, the unaudited interim consolidated financial statements reflect all adjustments necessary for a fair presentation of the Company's financial position and unaudited results of operations and should be read in conjunction with the Company's audited consolidated financial statements, and notes thereto in the Company's Annual Report on Form 10-K, for the year ended December 31, 2011. All adjustments were of a normal recurring nature. However, the results of operations for the three and nine months ended September 30, 2012, are not necessarily indicative of the results to be expected for the year ending December 31, 2012, due to seasonality, changes in economic conditions and loan credit quality, interest rate fluctuations, regulatory and legislative changes and other factors. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted under SEC rules and regulations. The Company evaluated subsequent events for potential recognition and/or disclosure through the date the consolidated financial statements were issued.

On April 26, 2011, the Company's Board of Directors declared a three-for-two stock split in the form of a 50% stock dividend effective for shareholders of record on May 16, 2011 that was distributed on June 1, 2011. All share and per share amounts in this report, prior to split, have been restated to reflect this stock split. An amount equal to the par value of the additional common shares issued pursuant to the stock split was reflected as a transfer from retained earnings to common stock on the consolidated financial statements as of and for the three and nine months ended September 30, 2011.

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On October 26, 2011, the Company's Board of Directors authorized the repurchase of up to 750,000 common shares through September 30, 2014. The stock buyback plan authorizes management to repurchase the stock at such time as repurchases are considered beneficial to shareholders. Any repurchase of stock will be made through the open market, block trades or in privately negotiated transactions in accordance with applicable laws and regulations. Under the repurchase plan, there is no minimum number of shares that the Company is required to repurchase. Through September 30, 2012, no shares have been repurchased under this authorization.

On April 24, 2012, the Company's shareholders approved an amendment to the Company's Amended and Restated Certificate of Formation to increase the number of authorized common shares to 80,000,000.

Goodwill and other intangible assets are evaluated annually for impairment as of the end of the second quarter. No such impairment has been noted in connection with the current or any prior evaluations.

### **Note 2 Earnings Per Share**

Basic earnings per common share is computed by dividing net income available to common shareholders by the weighted average number of shares outstanding during the periods presented. In computing diluted earnings per common share for the three and nine months ended September 30, 2012 and 2011, the Company assumes that all dilutive outstanding options to purchase common stock have been exercised at the beginning of the period (or the time of issuance, if later). The dilutive effect of the outstanding options is reflected by application of the treasury stock method, whereby the proceeds from the exercised options are assumed to be used to purchase common stock at the average market price during the respective periods. The weighted average common shares outstanding used in computing basic earnings per common share for the three months ended September 30, 2012 and 2011, were 31,484,375 and 31,451,687 shares, respectively. The weighted average common shares outstanding used in computing basic earnings per common share for the nine months ended September 30, 2012 and 2011, were 31,476,715 and 31,440,178 respectively. The weighted average common shares outstanding used in computing fully diluted earnings per common share for the three months ended September 30, 2012 and 2011, were 31,502,172 and 31,481,092 shares, respectively. The weighted average common shares outstanding used in computing fully diluted earnings per common share for the nine months ended September 30, 2012 and 2011, were 31,486,707 and 31,488,129, respectively.

### **Note 3 Interest-bearing Time Deposits in Banks and Securities**

Interest-bearing time deposits in banks totaled \$67.5 million and \$61.2 million at September 30, 2012 and December 31, 2011, respectively, and have original maturities generally ranging from one to two years. Of these amounts, \$61.1 million and \$51.8 million are time deposits with balances greater than \$100,000 at September 30, 2012 and December 31, 2011, respectively.

The Company records its available-for-sale and trading securities portfolio at fair value.

Management classifies debt and equity securities as held-to-maturity, available-for-sale, or trading based on its intent. Debt securities that management has the positive intent and ability to hold to maturity are classified as held-to-maturity and recorded at cost, adjusted for amortization of premiums and accretion of discounts, which are recognized as adjustments to interest income using the interest method. Securities not classified as held-to-maturity or trading are classified as available-for-sale and recorded at estimated fair value, with all unrealized gains and unrealized losses judged to be temporary, net of deferred income taxes, excluded from earnings and reported in the consolidated statements of comprehensive earnings. Available-for-sale securities that have unrealized losses that are judged other than temporary are included in gain (loss) on sale of securities and a new cost basis is established. Securities classified as trading are recorded at estimated fair value with unrealized gains and losses included in earnings.

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Fair values of these securities are determined based on methodologies in accordance with current authoritative accounting guidance. Fair values are volatile and may be influenced by a number of factors, including market interest rates, prepayment speeds, discount rates, credit ratings and yield curves. Fair values for investment securities are based on quoted market prices, where available. If quoted market prices are not available, fair values are based on the quoted prices of similar instruments or an estimate of fair value by using a range of fair value estimates in the market place as a result of the illiquid market specific to the type of security.

When the fair value of a security is below its amortized cost, and depending on the length of time the condition exists and the extent the fair value is below amortized cost, additional analysis is performed to determine whether an other-than-temporary impairment condition exists. Available-for-sale and held-to-maturity securities are analyzed quarterly for possible other-than-temporary impairment. The analysis considers (i) whether we have the intent to sell our securities prior to recovery and/or maturity, (ii) whether it is more likely than not that we will have to sell our securities prior to recovery and/or maturity, (iii) the length of time and extent to which the fair value has been less than costs, and (iv) the financial condition of the issuer. Often, the information available to conduct these assessments is limited and rapidly changing, making estimates of fair value subject to judgment. If actual information or conditions are different than estimated, the extent of the impairment of the security may be different than previously estimated, which could have a material effect on the Company's results of operations and financial condition.

The Company's investment portfolio consists of traditional investments, substantially all in U. S. Treasury securities, obligations of U. S. government sponsored-enterprises and agencies, mortgage pass-through securities, corporate bonds and general obligation or revenue based municipal bonds. Pricing for such securities is generally readily available and transparent in the market. The Company utilizes independent third party pricing services to value its investment securities. The Company reviews the prices supplied by the independent pricing services as well as the underlying pricing methodologies for reasonableness and to ensure such prices are aligned with traditional pricing matrices. The Company validates quarterly, on a sample basis, prices supplied by the independent pricing services by comparison to prices obtained from other third party sources.

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A summary of available-for-sale and held-to-maturity securities follows (in thousands):

|   | September 30, 2012      |                                      |                                       |                         |
|---|-------------------------|--------------------------------------|---------------------------------------|-------------------------|
|   | Amortized<br>Cost Basis | Gross<br>Unrealized<br>Holding Gains | Gross<br>Unrealized<br>Holding Losses | Estimated<br>Fair Value |
| <b>Securities available-for-sale:</b>                                   |                         |                                      |                                       |                         |
| U. S. Treasury securities   | \$ 11,067               | \$ 81                                | \$                                    | \$ 11,148               |
| Obligations of U.S. government<br>sponsored-enterprises and<br>agencies | 231,223                 | 4,799                                |                                       | 236,022                 |
| Obligations of states and<br>political subdivisions                     | 770,148                 | 60,948                               | (41)                                  | 831,055                 |
| Corporate bonds and other   | 122,010                 | 6,452                                |                                       | 128,462                 |
| Residential mortgage-backed<br>securities                               | 617,057                 | 23,167                               | (1,127)                               | 639,097                 |
| Commercial mortgage-backed<br>securities                                | 35,209                  | 1,766                                | (142)                                 | 36,833                  |
| <b>Total securities available-for-sale</b>                              | <b>\$ 1,786,714</b>     | <b>\$ 97,213</b>                     | <b>\$ (1,310)</b>                     | <b>\$ 1,882,617</b>     |
| <b>Securities held-to-maturity:</b>                                     |                         |                                      |                                       |                         |
| Obligations of states and<br>political subdivisions                     | \$ 889                  | \$ 10                                | \$                                    | \$ 899                  |
| Residential mortgage-backed<br>securities                               | 308                     | 12                                   |                                       | 320                     |
| Commercial mortgage-backed<br>securities                                | 50                      | 2                                    |                                       | 52                      |
| <b>Total debt securities<br/>held-to-maturity</b>                       | <b>\$ 1,247</b>         | <b>\$ 24</b>                         | <b>\$</b>                             | <b>\$ 1,271</b>         |
|   | December 31, 2011       |                                      |                                       |                         |
|   | Amortized<br>Cost Basis | Gross<br>Unrealized<br>Holding Gains | Gross<br>Unrealized<br>Holding Losses | Estimated<br>Fair Value |
| <b>Securities available-for-sale:</b>                                   |                         |                                      |                                       |                         |
| U. S. Treasury securities   | \$ 15,143               | \$ 204                               | \$                                    | \$ 15,347               |
| Obligations of U.S. government<br>sponsored-enterprises and<br>agencies | 255,548                 | 5,802                                | (4)                                   | 261,346                 |
| Obligations of states and<br>political subdivisions                     | 655,957                 | 48,812                               | (98)                                  | 704,671                 |
| Corporate bonds and other   | 127,514                 | 4,215                                | (255)                                 | 131,474                 |
| Residential mortgage-backed<br>securities                               | 681,277                 | 24,247                               | (89)                                  | 705,435                 |
| Commercial mortgage-backed<br>securities                                | 22,003                  | 1,113                                |                                       | 23,116                  |
| <b>Total securities available-for-sale</b>                              | <b>\$ 1,757,442</b>     | <b>\$ 84,393</b>                     | <b>\$ (446)</b>                       | <b>\$ 1,841,389</b>     |
| <b>Securities held-to-maturity:</b>                                     |                         |                                      |                                       |                         |
| Obligations of states and<br>political subdivisions                     | \$ 3,187                | \$ 30                                | \$                                    | \$ 3,217                |



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|  |          |       |          |
|--|----------|-------|----------|
| Residential mortgage-backed securities | 358      | 14    | 372      |
| Commercial mortgage-backed securities  | 64       | 2     | 66       |
| Total debt securities held-to-maturity | \$ 3,609 | \$ 46 | \$ 3,655 |

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The Company invests in mortgage-backed securities that have expected maturities that differ from their contractual maturities. These differences arise because borrowers may have the right to call or prepay obligations with or without a prepayment penalty. These securities include collateralized mortgage obligations (CMOs) and other asset backed securities. The expected maturities of these securities at September 30, 2012, were computed by using scheduled amortization of balances and historical prepayment rates. At September 30, 2012 and December 31, 2011, the Company did not hold any CMOs that entail higher risks than standard mortgage-backed securities.

The amortized cost and estimated fair value of debt securities at September 30, 2012, by contractual and expected maturity, are shown below (in thousands):

|  | Available-for-Sale      |                         | Held-to-Maturity<br>Amortized |                         |
|--|-------------------------|-------------------------|-------------------------------|-------------------------|
|  | Amortized<br>Cost Basis | Estimated<br>Fair Value | Cost<br>Basis                 | Estimated<br>Fair Value |
| Due within one year                    | \$ 165,054              | \$ 168,093              | \$ 809                        | \$ 814                  |
| Due after one year through five years  | 482,396                 | 503,839                 | 80                            | 85                      |
| Due after five years through ten years | 473,421                 | 518,185                 |                               |                         |
| Due after ten years                    | 13,577                  | 16,570                  |                               |                         |
| Mortgage-backed securities             | 652,266                 | 675,930                 | 358                           | 372                     |
| Total                                  | \$ 1,786,714            | \$ 1,882,617            | \$ 1,247                      | \$ 1,271                |

The following tables disclose, as of September 30, 2012 and December 31, 2011, the Company's investment securities that have been in a continuous unrealized-loss position for less than 12 months and for 12 or more months (in thousands):

|  | Less than 12 Months |                    | 12 Months or Longer |                    | Total      |                    |
|--|---------------------|--------------------|---------------------|--------------------|------------|--------------------|
|  | Fair Value          | Unrealized<br>Loss | Fair Value          | Unrealized<br>Loss | Fair Value | Unrealized<br>Loss |
| <b>September 30, 2012</b>                        |                     |                    |                     |                    |            |                    |
| Obligations of states and political subdivisions | \$ 10,132           | \$ 41              | \$                  | \$                 | \$ 10,132  | \$ 41              |
| Residential mortgage-backed securities           | 60,685              | 1,081              | 3,709               | 46                 | 64,394     | 1,127              |
| Commercial mortgage-backed securities            | 13,727              | 142                |                     |                    | 13,727     | 142                |
| Total  | \$ 84,544           | \$ 1,264           | \$ 3,709            | \$ 46              | \$ 88,253  | \$ 1,310           |

|   | Less than 12 Months |                    | 12 Months or<br>Longer |                    | Total      |                    |
|---|---------------------|--------------------|------------------------|--------------------|------------|--------------------|
|   | Fair Value          | Unrealized<br>Loss | Fair Value             | Unrealized<br>Loss | Fair Value | Unrealized<br>Loss |
| <b>December 31, 2011</b>  |                     |                    |                        |                    |            |                    |
| Obligations of U.S. government sponsored-enterprises and agencies | \$ 3,114            | \$ 4               | \$                     | \$                 | \$ 3,114   | \$ 4               |
| Obligations of states and political subdivisions                  | 9,595               | 98                 |                        |                    | 9,595      | 98                 |
| Corporate bonds and other   | 17,533              | 255                |                        |                    | 17,533     | 255                |
| Residential mortgage-backed securities                            | 13,722              | 89                 |                        |                    | 13,722     | 89                 |
| Total   | \$ 43,964           | \$ 446             | \$                     | \$                 | \$ 43,964  | \$ 446             |

The number of investment positions in an unrealized loss position totaled 43 at September 30, 2012. We do not believe these unrealized losses are other than temporary as (i) we do not have the intent to sell our securities prior to recovery and/or maturity and (ii) it is more likely than not that we will not have to sell our securities prior to recovery and/or maturity. In making the determination, we also consider the length of time

and extent to which fair value has been less than cost and the financial condition of the

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issuer. The unrealized losses noted are interest rate related due to the level of interest rates at September 30, 2012 compared to the time of purchase. We have reviewed the ratings of the issuers and have not identified any issues related to the ultimate repayment of principal as a result of credit concerns on these securities. Our mortgage related securities are backed by GNMA, FNMA and FHLMC or are collateralized by securities backed by these agencies.

Securities, carried at approximately \$781.9 million at September 30, 2012, were pledged as collateral for public or trust fund deposits, repurchase agreements and for other purposes required or permitted by law.

During the quarter ended September 30, 2012 and 2011, sales of investment securities that were classified as available-for-sale totaled \$45.1 million and \$800 thousand, respectively. Gross realized gains from securities sales and calls during the third quarter of 2012 and 2011 totaled \$1.52 million and \$67 thousand, respectively. Gross realized losses from securities sales and calls during the third quarter of 2012 totaled \$43 thousand. There were no losses realized on securities sales and calls during the third quarter of 2011. The specific identification method was used to determine cost in order to compute the realized gains and losses.

During the nine-months ended September 30, 2012 and 2011, sales of investment securities that were classified as available-for-sale totaled \$114.1 million and \$13.2 million, respectively. Gross realized gains for securities sales and calls during the nine-month period ended September 30, 2012 and 2011 totaled \$2.25 million and \$341 thousand, respectively. Gross realized losses from sales during the nine-month period ended September 30, 2012 and 2011 totaled \$44 thousand and \$13 thousand, respectively. The specific identification method was used to determine cost in order to compute the realized gains and losses.

### **Note 4 Loans and Allowance for Loan Losses**

Loans held for investment are stated at the amount of unpaid principal, reduced by unearned income and an allowance for loan losses. Interest on loans is calculated by using the simple interest method on daily balances of the principal amounts outstanding. The Company defers and amortizes net loan origination fees and costs as an adjustment to yield. The allowance for loan losses is established through a provision for loan losses charged to expense. Loans are charged against the allowance for loan losses when management believes the collectability of the principal is unlikely.

The Company has certain lending policies and procedures in place that are designed to maximize loan income with an acceptable level of risk. Management reviews and approves these policies and procedures on a regular basis and makes changes as appropriate. Management receives and reviews frequent reports related to loan originations, quality, concentrations, delinquencies, non-performing and potential problem loans. Diversification in the loan portfolio is a means of managing risk associated with fluctuations in economic conditions, both by type of loan and geographically.

Commercial loans are underwritten after evaluating and understanding the borrower's ability to operate profitably and effectively. Underwriting standards are designed to determine whether the borrower possesses sound business ethics and practices and to evaluate current and projected cash flows to determine the ability of the borrower to repay their obligations as agreed. Commercial loans are primarily made based on the identified cash flows of the borrower and, secondarily, on the underlying collateral provided by the borrower. Most commercial loans are secured by the assets being financed or other business assets, such as accounts receivable or inventory and include personal guarantees.

Agricultural loans are subject to underwriting standards and processes similar to commercial loans. These agricultural loans are based primarily on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. Most agricultural loans are secured by the agriculture related assets being financed, such as farm land, cattle or equipment and include personal guarantees.

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Real estate loans are also subject to underwriting standards and processes similar to commercial and agricultural loans. These loans are underwritten primarily based on projected cash flows and, secondarily, as loans secured by real estate. The repayment of real estate loans is generally largely dependent on the successful operation of the property securing the loans or the business conducted on the property securing the loan. Real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. The properties securing the Company's real estate portfolio are generally diverse in terms of type and geographic location. This diversity helps reduce the exposure to adverse economic events that affect any single market or industry. Generally, real estate loans are owner occupied which further reduces the Company's risk.

Consumer loan underwriting utilizes methodical credit standards and analysis to supplement the Company's underwriting policies and procedures. The Company's loan policy addresses types of consumer loans that may be originated and the collateral, if secured, which must be perfected. The relatively smaller individual dollar amounts of consumer loans that are spread over numerous individual borrowers also minimize the Company's risk.

The allowance is an amount management believes is appropriate to absorb probable losses that have been incurred on existing loans as of the balance sheet date based upon management's review and evaluation of the loan portfolio. The allowance for loan losses is comprised of three elements: (i) specific reserves determined in accordance with current authoritative accounting guidance based on probable losses on specific classified loans; (ii) general reserve determined in accordance with current authoritative accounting guidance that considers historical loss rates; and (iii) qualitative reserves determined in accordance with current authoritative accounting guidance based upon general economic conditions and other qualitative risk factors both internal and external to the Company. The allowance for loan losses is increased by charges to income and decreased by charge-offs (net of recoveries). Management's periodic evaluation of the appropriateness of the allowance is based on general economic conditions, the financial condition of borrowers, the value and liquidity of collateral, delinquency, prior loan loss experience, and the results of periodic reviews of the portfolio. For purposes of determining our general reserve, the loan portfolio, less cash secured loans, government guaranteed loans and classified loans, is multiplied by the Company's historical loss rate. Our methodology is constructed so that specific allocations are increased in accordance with deterioration in credit quality and a corresponding increase in risk of loss. In addition, we adjust our allowance for qualitative factors such as current local economic conditions and trends, including, without limitations, unemployment, changes in lending staff, policies and procedures, changes in credit concentrations, changes in the trends and severity of problem loans and changes in trends in volume and terms of loans. This additional allocation based on qualitative factors serves to compensate for additional areas of uncertainty inherent in our portfolio that are not reflected in our historic loss factors.

Although we believe we use the best information available to make loan loss allowance determinations, future adjustments could be necessary if circumstances or economic conditions differ substantially from the assumptions used in making our initial determinations. A further downturn in the economy and employment could result in increased levels of non-performing assets and charge-offs, increased loan provisions and reductions in income. Additionally, bank regulatory agencies periodically review our allowance for loan losses and could require additions to the loan loss allowance based on their judgment of information available to them at the time of their examination.

Accrual of interest is discontinued on a loan and payments are applied to principal when management believes, after considering economic and business conditions and collection efforts, the borrower's financial condition is such that collection of interest is doubtful. Except consumer loans, generally all loans past due greater than 90 days, based on contractual terms, are placed on non-accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured. Consumer loans are generally charged-off when a loan becomes past due 90 days. For other loans in the portfolio, facts and circumstances are evaluated in making charge-off decisions.

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Loans are considered impaired when, based on current information and events, it is probable we will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. If a loan is impaired, a specific valuation allowance is allocated, if necessary. Interest payments on impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. Impaired loans, or portions thereof, are charged off when deemed uncollectable.

The Company's policy requires measurement of the allowance for an impaired, collateral dependent loan based on the fair value of the collateral. Other loan impairments are measured based on the present value of expected future cash flows or the loan's observable market price. At September 30, 2012 and 2011, and December 31, 2011, all significant impaired loans have been determined to be collateral dependent and the allowance for loss has been measured utilizing the estimated fair value of the collateral.

From time to time, the Company modifies its loan agreement with a borrower. A modified loan is considered a troubled debt restructuring when two conditions are met: (i) the borrower is experiencing financial difficulty and (ii) concessions are made by the Company that would not otherwise be considered for a borrower with similar credit risk characteristics. Modifications to loan terms may include a lower interest rate, a reduction of principal, or a longer term to maturity. To date, these troubled debt restructurings have been such that, after considering economic and business conditions and collection efforts, the collection of interest is doubtful and therefore the loan has been placed on non-accrual. Each of these loans is evaluated for impairment and a specific reserve is recorded based on probable losses, taking into consideration the related collateral and modified loan terms and cash flow. As of September 30, 2012 and 2011, and December 31, 2011, all of the Company's troubled debt restructured loans are included in the non-accrual totals.

The Company originates certain mortgage loans for sale in the secondary market. Accordingly, these loans are classified as held for sale and are carried at the lower of cost or fair value on an aggregate basis. The mortgage loan sales contracts contain indemnification clauses should the loans default, generally in the first three to six months, or if documentation is determined not to be in compliance with regulations. The Company's historic losses as a result of these indemnities have been insignificant.

Loans acquired, including loans acquired in a business combination, that have evidence of deterioration of credit quality since origination and for which it is probable, at acquisition, that the Company will be unable to collect all amounts contractually owed are initially recorded at fair value with no valuation allowance. The difference between the undiscounted cash flows expected at acquisition and the investment in the loan is recognized as interest income on a level-yield method over the life of the loan. Contractually required payments for interest and principal that exceed the undiscounted cash flows expected at acquisition are not recognized as a yield adjustment. Increases in expected cash flows subsequent to the initial investment are recognized prospectively through adjustment of the yield on the loan over its remaining life. Decreases in expected cash flows are recognized as impairment. Valuation allowances on these impaired loans reflect only losses incurred after the acquisition.

Major classifications of loans are as follows (in thousands):

|  | September 30,       |                     | December 31,        |
|--|---------------------|---------------------|---------------------|
|  | 2012                | 2011                | 2011                |
| Commercial                             | \$ 482,655          | \$ 500,106          | \$ 454,087          |
| Agricultural                           | 63,148              | 88,366              | 68,122              |
| Real estate                            | 1,191,088           | 926,597             | 1,041,396           |
| Consumer                               | 256,929             | 207,501             | 212,310             |
| <b>Total loans held for investment</b> | <b>\$ 1,993,820</b> | <b>\$ 1,722,570</b> | <b>\$ 1,775,915</b> |

Certain amounts above for December 31, 2011 have been reclassified from prior presentation to be consistent with September 30, 2012 and 2011 presentation.

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Loans held for sale totaled \$10.0 million, \$6.3 million and \$10.6 million, at September 30, 2012 and 2011 and December 31, 2011, respectively, in which the carrying amounts approximate fair value.

The Company's non-accrual loans, loans still accruing and past due 90 days or more and restructured loans are as follows (in thousands):

|   | September 30,    |                  | December 31,     |
|---|------------------|------------------|------------------|
|   | 2012             | 2011             | 2011             |
| Non-accrual loans                                 | \$ 24,283        | \$ 17,598        | \$ 19,975        |
| Loans still accruing and past due 90 days or more | 69               | 52               | 96               |
| Restructured loans*                               |                  |                  |                  |
| <b>Total</b>                                      | <b>\$ 24,352</b> | <b>\$ 17,650</b> | <b>\$ 20,071</b> |

\* Restructured loans whose interest collection, after considering economic and business conditions and collection efforts, is doubtful are included in non-accrual loans.

The Company's recorded investment in impaired loans and the related valuation allowance are as follows (in thousands):

| Recorded Investment | September 30, 2012  |                     | September 30, 2011  |                     | December 31, 2011   |                     |
|---------------------|---------------------|---------------------|---------------------|---------------------|---------------------|---------------------|
|                     | Valuation Allowance | Recorded Investment | Valuation Allowance | Recorded Investment | Valuation Allowance | Recorded Investment |
| \$ 24,283           | \$ 6,093            | \$ 17,598           | \$ 4,211            | \$ 19,975           | \$ 5,953            |                     |

The average recorded investment in impaired loans for the three and nine months ended September 30, 2012 and the year ended December 31, 2011 was approximately \$25.2 million, \$26.3 million and \$22.3 million, respectively. The Company had \$30.7 million, \$27.9 million and \$29.5 million in non-accrual, past due 90 days still accruing and restructured loans and foreclosed assets at September 30, 2012 and 2011, and December 31, 2011, respectively. Non-accrual loans totaled \$24.3 million, \$17.6 million and \$20.0 million, respectively, of this amount and consisted of (in thousands):

|              | September 30,    |                  | December 31,     |
|--------------|------------------|------------------|------------------|
|              | 2012             | 2011             | 2011             |
| Commercial   | \$ 2,890         | \$ 3,644         | \$ 3,450         |
| Agricultural | 401              | 193              | 145              |
| Real estate  | 20,673           | 13,557           | 16,193           |
| Consumer     | 319              | 204              | 187              |
| <b>Total</b> | <b>\$ 24,283</b> | <b>\$ 17,598</b> | <b>\$ 19,975</b> |

No additional funds are committed to be advanced in connection with impaired loans.

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The Company's impaired loans and related allowance as of September 30, 2012 and 2011, and December 31, 2011, are summarized in the following table (in thousands). No interest income was recognized on impaired loans subsequent to their classification as impaired.

|                    | Unpaid<br>Contractual<br>Principal<br>Balance | Recorded<br>Investment<br>With No<br>Allowance | Recorded<br>Investment<br>With<br>Allowance | Total<br>Recorded<br>Investment | Related<br>Allowance | Year-to-<br>Date<br>Average<br>Recorded<br>Investment | Three-Month<br>Average<br>Recorded<br>Investment |
|--------------------|---|--|---|---------------------------------|----------------------|---|--|
| September 30, 2012 |   |  |   |                                 |                      |   |  |
| Commercial         | \$ 3,568                                      | \$ 63  | \$ 2,827                                    | \$ 2,890                        | \$ 1,488             | \$ 3,943  | \$ 3,728   |
| Agricultural       | 408   |  | 401   | 401                             | 130                  | 455   | 416  |
| Real Estate        | 24,866  | 3,049  | 17,624                                      | 20,673                          | 4,341                | 21,537  | 20,686   |
| Consumer           | 363   | 30   | 289   | 319                             | 134                  | 344   | 320  |
| <b>Total</b>       | <b>\$ 29,205</b>                              | <b>\$ 3,142</b>                                | <b>\$ 21,141</b>                            | <b>\$ 24,283</b>                | <b>\$ 6,093</b>      | <b>\$ 26,279</b>                                      | <b>\$ 25,150</b>                                 |

|                    | Unpaid<br>Contractual<br>Principal<br>Balance | Recorded<br>Investment<br>With No<br>Allowance | Recorded<br>Investment<br>With<br>Allowance | Total<br>Recorded<br>Investment | Related<br>Allowance | Year-to-<br>Date<br>Average<br>Recorded<br>Investment | Three-Month<br>Average<br>Recorded<br>Investment |
|--------------------|---|--|---|---------------------------------|----------------------|---|--|
| September 30, 2011 |   |  |   |                                 |                      |   |  |
| Commercial         | \$ 3,961                                      | \$ 56  | \$ 3,588                                    | \$ 3,644                        | \$ 1,530             | \$ 3,844  | \$ 3,729   |
| Agricultural       | 227   | 3  | 190   | 193                             | 68                   | 243   | 199  |
| Real Estate        | 15,371  | 281  | 13,276                                      | 13,557                          | 2,549                | 14,417  | 13,860   |
| Consumer           | 248   | 58   | 146   | 204                             | 64                   | 242   | 214  |
| <b>Total</b>       | <b>\$ 19,807</b>                              | <b>\$ 398</b>                                  | <b>\$ 17,200</b>                            | <b>\$ 17,598</b>                | <b>\$ 4,211</b>      | <b>\$ 18,746</b>                                      | <b>\$ 18,002</b>                                 |

|                   | Unpaid<br>Contractual<br>Principal<br>Balance | Recorded<br>Investment<br>With No<br>Allowance | Recorded<br>Investment<br>With<br>Allowance | Total<br>Recorded<br>Investment | Related<br>Allowance | Year-to-<br>Date<br>Average<br>Recorded<br>Investment |
|-------------------|---|--|---|---------------------------------|----------------------|---|
| December 31, 2011 |   |  |   |                                 |                      |   |
| Commercial        | \$ 3,856                                      | \$   | \$ 3,450                                    | \$ 3,450                        | \$ 2,092             | \$ 3,801  |
| Agricultural      | 199   | 3  | 142   | 145                             | 79                   | 246   |
| Real Estate       | 19,305  | 1,786  | 14,407                                      | 16,193                          | 3,708                | 18,068  |
| Consumer          | 227   | 29   | 158   | 187                             | 74                   | 233   |
| <b>Total</b>      | <b>\$ 23,587</b>                              | <b>\$ 1,818</b>                                | <b>\$ 18,157</b>                            | <b>\$ 19,975</b>                | <b>\$ 5,953</b>      | <b>\$ 22,348</b>                                      |

The Company recognized interest income on impaired loans of approximately \$1.1 million during the year ended December 31, 2011. Such amounts for the three and nine-month periods ended September 30, 2012 and 2011 were not significant.

From a credit risk standpoint, the Company classifies its loans in one of four categories: (i) pass, (ii) special mention, (iii) substandard, or (iv) doubtful. Loans classified as loss are charged-off.

The classifications of loans reflect a judgment about the risks of default and loss associated with the loan. The Company reviews the ratings on our credits as part of our on-going monitoring of the credit quality of our loan portfolio. Ratings are adjusted to reflect the degree of risk and loss that are felt to be inherent in each credit as of each monthly reporting period. Our methodology is structured so that specific allocations are increased in accordance with deterioration in credit quality (and a corresponding increase in risk and loss) or decreased in accordance with improvement in credit quality (and a corresponding decrease in risk and loss).



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Credits rated special mention show clear signs of financial weaknesses or deterioration in credit worthiness, however, such concerns are not so pronounced that the Company generally expects to experience significant loss within the short-term. Such credits typically maintain the ability to perform within standard credit terms and credit exposure is not as prominent as credits rated more harshly.

Credits rated substandard are those in which the normal repayment of principal and interest may be, or has been, jeopardized by reason of adverse trends or developments of a financial, managerial, economic or political nature, or important weaknesses exist in collateral. A protracted workout on these credits is a distinct possibility. Prompt corrective action is therefore required to strengthen the Company's position, and/or to reduce exposure and to assure that adequate remedial measures are taken by the borrower. Credit exposure becomes more likely in such credits and a serious evaluation of the secondary support to the credit is performed.

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Credits rated doubtful are those in which full collection of principal appears highly questionable, and which some degree of loss is anticipated, even though the ultimate amount of loss may not yet be certain and/or other factors exist which could affect collection of debt. Based upon available information, positive action by the Company is required to avert or minimize loss. Credits rated doubtful are generally also placed on non-accrual.

At September 30, 2012 and December 31, 2011, the following summarizes the Company's internal ratings of its loans held for investment (in thousands):

|                    | Pass                | Special<br>Mention | Substandard      | Doubtful      | Total               |
|--------------------|---------------------|--------------------|------------------|---------------|---------------------|
| September 30, 2012 |                     |                    |                  |               |                     |
| Commercial         | \$ 469,370          | \$ 2,660           | \$ 10,594        | \$ 31         | \$ 482,655          |
| Agricultural       | 58,035              | 2,946              | 2,158            | 9             | 63,148              |
| Real Estate        | 1,134,219           | 17,967             | 38,763           | 139           | 1,191,088           |
| Consumer           | 255,721             | 326                | 842              | 40            | 256,929             |
| <b>Total</b>       | <b>\$ 1,917,345</b> | <b>\$ 23,899</b>   | <b>\$ 52,357</b> | <b>\$ 219</b> | <b>\$ 1,993,820</b> |

|                   | Pass                | Special<br>Mention | Substandard      | Doubtful      | Total               |
|-------------------|---------------------|--------------------|------------------|---------------|---------------------|
| December 31, 2011 |                     |                    |                  |               |                     |
| Commercial        | \$ 432,110          | \$ 9,227           | \$ 12,748        | \$ 2          | \$ 454,087          |
| Agricultural      | 65,007              | 347                | 2,755            | 13            | 68,122              |
| Real Estate       | 980,308             | 20,922             | 40,068           | 98            | 1,041,396           |
| Consumer          | 211,177             | 302                | 820              | 11            | 212,310             |
| <b>Total</b>      | <b>\$ 1,688,602</b> | <b>\$ 30,798</b>   | <b>\$ 56,391</b> | <b>\$ 124</b> | <b>\$ 1,775,915</b> |

At September 30, 2012 and December 31, 2011, the Company's past due loans are as follows (in thousands):

|                    | 15-59<br>Days<br>Past<br>Due* | 60-89<br>Days<br>Past<br>Due | Greater<br>Than<br>90<br>Days | Total<br>Past<br>Due | Current             | Total Loans         | 90<br>Days<br>Past<br>Due<br>Still<br>Accruing |
|--------------------|-------------------------------|------------------------------|-------------------------------|----------------------|---------------------|---------------------|--|
| September 30, 2012 |                               |                              |                               |                      |                     |                     |  |
| Commercial         | \$ 3,029                      | \$ 64                        | \$ 256                        | \$ 3,349             | \$ 479,306          | \$ 482,655          | \$   |
| Agricultural       | 379                           |                              |                               | 379                  | 62,769              | 63,148              |  |
| Real Estate        | 13,630                        | 1,019                        | 1,444                         | 16,093               | 1,174,995           | 1,191,088           | 54   |
| Consumer           | 1,247                         | 231                          | 105                           | 1,583                | 255,346             | 256,929             | 15   |
| <b>Total</b>       | <b>\$ 18,285</b>              | <b>\$ 1,314</b>              | <b>\$ 1,805</b>               | <b>\$ 21,404</b>     | <b>\$ 1,972,416</b> | <b>\$ 1,993,820</b> | <b>\$ 69</b>                                   |

|                   | 15-59<br>Days<br>Past<br>Due* | 60-89<br>Days<br>Past<br>Due | Greater<br>Than<br>90<br>Days | Total<br>Past<br>Due | Current    | Total<br>Loans | 90<br>Days<br>Past<br>Due<br>Still<br>Accruing |
|-------------------|-------------------------------|------------------------------|-------------------------------|----------------------|------------|----------------|--|
| December 31, 2011 |                               |                              |                               |                      |            |                |  |
| Commercial        | \$ 1,574                      | \$ 430                       | \$                            | \$ 2,004             | \$ 452,083 | \$ 454,087     | \$   |

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|              |                  |                 |                 |                  |                     |                     |              |
|--------------|------------------|-----------------|-----------------|------------------|---------------------|---------------------|--------------|
| Agricultural | 300              | 60              |                 | 360              | 67,762              | 68,122              |              |
| Real Estate  | 10,215           | 547             | 988             | 11,750           | 1,029,646           | 1,041,396           | 62           |
| Consumer     | 1,396            | 128             | 47              | 1,571            | 210,739             | 212,310             | 34           |
| <b>Total</b> | <b>\$ 13,485</b> | <b>\$ 1,165</b> | <b>\$ 1,035</b> | <b>\$ 15,685</b> | <b>\$ 1,760,230</b> | <b>\$ 1,775,915</b> | <b>\$ 96</b> |

\* The Company monitors commercial, agricultural and real estate loans after such loans are 15 days past due. Consumer loans are monitored after such loans are 30 days past due.

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The allowance for loan losses as of September 30, 2012 and 2011, and December 31, 2011, is presented below. Management has evaluated the adequacy of the allowance for loan losses by estimating the probable losses in various categories of the loan portfolio, which are identified below (in thousands):

|  | September 30,<br>2012 | September 30,<br>2011 | December 31,<br>2011 |
|--|-----------------------|-----------------------|----------------------|
| Allowance for loan losses provided for:  |                       |                       |                      |
| Loans specifically evaluated as impaired | \$ 6,093              | \$ 4,211              | \$ 5,953             |
| Remaining portfolio                      | 28,839                | 30,090                | 28,362               |
| <br>Total allowance for loan losses      | <br>\$ 34,932         | <br>\$ 34,301         | <br>\$ 34,315        |

The following table details the allowance for loan losses at September 30, 2012 and December 31, 2011 by portfolio segment (in thousands). Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

| September 30, 2012                          | Commercial   | Agricultural | Real Estate   | Consumer     | Total         |
|---|--------------|--------------|---------------|--------------|---------------|
| Loans individually evaluated for impairment | \$ 3,381     | \$ 489       | \$ 8,677      | \$ 298       | \$ 12,845     |
| Loans collectively evaluated for impairment | 4,069        | 1,269        | 15,297        | 1,452        | 22,087        |
| <br>Total                                   | <br>\$ 7,450 | <br>\$ 1,758 | <br>\$ 23,974 | <br>\$ 1,750 | <br>\$ 34,932 |

| December 31, 2011                           | Commercial   | Agricultural | Real Estate   | Consumer     | Total         |
|---|--------------|--------------|---------------|--------------|---------------|
| Loans individually evaluated for impairment | \$ 4,647     | \$ 758       | \$ 8,310      | \$ 282       | \$ 13,997     |
| Loans collectively evaluated for impairment | 5,017        | 724          | 13,223        | 1,354        | 20,318        |
| <br>Total                                   | <br>\$ 9,664 | <br>\$ 1,482 | <br>\$ 21,533 | <br>\$ 1,636 | <br>\$ 34,315 |

Changes in the allowance for loan losses for the three and nine months ended September 30, 2012 and 2011 are summarized as follows (in thousands):

Three months ended

| September 30, 2012        | Commercial   | Agricultural | Real Estate   | Consumer     | Total         |
|---------------------------|--------------|--------------|---------------|--------------|---------------|
| Beginning balance         | \$ 8,556     | \$ 1,253     | \$ 23,294     | \$ 1,644     | \$ 34,747     |
| Provision for loan losses | (1,088)      | 491          | 1,200         | 184          | 787           |
| Recoveries                | 42           | 14           | 325           | 81           | 462           |
| Charge-offs               | (60)         |              | (845)         | (159)        | (1,064)       |
| <br>End balance           | <br>\$ 7,450 | <br>\$ 1,758 | <br>\$ 23,974 | <br>\$ 1,750 | <br>\$ 34,932 |

Three months ended

| September 30, 2011 | Commercial | Agricultural | Real Estate | Consumer | Total     |
|--------------------|------------|--------------|-------------|----------|-----------|
| Beginning balance  | \$ 8,567   | \$ 1,766     | \$ 21,394   | \$ 1,679 | \$ 33,406 |

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|                           |          |          |           |          |           |
|---------------------------|----------|----------|-----------|----------|-----------|
| Provision for loan losses | 580      | (549)    | 1,291     | 32       | 1,354     |
| Recoveries                | 27       | 1        | 144       | 91       | 263       |
| Charge-offs               | (216)    | (1)      | (354)     | (151)    | (722)     |
| End balance               | \$ 8,958 | \$ 1,217 | \$ 22,475 | \$ 1,651 | \$ 34,301 |

Nine months ended

| September 30, 2012        | Commercial | Agricultural | Real Estate | Consumer | Total     |
|---------------------------|------------|--------------|-------------|----------|-----------|
| Beginning balance         | \$ 9,664   | \$ 1,482     | \$ 21,533   | \$ 1,636 | \$ 34,315 |
| Provision for loan losses | (1,935)    | 294          | 4,040       | 443      | 2,842     |
| Recoveries                | 195        | 35           | 502         | 279      | 1,011     |
| Charge-offs               | (474)      | (53)         | (2,101)     | (608)    | (3,236)   |
| End balance               | \$ 7,450   | \$ 1,758     | \$ 23,974   | \$ 1,750 | \$ 34,932 |

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Nine months ended

| September 30, 2011        | Commercial      | Agricultural    | Real Estate      | Consumer        | Total            |
|---------------------------|-----------------|-----------------|------------------|-----------------|------------------|
| Beginning balance         | \$ 7,745        | \$ 2,299        | \$ 19,101        | \$ 1,961        | \$ 31,106        |
| Provision for loan losses | 1,376           | (1,113)         | 5,096            | 46              | 5,405            |
| Recoveries                | 100             | 32              | 496              | 290             | 918              |
| Charge-offs               | (263)           | (1)             | (2,218)          | (646)           | (3,128)          |
| <b>End balance</b>        | <b>\$ 8,958</b> | <b>\$ 1,217</b> | <b>\$ 22,475</b> | <b>\$ 1,651</b> | <b>\$ 34,301</b> |

The Company's recorded investment in loans as of September 30, 2012 and December 31, 2011 related to the balance in the allowance for loan losses on the basis of the Company's impairment methodology was as follows (in thousands):

| September 30, 2012                          | Commercial        | Agricultural     | Real Estate         | Consumer          | Total               |
|---|-------------------|------------------|---------------------|-------------------|---------------------|
| Loans individually evaluated for impairment | \$ 13,285         | \$ 5,113         | \$ 56,869           | \$ 1,208          | \$ 76,475           |
| Loans collectively evaluated for impairment | 469,370           | 58,035           | 1,134,219           | 255,721           | 1,917,345           |
| <b>Total</b>                                | <b>\$ 482,655</b> | <b>\$ 63,148</b> | <b>\$ 1,191,088</b> | <b>\$ 256,929</b> | <b>\$ 1,993,820</b> |

| December 31, 2011                           | Commercial        | Agricultural     | Real Estate         | Consumer          | Total               |
|---|-------------------|------------------|---------------------|-------------------|---------------------|
| Loans individually evaluated for impairment | \$ 21,977         | \$ 3,115         | \$ 61,088           | \$ 1,133          | \$ 87,313           |
| Loans collectively evaluated for impairment | 432,110           | 65,007           | 980,308             | 211,177           | 1,688,602           |
| <b>Total</b>                                | <b>\$ 454,087</b> | <b>\$ 68,122</b> | <b>\$ 1,041,396</b> | <b>\$ 212,310</b> | <b>\$ 1,775,915</b> |

The Company's loans that were modified in the three and nine months ended September 30, 2012 and 2011 and considered a troubled debt restructuring are as follows (dollars in thousands):

|              | Three months ended September 30, 2012 |                     |                     | Three months ended September 30, 2011 |                     |                     |
|--------------|---------------------------------------|---------------------|---------------------|---------------------------------------|---------------------|---------------------|
|              | Pre-Modification                      | Post-Modification   |                     | Pre-Modification                      | Post-Modification   |                     |
|              | Number                                | Recorded Investment | Recorded Investment | Number                                | Recorded Investment | Recorded Investment |
| Commercial   | 2                                     | \$ 9                | \$ 9                | 2                                     | \$ 82               | \$ 82               |
| Agricultural |                                       |                     |                     |                                       |                     |                     |
| Real Estate  | 4                                     | 1,093               | 1,093               | 1                                     | 1,386               | 1,386               |
| Consumer     |                                       |                     |                     |                                       |                     |                     |
| <b>Total</b> | <b>6</b>                              | <b>\$ 1,102</b>     | <b>\$ 1,102</b>     | <b>3</b>                              | <b>\$ 1,468</b>     | <b>\$ 1,468</b>     |

|              | Nine months ended September 30, 2012 |                   | Nine months ended September 30, 2011 |                   |
|--------------|--------------------------------------|-------------------|--------------------------------------|-------------------|
|              | Pre-Modification                     | Post-Modification | Pre-Modification                     | Post-Modification |
|              | Recorded                             | Recorded          | Recorded                             | Recorded          |
|              |                                      |                   |                                      |                   |
| <b>Total</b> |                                      |                   |                                      |                   |

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|              | Number | Investment | Investment | Number | Investment | Investment |
|--------------|--------|------------|------------|--------|------------|------------|
| Commercial   | 11     | \$ 796     | \$ 796     | 2      | \$ 82      | \$ 82      |
| Agricultural | 5      | 354        | 354        | 2      | 2,479      | 2,479      |
| Real Estate  | 31     | 8,761      | 8,761      | 5      | 1,569      | 1,569      |
| Consumer     | 1      | 19         | 19         |        |            |            |
| Total        | 48     | \$ 9,930   | \$ 9,930   | 9      | \$ 4,130   | \$ 4,130   |

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The balances below provide information as to how the loans were modified as troubled debt restructured loans during the three and nine months ended September 30, 2012 and 2011 (in thousands):

|              | Three months ended September 30, 2012 |                   |                            | Three months ended September 30, 2011 |                   |                            |
|--------------|---------------------------------------|-------------------|----------------------------|---------------------------------------|-------------------|----------------------------|
|              | Adjusted Interest Rate                | Extended Maturity | Combined Rate and Maturity | Adjusted Interest Rate                | Extended Maturity | Combined Rate and Maturity |
| Commercial   | \$                                    | \$                | \$ 9                       | \$                                    | \$ 82             | \$                         |
| Agricultural |                                       |                   |                            |                                       |                   |                            |
| Real Estate  |                                       | 717               | 376                        |                                       | 1,386             |                            |
| Consumer     |                                       |                   |                            |                                       |                   |                            |
| <b>Total</b> | <b>\$</b>                             | <b>\$ 717</b>     | <b>\$ 385</b>              | <b>\$</b>                             | <b>\$ 1,468</b>   | <b>\$</b>                  |

|              | Nine months ended September 30, 2012 |                   |                            | Nine months ended September 30, 2011 |                   |                            |
|--------------|--------------------------------------|-------------------|----------------------------|--------------------------------------|-------------------|----------------------------|
|              | Adjusted Interest Rate               | Extended Maturity | Combined Rate and Maturity | Adjusted Interest Rate               | Extended Maturity | Combined Rate and Maturity |
| Commercial   | \$ 508                               | \$ 120            | \$ 168                     | \$                                   | \$ 82             | \$                         |
| Agricultural | 243                                  | 15                | 95                         |                                      | 2,479             |                            |
| Real Estate  | 935                                  | 1,825             | 6,002                      |                                      | 1,468             | 101                        |
| Consumer     |                                      | 19                |                            |                                      |                   |                            |
| <b>Total</b> | <b>\$ 1,686</b>                      | <b>\$ 1,979</b>   | <b>\$ 6,265</b>            | <b>\$</b>                            | <b>\$ 4,029</b>   | <b>\$ 101</b>              |

During the three and nine months ended September 30, 2012, two loans totaling \$221 thousand that had been modified as a troubled debt restructured loan within the previous 12 months defaulted on the modified loan. A default for purposes of this disclosure is a troubled debt restructured loan in which the borrower is 90 days past due or results in the foreclosure and repossession of the applicable collateral.

As of September 30, 2012, the Company has no commitments to lend additional funds to loan customers whose terms have been modified in troubled debt restructurings.

Certain of our subsidiary banks have established lines of credit with the Federal Home Loan Bank of Dallas to provide liquidity and meet pledging requirements for those customers eligible to have securities pledged to secure certain uninsured deposits. At September 30, 2012, approximately \$758.6 million in loans held by these subsidiaries were subject to blanket liens as security for these lines of credit. At September 30, 2012, \$80.7 million in letters of credit issued by the Federal Home Loan Bank of Dallas and \$6.0 million in short-term borrowings were outstanding under these lines of credit. The letters of credit were pledged as collateral for public funds held by our subsidiary banks.

**Note 5 Income Taxes**

Income tax expense was \$6.8 million for the third quarter in 2012 as compared to \$6.5 million for the same period in 2011. Our effective tax rates on pretax income were 25.64% and 26.32% for the third quarter of 2012 and 2011, respectively. Income tax expense was \$19.0 million for the nine months ended September 30, 2012 as compared to \$17.8 million for the same period in 2011. Our effective tax rates on pretax income were 25.39% and 25.89% for the nine months ended September 30, 2012 and 2011, respectively. The effective tax rates differ from the statutory federal tax rate of 35% largely due to tax exempt interest income earned on certain investment securities and loans, the deductibility of dividends paid to our employee stock ownership plan and Texas state taxes.



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### **Note 6 Stock Based Compensation**

The Company grants incentive stock options for a fixed number of shares with an exercise price equal to the fair value of the shares at the date of grant to employees. Options totaling 156,100 shares were granted in October 2011 at an exercise price of \$31.45. The weighted average grant-date fair value of these options granted was \$5.94. No options have been granted in 2012. The Company recorded stock option expense totaling approximately \$78 thousand and \$109 thousand, respectively, for the three-month periods ended September 30, 2012 and 2011. The Company recorded stock option expense totaling approximately \$251 thousand and \$326 thousand, respectively, for the nine-month periods ended September 30, 2012 and 2011. The additional disclosure requirements under authoritative accounting guidance have been omitted due to immateriality.

### **Note 7 Pension Plan**

The Company's defined benefit pension plan was frozen effective January 1, 2004, whereby no additional years of service will accrue to participants, unless the pension plan is reinstated at a future date. The pension plan covered substantially all of the Company's employees at the time. The benefits for each employee were based on years of service and a percentage of the employee's qualifying compensation during the final years of employment. The Company's funding policy was and is to contribute annually the amount necessary to satisfy the Internal Revenue Service's funding standards. Contributions to the pension plan, prior to freezing the plan, were intended to provide not only for benefits attributed to service to date but also for those expected to be earned in the future. As a result of the Pension Protection Act of 2006 (the Protection Act), the Company will be required to contribute amounts in future years to fund any shortfalls. The Company has evaluated the provisions of the Protection Act as well as the Internal Revenue Service's funding standards to develop a plan for funding in future years. The Company made a contribution totaling \$1.0 million in both March 2012 and March 2011 and an additional \$500 thousand in October 2011, and continues to evaluate future funding amounts.

Net periodic benefit costs totaling \$185 thousand and \$150 thousand were recorded, respectively, for the three months ended September 30, 2012 and 2011. Net periodic benefit costs totaling \$555 thousand and \$449 thousand, respectively, were recorded, for the nine months ended September 30, 2012 and 2011.

### **Note 8 Recently Issued Authoritative Accounting Guidance**

In 2011, the Financial Accounting Standards Board (the FASB) amended its authoritative guidance to require that all changes in stockholders equity be presented in either a single continuous statement of comprehensive income or in two separate but consecutive statements. Additionally, the authoritative guidance requires entities to present, on the face of the financial statements, reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement or statements where the components of net income and the components of other comprehensive income are presented. The option to present components of other comprehensive income as part of the statement of changes in stockholder's equity was eliminated. The new guidance was effective January 1, 2012, although certain provisions in the guidance have been deferred to allow the FASB time to re-deliberate. The new guidance did not have a significant impact on the Company's financial statements.

In 2011, the FASB amended its authoritative guidance related to goodwill impairment to give entities the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing

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the two-step impairment test is unnecessary. However, if an entity concludes otherwise, then it is required to perform the first step of the two-step impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying amount of the reporting unit. The new guidance is effective for annual and interim impairment tests in 2012, and did not have a significant impact on the Company's financial statements.

In 2011, the FASB amended its authoritative guidance related to fair value measurements and disclosures to converge the fair value measurement guidance in U.S. generally accepted accounting principles and International Financial Reporting Standards. The amendment clarifies the application of existing fair value measurement requirements, changes certain principles in existing literature and requires additional fair value disclosures. The new guidance was effective January 1, 2012 and did not have a significant impact on the Company's financial statement, except for additional disclosures.

In 2011, the FASB amended its authoritative guidance related to offsetting assets and liabilities to require an entity to disclose both gross and net information about financial instruments, such as sales and repurchase agreements and reverse sales and repurchase agreements and securities borrowing/lending arrangements, and derivative instruments that are eligible for offset in the statement of financial position and/or subject to a master netting arrangement or similar agreement. The new guidance is effective for annual and interim periods beginning on January 1, 2013, and is not expected to have a significant impact on the Company's financial statements.

### **Note 9 Fair Value Disclosures**

The authoritative accounting guidance for fair value measurements 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. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability. The price in the principal (or most advantageous) market used to measure the fair value of the asset or liability shall not be adjusted for transaction costs. An orderly transaction is a transaction that assumes exposure to the market for a period prior to the measurement date to allow for marketing activities that are usual and customary for transactions involving such assets and liabilities; it is not a forced transaction. Market participants are buyers and sellers in the principal market that are (i) independent, (ii) knowledgeable, (iii) able to transact, and (iv) willing to transact.

The authoritative accounting guidance requires the use of valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets and liabilities. The income approach uses valuation techniques to convert future amounts, such as cash flows or earnings, to a single present amount on a discounted basis. The cost approach is based on the amount that currently would be required to replace the service capacity of an asset (replacement costs). Valuation techniques should be consistently applied. Inputs to valuation techniques refer to the assumptions that market participants would use in pricing the asset or liability. Inputs may be observable, meaning those that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from independent sources, or unobservable, meaning those that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. In that regard, the authoritative guidance establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

Level 1 Inputs Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

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**Level 2 Inputs** Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (for example, interest rates, volatilities, prepayment speeds, loss severities, credit risks and default rates) or inputs that are derived principally from or corroborated by observable market data by correlation or other means. Level 2 investments consist primarily of obligations of U.S. government sponsored enterprises and agencies, obligations of state and municipal subdivisions, corporate bonds and mortgage backed securities.

**Level 3 Inputs** Significant unobservable inputs that reflect an entity's own assumptions that market participants would use in pricing the assets or liabilities.

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

In general, fair value is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models that primarily use, as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. While management believes the Company's valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

Securities classified as available-for-sale and trading are reported at fair value utilizing Level 1 and Level 2 inputs. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include market spreads, cash flows, the United States Treasury yield curve, live trading levels, trade execution data, dealer quotes, market consensus prepayments speeds, credit information and the security's terms and conditions, among other items. Securities are considered to be measured with Level 1 inputs at the time of purchase and for 30 days following. After 30 days, the majority of securities are transferred to Level 2 as they are considered to be measured with Level 2 inputs, with the exception of U. S. Treasury securities and any other security for which there remain Level 1 inputs. Transfers are recognized on the actual date of transfer.

There were no transfers between Level 2 and Level 3 during the three and nine months ended September 30, 2012 or 2011.

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The following table summarizes financial assets and financial liabilities measured at fair value on a recurring basis as of September 30, 2012, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value (dollars in thousands):

|  | Level 1<br>Inputs | Level 2<br>Inputs   | Level 3<br>Inputs | Total Fair<br>Value |
|--|-------------------|---------------------|-------------------|---------------------|
| <b>Available-for-sale investment securities:</b>                   |                   |                     |                   |                     |
| U. S. Treasury securities  | \$ 11,148         | \$                  | \$                | \$ 11,148           |
| Obligations of U. S. government sponsored-enterprises and agencies |                   | 236,022             |                   | 236,022             |
| Obligations of states and political subdivisions                   | 8,223             | 822,832             |                   | 831,055             |
| Corporate bonds  |                   | 124,256             |                   | 124,256             |
| Residential mortgage-backed securities                             |                   | 639,097             |                   | 639,097             |
| Commercial mortgage-backed securities                              |                   | 36,833              |                   | 36,833              |
| Other securities   | 4,206             |                     |                   | 4,206               |
| <b>Total</b>   | <b>\$ 23,577</b>  | <b>\$ 1,859,040</b> | <b>\$</b>         | <b>\$ 1,882,617</b> |

Certain financial assets and financial liabilities are measured at fair value on a nonrecurring basis, that is, the instruments 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). Financial assets and financial liabilities measured at fair value on a non-recurring basis include the following at September 30, 2012:

**Impaired Loans** Impaired loans are reported at the fair value of the underlying collateral if repayment is expected solely from the collateral. Collateral values are estimated using Level 2 inputs based on observable market data, generally third party appraisals, or Level 3 input based on customized discounting criteria. These appraisals are evaluated individually and discounts are made as necessary due to the age of the appraisal, lack of comparable sales, existence of superior liens and property taxes or special use type of property. Such discounts vary by appraisal based on the above factors but generally range from 5% to 25% of the appraised value. At September 30, 2012, impaired loans with a carrying value of \$24.3 million were reduced by specific valuation allowances totaling \$6.1 million resulting in a net fair value of \$18.2 million, based on Level 3 inputs.

**Loans Held for Sale** Loans held for sale are reported at the lower of cost or fair value. In determining whether the fair value of loans held for sale is less than cost when quoted market prices are not available, the Company considers investor commitments/contracts. These loans are considered Level 2 of the fair value hierarchy. At September 30, 2012, the Company's mortgage loans held for sale were recorded at cost as fair value exceeded cost.

Certain non-financial assets and non-financial liabilities measured at fair value on a non-recurring basis include other real estate owned, goodwill and other intangible assets and other non-financial long-lived assets. Non-financial assets measured at fair value on a non-recurring basis during the three and nine months ended September 30, 2012 and 2011 include other real estate owned which, subsequent to their initial transfer to other real estate owned from loans, were re-measured at fair value through a write-down included in gain (loss) on sale of foreclosed assets. During the reported periods, all fair value measurements for foreclosed assets utilized Level 2 inputs based on observable market data, generally third-party appraisals, or Level 3 inputs based on customized discounting criteria. These appraisals are evaluated individually and discounted as necessary due to the age of the appraisal, lack of comparable

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sales, expected holding periods of property or special use type of the property. Such discounts vary by appraisal based on the above factors but generally range from 5% to 25% of the appraised value. Reevaluation of other real estate owned is performed at least annually as required by regulatory guidelines or more often if particular circumstances arise. The following table presents other real estate owned that were re-measured subsequent to their initial transfer to other real estate owned (dollars in thousands):

|  | Three months ended<br>September 30, |               |
|--|-------------------------------------|---------------|
|  | 2012                                | 2011          |
| Carrying value of other real estate owned prior to re-measurement      | \$ 3,140                            | \$ 300        |
| Write-downs included in gain (loss) on sale of other real estate owned | (125)                               | (65)          |
| <b>Fair value</b>  | <b>\$ 3,015</b>                     | <b>\$ 235</b> |

  

|  | Nine months ended<br>September 30, |                 |
|--|------------------------------------|-----------------|
|  | 2012                               | 2011            |
| Carrying value of other real estate owned prior to re-measurement      | \$ 4,993                           | \$ 5,576        |
| Write-downs included in gain (loss) on sale of other real estate owned | (661)                              | (1,315)         |
| <b>Fair value</b>  | <b>\$ 4,332</b>                    | <b>\$ 4,261</b> |

At September 30, 2012 and 2011, and December 31, 2011, other real estate owned totaled \$6.3 million, \$10.0 million and \$9.2 million, respectively.

The Company is required under authoritative accounting guidance to disclose the estimated fair value of their financial instrument assets and liabilities including those subject to the requirements discussed above. For the Company, as for most financial institutions, substantially all of its assets and liabilities are considered financial instruments, as defined. Many of the Company's financial instruments, however, lack an available trading market as characterized by a willing buyer and willing seller engaging in an exchange transaction.

The estimated fair value amounts of financial instruments have been determined by the Company using available market information and appropriate valuation methodologies. However, considerable judgment is required to interpret data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

In addition, reasonable comparability between financial institutions may not be likely due to the wide range of permitted valuation techniques and numerous estimates that must be made given the absence of active secondary markets for many of the financial instruments. This lack of uniform valuation methodologies also introduces a greater degree of subjectivity to these estimated fair values.

Cash and due from banks, federal funds sold, interest-bearing deposits and time deposits in banks and accrued interest receivable and payable are liquid in nature and considered Level 1 or 2 of the fair value hierarchy.

Financial instruments with stated maturities have been valued using a present value discounted cash flow with a discount rate approximating current market for similar assets and liabilities and are considered Levels 2 and 3 of the fair value hierarchy. Financial instrument liabilities with no stated maturities have an estimated fair value equal to both the amount payable on demand and the carrying value and are considered Level 1 of the fair value hierarchy.

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The carrying value and the estimated fair value of the Company's contractual off-balance-sheet unfunded lines of credit, loan commitments and letters of credit, which are generally priced at market at the time of funding, are not material.

The estimated fair values and carrying values of all financial instruments under current authoritative guidance at September 30, 2012 and December 31, 2011, were as follows (in thousands):

|   | September 30,<br>2012 |                         | December 31,<br>2011 |                         | Fair Value<br>Hierarchy |
|---|-----------------------|-------------------------|----------------------|-------------------------|-------------------------|
|   | Carrying<br>Value     | Estimated<br>Fair Value | Carrying<br>Value    | Estimated<br>Fair Value |                         |
| Cash and due from banks                 | \$ 128,606            | \$ 128,606              | \$ 146,239           | \$ 146,239              | Level 1                 |
| Federal funds sold                      | 23,400                | 23,400                  |                      |                         | Level 1                 |
| Interest-bearing deposits in banks      | 25,633                | 25,633                  | 104,597              | 104,597                 | Level 1                 |
| Interest-bearing time deposits in banks | 67,506                | 67,506                  | 61,175               | 61,175                  | Level 2                 |
| Available-for-sale securities           | 1,882,617             | 1,882,617               | 1,841,389            | 1,841,389               | Levels 1 and 2          |
| Held-to-maturity securities             | 1,247                 | 1,271                   | 3,609                | 3,655                   | Level 2                 |
| Loans                                   | 1,968,922             | 1,976,479               | 1,752,229            | 1,757,732               | Level 3                 |
| Accrued interest receivable             | 20,956                | 20,956                  | 22,446               | 22,446                  | Level 2                 |
| Deposits with no stated maturities      | 2,764,688             | 2,764,688               | 2,582,500            | 2,582,500               | Level 1                 |
| Deposits with stated maturities         | 679,710               | 681,085                 | 752,298              | 754,186                 | Level 2                 |
| Short term borrowings                   | 254,480               | 254,480                 | 207,756              | 207,756                 | Level 2                 |
| Accrued interest payable                | 340                   | 340                     | 594                  | 594                     | Level 2                 |

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**  
**Forward-Looking Statements**

This Form 10-Q contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. When used in this Form 10-Q, words such as anticipate, believe, estimate, expect, intend, predict, project, and similar expressions, as they relate to us or management, identify forward-looking statements. These forward-looking statements are based on information currently available to our management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors, including, but not limited to, those listed in Item 1A- Risk Factors in our Annual Report on Form 10-K and the following:

general economic conditions, including our local, state and national real estate markets and employment trends;

volatility and disruption in national and international financial markets;

government intervention in the U.S. financial system including the effects of recent legislative, tax, accounting and regulatory actions and reforms, including the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), the Jumpstart Our Business Startups Act, the Consumer Financial Protection Bureau and the ratios of proposed rule making per Basel III;

political instability;

the ability of the Federal government to deal with the national economic slowdown and the effect of stimulus packages enacted by Congress as well as future stimulus packages, if any;

competition from other financial institutions and financial holding companies;

the effects of and changes in trade, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System (the Federal Reserve);

changes in the demand for loans;

fluctuations in the value of collateral securing our loan portfolio and in the level of the allowance for loan losses;

the accuracy of our estimates of future loan losses;

the accuracy of our estimates and assumptions regarding the performance of our securities portfolio;

soundness of other financial institutions with which we have transactions;

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inflation, interest rate, market and monetary fluctuations;

changes in consumer spending, borrowing and savings habits;

continued high levels of Federal Deposit Insurance Corporation (the FDIC ) insurance assessments, including the possibility of additional special assessments;

our ability to attract deposits;

changes in our liquidity position;

changes in the reliability of our vendors, internal control system or information systems;

our ability to attract and retain qualified employees;

the possible impairment of goodwill associated with our acquisitions;

consequences of continued bank mergers and acquisitions in our market area, resulting in fewer but much larger and stronger competitors;

expansion of operations, including branch openings, new product offerings and expansion into new markets;

technology system failures or cyber-security breaches of our network security;

changes in compensation and benefit plans;

acquisitions and integration of acquired businesses; and

acts of God or of war or terrorism.



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Such statements reflect the current views of our management with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to our operations, results of operations, growth strategy and liquidity. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by this paragraph. We undertake no obligation to publicly update or otherwise revise any forward-looking statements, whether as a result of new information, future events or otherwise.

## **Introduction**

As a multi-bank financial holding company, we generate most of our revenue from interest on loans and investments, trust fees, and service charges. Our primary source of funding for our loans and investments are deposits held by our subsidiary banks. Our largest expenses are interest on these deposits and salaries and related employee benefits. We usually measure our performance by calculating our return on average assets, return on average equity, our regulatory leverage and risk based capital ratios, and our efficiency ratio, which is calculated by dividing noninterest expense by the sum of net interest income on a tax equivalent basis and noninterest income.

The following discussion of operations and financial condition should be read in conjunction with the financial statements and accompanying footnotes included in Item 1 of this Form 10-Q as well as those included in the Company's 2011 Annual Report on Form 10-K.

## **Critical Accounting Policies**

We prepare consolidated financial statements based on generally accepted accounting principles and customary practices in the banking industry. These policies, in certain areas, require us to make significant estimates and assumptions.

We deem a policy critical if (1) the accounting estimate required us to make assumptions about matters that are highly uncertain at the time we make the accounting estimate; and (2) different estimates that reasonably could have been used in the current period, or changes in the accounting estimate that are reasonably likely to occur from period to period, would have a material impact on the financial statements.

We deem our most critical accounting policies to be (1) our allowance for loan losses and our provision for loan losses and (2) our valuation of securities. We have other significant accounting policies and continue to evaluate the materiality of their impact on our consolidated financial statements, but we believe these other policies either do not generally require us to make estimates and judgments that are difficult or subjective, or it is less likely they would have a material impact on our reported results for a given period. A discussion of (1) our allowance for loan losses and our provision for loan losses and (2) our valuation of securities is included in note 4 and note 3, respectively, to our notes to consolidated financial statements (unaudited) which begins on page 9.

## **Consolidation of Bank Charters    Subsequent Event**

On October 18, 2012, the Company announced that it plans to consolidate its eleven bank charters into one charter, effective at the end of the 2012 fiscal year, subject to regulatory approval. The Company cited regulatory, compliance and technology complexities and the opportunity for cost savings as its reason for making this change. The Company noted it expects to operate the banks as it does currently with local management and board decisions to benefit the customers and communities it serves.

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### **Results of Operations**

*Performance Summary.* Net earnings for the third quarter of 2012 were \$19.8 million compared to \$18.1 million for the same period in 2011, or a 9.47% increase over the same period in 2011.

Basic earnings per share for the third quarter of 2012 were \$0.63 compared to \$0.58 for the same quarter last year. The return on average assets was 1.84% for the third quarter of 2012, as compared to 1.87% for the same quarter of 2011. The return on average equity was 14.53% for the third quarter of 2012 as compared to 14.79% for the same quarter of 2011.

Net earnings for the nine-month period ended September 30, 2012 were \$55.9 million compared to \$50.9 million for the same period in 2011, or a 9.83% increase over the same period in 2011.

Basic earnings per share for the first nine-months of 2012 were \$1.78 compared to \$1.62 for the same period last year. The return on average assets was 1.78% for the first nine months of 2012, as compared to 1.79% for the same period of 2011. The return on average equity was 14.12% for the first nine months of 2012 as compared to 14.65% for the same period of 2011.

*Net Interest Income.* Net interest income is the difference between interest income on earning assets and interest expense on liabilities incurred to fund those assets. Our earning assets consist primarily of loans and investment securities. Our liabilities to fund those assets consist primarily of noninterest-bearing and interest-bearing deposits.

Tax-equivalent net interest income was \$42.9 million for the third quarter of 2012, as compared to \$41.5 million for the same period last year. The increase in 2012 compared to 2011 was largely attributable to an increase in the volume of earning assets. Average earning assets increased \$436.8 million for the third quarter of 2012 over the same period in 2011. Average taxable securities, average tax exempt securities, and average loans increased \$22.6 million, \$221.4 million and \$234.5 million, respectively, for the third quarter of 2012 over the third quarter of 2011. Average interest bearing liabilities increased \$199.6 million for the third quarter of 2012, as compared to the same period in 2011. The yield on earning assets decreased 45 basis points during the third quarter of 2012, whereas the rate paid on interest-bearing liabilities decreased 14 basis points in the third quarter of 2012 primarily due to the effects of lower interest rates.

Tax-equivalent net interest income was \$126.8 million for the first nine months of 2012, as compared to \$123.3 million for the same period last year. The increase in 2012 compared to 2011 was largely attributable to an increase in the volume of earning assets. Average earning assets increased \$395.0 million for the first nine months of 2012 over the same period in 2011. Average taxable securities, average tax exempt securities, and average loans increased \$91.5 million, \$190.9 million and \$164.5 million, respectively, for the first nine months of 2012 over the same period of 2011. Average interest bearing liabilities increased \$164.1 million for the first nine month period ended September 30, 2012, as compared to the same period in 2011. The yield on earning assets decreased 46 basis points during the first nine months of 2012, whereas the rate paid on interest-bearing liabilities decreased 14 basis points in the first nine months of 2012 primarily due to the effects of lower interest rates.

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Table 1 allocates the change in tax-equivalent net interest income between the amount of change attributable to volume and to rate.

**Table 1 Changes in Interest Income and Interest Expense (in thousands):**

|                                      | Three Months Ended<br>September 30, 2012 Compared<br>to Three Months Ended<br>September 30, 2011 |            |                 | Nine Months Ended<br>September 30, 2012 Compared to<br>Nine Months Ended<br>September 30, 2011 |             |                 |
|--------------------------------------|--|------------|-----------------|--|-------------|-----------------|
|                                      | Change Attributable to<br>Volume   | Rate       | Total<br>Change | Change Attributable to<br>Volume   | Rate        | Total<br>Change |
| Short-term investments               | \$ (112)   | \$ 22      | \$ (90)         | \$ (316)   | \$ (20)     | \$ (336)        |
| Taxable investment securities        | 192  | (2,076)    | (1,884)         | 2,432  | (6,721)     | (4,289)         |
| Tax-exempt investment securities (1) | 3,256  | (1,791)    | 1,465           | 8,599  | (4,533)     | 4,066           |
| Loans (1) (2)                        | 3,421  | (2,256)    | 1,165           | 7,222  | (5,393)     | 1,829           |
| Interest income                      | 6,757  | (6,101)    | 656             | 17,937   | (16,667)    | 1,270           |
| Interest-bearing deposits            | 87   | (800)      | (713)           | 283  | (2,567)     | (2,284)         |
| Short-term borrowings                | 27   |            | 27              | 54   | (27)        | 27              |
| Interest expense                     | 114  | (800)      | (686)           | 337  | (2,594)     | (2,257)         |
| Net interest income                  | \$ 6,643   | \$ (5,301) | \$ 1,342        | \$ 17,600  | \$ (14,073) | \$ 3,527        |

(1) Computed on a tax-equivalent basis assuming a marginal tax rate of 35%.

(2) Non-accrual loans are included in loans.

The net interest margin for the third quarter of 2012 was 4.26%, a decrease of 36 basis points from the same period in 2011. The net interest margin for the nine months ended September 30, 2012 was 4.32%, a decrease of 36 basis points from the same period in 2011. The target Federal funds rate was reduced to a range of zero to 25 basis points in December 2008. The low level of interest rates has reduced the yields on our short-term investments and investment securities as the proceeds from maturing investment securities have been invested at lower rates. We have been able to partially mitigate the impact of low short-term interest rates by establishing minimum interest rates on certain of our loans, improving the pricing for loan risk, and reducing rates paid on interest bearing liabilities. We expect interest rates to remain at the current low levels until 2014 as announced by the Federal Reserve, which will continue to place pressure on our interest margin.

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The net interest margin, which measures tax-equivalent net interest income as a percentage of average earning assets, is illustrated in Table 2.

**Table 2 Average Balances and Average Yields and Rates (in thousands, except percentages):**

|  | Three months ended September 30, |                    |                |                     |                    |                |
|--|----------------------------------|--------------------|----------------|---------------------|--------------------|----------------|
|  | 2012                             |                    |                | 2011                |                    |                |
|  | Average<br>Balance               | Income/<br>Expense | Yield/<br>Rate | Average<br>Balance  | Income/<br>Expense | Yield/<br>Rate |
| <b>Assets</b>                                    |                                  |                    |                |                     |                    |                |
| Short-term investments (1)                       | \$ 120,802                       | \$ 186             | 0.76%          | \$ 162,498          | \$ 275             | 0.67%          |
| Taxable investment securities (2)                | 1,121,465                        | 7,480              | 2.67           | 1,098,898           | 9,363              | 3.41           |
| Tax-exempt investment securities (2)(3)          | 795,727                          | 9,912              | 4.98           | 574,311             | 8,447              | 5.88           |
| Loans (3)(4)                                     | 1,967,789                        | 26,452             | 5.35           | 1,733,316           | 25,288             | 5.79           |
| <b>Total earning assets</b>                      | <b>4,005,783</b>                 | <b>44,030</b>      | <b>4.37%</b>   | <b>3,569,023</b>    | <b>43,373</b>      | <b>4.82%</b>   |
| Cash and due from banks                          | 113,932                          |                    |                | 111,230             |                    |                |
| Bank premises and equipment, net                 | 80,571                           |                    |                | 73,082              |                    |                |
| Other assets                                     | 42,868                           |                    |                | 50,650              |                    |                |
| Goodwill and other intangible assets, net        | 72,022                           |                    |                | 72,259              |                    |                |
| Allowance for loan losses                        | (35,014)                         |                    |                | (33,793)            |                    |                |
| <b>Total assets</b>                              | <b>\$ 4,280,162</b>              |                    |                | <b>\$ 3,842,451</b> |                    |                |
| <b>Liabilities and Shareholders Equity</b>       |                                  |                    |                |                     |                    |                |
| Interest-bearing deposits                        | \$ 2,240,977                     | \$ 1,094           | 0.19%          | \$ 2,138,043        | \$ 1,807           | 0.34%          |
| Short-term borrowings                            | 289,568                          | 74                 | 0.10           | 192,866             | 47                 | 0.10           |
| <b>Total interest-bearing liabilities</b>        | <b>2,530,545</b>                 | <b>1,168</b>       | <b>0.18%</b>   | <b>2,330,909</b>    | <b>1,854</b>       | <b>0.32%</b>   |
| Noninterest-bearing deposits                     | 1,149,529                        |                    |                | 981,869             |                    |                |
| Other liabilities                                | 57,823                           |                    |                | 44,467              |                    |                |
| <b>Total liabilities</b>                         | <b>3,737,897</b>                 |                    |                | <b>3,357,245</b>    |                    |                |
| Shareholders equity                              | 542,265                          |                    |                | 485,206             |                    |                |
| <b>Total liabilities and shareholders equity</b> | <b>\$ 4,280,162</b>              |                    |                | <b>\$ 3,842,451</b> |                    |                |
| <b>Net interest income</b>                       |                                  | <b>\$ 42,862</b>   |                |                     | <b>\$ 41,519</b>   |                |
| <b>Rate Analysis:</b>                            |                                  |                    |                |                     |                    |                |
| Interest income/earning assets                   |                                  |                    | 4.37%          |                     |                    | 4.82%          |
| Interest expense/earning assets                  |                                  |                    | 0.11           |                     |                    | 0.20           |
| <b>Net yield on earning assets</b>               |                                  |                    | <b>4.26%</b>   |                     |                    | <b>4.62%</b>   |

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|  | Nine months ended September 30, |                    |                |                     |                    |                |
|--|---------------------------------|--------------------|----------------|---------------------|--------------------|----------------|
|  | 2012                            |                    |                | 2011                |                    |                |
|  | Average<br>Balance              | Income/<br>Expense | Yield/<br>Rate | Average<br>Balance  | Income/<br>Expense | Yield/<br>Rate |
| <b>Assets</b>                                    |                                 |                    |                |                     |                    |                |
| Short-term investments (1)                       | \$ 130,832                      | \$ 624             | 0.69%          | \$ 182,616          | \$ 960             | 0.70%          |
| Taxable investment securities (2)                | 1,174,249                       | 24,498             | 2.78           | 1,082,779           | 28,787             | 3.54           |
| Tax-exempt investment securities (2)(3)          | 747,614                         | 29,150             | 5.20           | 556,744             | 25,083             | 6.01           |
| Loans (3)(4)                                     | 1,867,829                       | 76,633             | 5.48           | 1,703,375           | 74,805             | 5.87           |
| <b>Total earning assets</b>                      | <b>3,920,524</b>                | <b>130,905</b>     | <b>4.46%</b>   | <b>3,525,514</b>    | <b>129,635</b>     | <b>4.92%</b>   |
| Cash and due from banks                          | 117,850                         |                    |                | 111,301             |                    |                |
| Bank premises and equipment, net                 | 79,409                          |                    |                | 71,541              |                    |                |
| Other assets                                     | 47,641                          |                    |                | 51,432              |                    |                |
| Goodwill and other intangible assets, net        | 72,060                          |                    |                | 72,363              |                    |                |
| Allowance for loan losses                        | (34,725)                        |                    |                | (32,832)            |                    |                |
| <b>Total assets</b>                              | <b>\$ 4,202,759</b>             |                    |                | <b>\$ 3,799,319</b> |                    |                |
| <b>Liabilities and Shareholders Equity</b>       |                                 |                    |                |                     |                    |                |
| Interest-bearing deposits                        | \$ 2,251,221                    | \$ 3,887           | 0.23%          | \$ 2,152,529        | \$ 6,170           | 0.38%          |
| Short-term borrowings                            | 257,090                         | 176                | 0.09           | 191,671             | 150                | 0.10           |
| <b>Total interest-bearing liabilities</b>        | <b>2,508,311</b>                | <b>4,063</b>       | <b>0.22%</b>   | <b>2,344,200</b>    | <b>6,320</b>       | <b>0.36%</b>   |
| Noninterest-bearing deposits                     | 1,110,845                       |                    |                | 954,467             |                    |                |
| Other liabilities                                | 54,605                          |                    |                | 35,977              |                    |                |
| <b>Total liabilities</b>                         | <b>3,673,761</b>                |                    |                | <b>3,334,644</b>    |                    |                |
| Shareholders equity                              | 528,998                         |                    |                | 464,675             |                    |                |
| <b>Total liabilities and shareholders equity</b> | <b>\$ 4,202,759</b>             |                    |                | <b>\$ 3,799,319</b> |                    |                |
| <b>Net interest income</b>                       |                                 | <b>\$ 126,842</b>  |                |                     | <b>\$ 123,315</b>  |                |
| <b>Rate Analysis:</b>                            |                                 |                    |                |                     |                    |                |
| Interest income/earning assets                   |                                 |                    | 4.46%          |                     |                    | 4.92%          |
| Interest expense/earning assets                  |                                 |                    | 0.14           |                     |                    | 0.24           |
| <b>Net yield on earning assets</b>               |                                 |                    | <b>4.32%</b>   |                     |                    | <b>4.68%</b>   |

(1) Short-term investments are comprised of Federal funds sold and interest-bearing deposits in banks.

(2) Average balances include unrealized gains and losses on available-for-sale securities.

(3) Computed on a tax-equivalent basis assuming a marginal tax rate of 35%.

(4) Non-accrual loans are included in loans.

*Noninterest Income.* Noninterest income for the third quarter of 2012 was \$15.5 million, an increase of \$1.6 million over the same period in 2011. Trust fees increased \$458 thousand, real estate mortgage operations increased \$439 thousand, ATM, interchange and credit card fees increased \$223 thousand and the net gain on securities transactions increased \$1.4 million. The increase in trust fees reflects an increase in estate fees, fees from mineral management and an increase in assets under management over the prior year from both improved market conditions and growth in assets managed. The fair value of our trust assets managed, which are not reflected in our consolidated balance sheet, totaled \$2.75 billion at September 30, 2012 as compared to \$2.30 billion for the same date in 2011. Real estate mortgage income increased primarily due to increased market share and refinancing from the low mortgage rate environment. The increase in ATM, interchange and credit card fees is primarily a result of increased use of debit cards and an increase in the number of accounts. Under the Dodd-Frank Act, the Federal Reserve was authorized to establish rules regarding interchange fees charged for electronic debit transactions by payment card issuers. While the changes

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relate only to banks with assets greater than \$10 billion, concern exists that the regulation will also ultimately impact the interchange fees we collect.

Offsetting these increases was a decrease in service charge income of \$145 thousand, primarily from decreased customer use of overdraft services and changes in overdraft regulations. There was also a decrease in gain on sale of assets of \$620 thousand as 2011 included a sale of the former Southlake main office. We continue to monitor the impact of these new regulations and other related developments on our service charge revenue.

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Noninterest income for the nine month period ended September 30, 2012 was \$42.3 million, an increase of \$3.6 million over the same period in 2011. Trust fees increased \$1.3 million, real estate mortgage operations increased \$833 thousand, ATM, interchange and credit card fees increased \$1.2 million and the net gain on securities transactions increased \$1.9 million. The increase in trust fees reflects an increase in estate fees, fees from mineral management and an increase in assets under management over the prior year from both improved market conditions and growth in assets managed. Real estate mortgage income increased primarily due to increased market share and refinancing from the low mortgage rate environment. The increase in ATM, interchange and credit card fees is primarily a result of increased use of debit cards and an increase in the number of accounts.

Offsetting these increases was a decrease in service charge income of \$1.1 million, primarily from decreased customer use of overdraft services and changes in overdraft regulations.

**Table 3 Noninterest Income (in thousands):**

|   | Three Months<br>Ended September 30, |                        |                  | Nine Months<br>Ended September 30, |                        |                  |
|---|-------------------------------------|------------------------|------------------|------------------------------------|------------------------|------------------|
|   | 2012                                | Increase<br>(Decrease) | 2011             | 2012                               | Increase<br>(Decrease) | 2011             |
| Trust fees  | \$ 3,723                            | \$ 458                 | \$ 3,265         | \$ 10,848                          | \$ 1,328               | \$ 9,520         |
| Service charges on deposit accounts               | 4,337                               | (145)                  | 4,482            | 12,261                             | (1,115)                | 13,376           |
| ATM, interchange and credit card fees             | 3,767                               | 223                    | 3,544            | 11,226                             | 1,190                  | 10,036           |
| Real estate mortgage operations                   | 1,495                               | 439                    | 1,056            | 3,763                              | 833                    | 2,930            |
| Net gain on sale of available-for-sale securities | 1,479                               | 1,412                  | 67               | 2,206                              | 1,878                  | 328              |
| Net (loss) on sale of foreclosed assets           | (106)                               | (124)                  | 18               | (512)                              | 644                    | (1,156)          |
| <b>Other:</b>                                     |                                     |                        |                  |                                    |                        |                  |
| Check printing fees                               | 54                                  | (2)                    | 56               | 148                                | (11)                   | 159              |
| Safe deposit rental fees                          | 94                                  | (4)                    | 98               | 359                                | (5)                    | 364              |
| Credit life and debt protection fees              | 98                                  | 25                     | 73               | 180                                | 3                      | 177              |
| Brokerage commissions                             | 45                                  | 11                     | 34               | 98                                 | (65)                   | 163              |
| Interest on loan recoveries                       | 85                                  | (23)                   | 108              | 246                                | (278)                  | 524              |
| Gain (loss) on sale of assets, net                | (32)                                | (620)                  | 588              | 203                                | (651)                  | 854              |
| Miscellaneous income                              | 460                                 | (62)                   | 522              | 1,235                              | (136)                  | 1,371            |
| <b>Total other</b>                                | <b>804</b>                          | <b>(675)</b>           | <b>1,479</b>     | <b>2,469</b>                       | <b>(1,143)</b>         | <b>3,612</b>     |
| <b>Total Noninterest Income</b>                   | <b>\$ 15,499</b>                    | <b>\$ 1,588</b>        | <b>\$ 13,911</b> | <b>\$ 42,261</b>                   | <b>\$ 3,615</b>        | <b>\$ 38,646</b> |

*Noninterest Expense.* Total noninterest expense for the third quarter of 2012 was \$27.2 million, an increase of \$883 thousand, or 3.35%, as compared to the same period in 2011. An important measure in determining whether a banking company effectively manages noninterest expenses is the efficiency ratio, which is calculated by dividing noninterest expense by the sum of net interest income on a tax-equivalent basis and noninterest income. Lower ratios indicate better efficiency since more income is generated with a lower noninterest expense total. Our efficiency ratio for the third quarter of 2012 was 46.61%, compared to 47.48% from the same period in 2011.

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Salaries and employee benefits for the third quarter of 2012 totaled \$14.8 million, an increase of \$737 thousand compared to 2011. The increase was largely the result of annual pay increases.

All other categories of noninterest expense for the third quarter of 2012 totaled \$12.4 million, an increase of \$146 thousand, or 1.20%, as compared to the same period in 2011. Categories of noninterest expense with increases included ATM, interchange and credit card expense, equipment expense and advertising. ATM, interchange and credit card expense increased \$41 thousand, primarily a result of increased use of debit cards. Offsetting these increases were decreases in professional and service fees and other real estate expenses.

Total noninterest expense for the first nine months of 2012 was \$80.4 million, an increase of \$2.0 million, or 2.61%, as compared to the same period in 2011. Our efficiency ratio for the first nine months of 2012 was 47.55%, compared to 48.39% for the same period in 2011.

Salaries and employee benefits for the first nine-months of 2012 totaled \$43.3 million, an increase of \$912 thousand, compared to 2011. The increase was largely the result of annual pay increases.

All other categories of noninterest expense for the first nine months of 2012 totaled \$37.2 million, an increase of \$1.1 million, or 3.15%, as compared to the same period in 2011. Categories of noninterest expense with increases included ATM, interchange and credit card expense, equipment expense and operational and other losses. ATM, interchange and credit card expense increased \$410 thousand, primarily a result of increased use of debit cards. The operational and other losses increase was primarily a result of recurring customer debit card losses and a cyber attack on a customer's computer system, both resulting in loss exposure for the Company. The Company has implemented additional security devices and legal contracts in the cyber areas of the Company and continues to investigate further cost effective measures and expanded insurance protection. Offsetting these increases were a decrease in FDIC insurance premiums of \$474 thousand from the change implemented in the third quarter of 2011 to calculate the premiums on a different base and in professional and service fees of \$243 thousand as 2011 included technology conversion expenses related to our Huntsville acquisition.



**Table of Contents****Table 4 Noninterest Expense (in thousands):**

|   | Three Months Ended<br>September 30, |                        |                  | Nine Months Ended<br>September 30, |                        |                  |
|---|-------------------------------------|------------------------|------------------|------------------------------------|------------------------|------------------|
|   | 2012                                | Increase<br>(Decrease) | 2011             | 2012                               | Increase<br>(Decrease) | 2011             |
| Salaries                                    | \$ 11,265                           | \$ 515                 | \$ 10,750        | \$ 33,085                          | \$ 1,346               | \$ 31,739        |
| Medical                                     | 869                                 | 140                    | 729              | 2,505                              | (325)                  | 2,830            |
| Profit sharing                              | 1,343                               | 25                     | 1,318            | 3,270                              | (265)                  | 3,535            |
| Pension                                     | 185                                 | 35                     | 150              | 555                                | 106                    | 449              |
| 401(k) match expense                        | 342                                 | 19                     | 323              | 1,041                              | 53                     | 988              |
| Payroll taxes                               | 763                                 | 34                     | 729              | 2,556                              | 72                     | 2,484            |
| Stock option expense                        | 78                                  | (31)                   | 109              | 251                                | (75)                   | 326              |
| <b>Total salaries and employee benefits</b> | <b>14,845</b>                       | <b>737</b>             | <b>14,108</b>    | <b>43,263</b>                      | <b>912</b>             | <b>42,351</b>    |
| Net occupancy expense                       | 1,806                               | (17)                   | 1,823            | 5,286                              | 132                    | 5,154            |
| Equipment expense                           | 2,269                               | 299                    | 1,970            | 6,521                              | 729                    | 5,792            |
| FDIC assessment fees                        | 563                                 | 2                      | 561              | 1,655                              | (474)                  | 2,129            |
| ATM, interchange and credit card expense    | 1,317                               | 41                     | 1,276            | 4,017                              | 410                    | 3,607            |
| Professional and service fees               | 838                                 | 108                    | 730              | 2,264                              | (243)                  | 2,507            |
| Printing, stationery and supplies           | 468                                 | 25                     | 443              | 1,483                              | 124                    | 1,359            |
| Amortization of intangible assets           | 38                                  | (63)                   | 101              | 120                                | (197)                  | 317              |
| Other:                                      |                                     |                        |                  |                                    |                        |                  |
| Data processing fees                        | 86                                  | (39)                   | 125              | 190                                | (189)                  | 379              |
| Postage                                     | 355                                 | 5                      | 350              | 1,047                              | 25                     | 1,022            |
| Advertising                                 | 542                                 | (83)                   | 625              | 1,619                              | 132                    | 1,487            |
| Correspondent bank service charges.         | 220                                 | 22                     | 198              | 636                                | 30                     | 606              |
| Telephone                                   | 404                                 | (4)                    | 408              | 1,176                              | 80                     | 1,096            |
| Public relations and business development   | 456                                 | 47                     | 409              | 1,273                              | 49                     | 1,224            |
| Directors fees                              | 165                                 | 8                      | 157              | 567                                | 2                      | 565              |
| Audit and accounting fees                   | 311                                 | 6                      | 305              | 889                                | 34                     | 855              |
| Legal fees                                  | 136                                 | (29)                   | 165              | 621                                | 63                     | 558              |
| Regulatory exam fees                        | 262                                 | 30                     | 232              | 784                                | 84                     | 700              |
| Travel                                      | 193                                 | 28                     | 165              | 567                                | 38                     | 529              |
| Courier expense                             | 193                                 | 25                     | 168              | 580                                | 94                     | 486              |
| Operational and other losses                | 144                                 | (228)                  | 372              | 864                                | 102                    | 762              |
| Other real estate                           | 144                                 | (193)                  | 337              | 422                                | (365)                  | 787              |
| Other miscellaneous expense                 | 1,448                               | 156                    | 1,292            | 4,572                              | 477                    | 4,095            |
| <b>Total other</b>                          | <b>5,059</b>                        | <b>(249)</b>           | <b>5,308</b>     | <b>15,807</b>                      | <b>656</b>             | <b>15,151</b>    |
| <b>Total Noninterest Expense</b>            | <b>\$ 27,203</b>                    | <b>\$ 883</b>          | <b>\$ 26,320</b> | <b>\$ 80,416</b>                   | <b>\$ 2,049</b>        | <b>\$ 78,367</b> |

**Balance Sheet Review**

*Loans.* Our portfolio is comprised of loans made to businesses, professionals, individuals, and farm and ranch operations located in the primary trade areas served by our subsidiary banks. Real estate loans represent loans primarily for 1-4 family residences and owner-occupied commercial real estate. The structure of loans in the real estate mortgage area generally provides re-pricing intervals to minimize the interest rate risk inherent in long-term fixed rate loans. As of September 30, 2012, total loans were \$1.99 billion, an increase of \$217.9 million, as compared to December 31, 2011. As compared to December 31, 2011, commercial loans increased \$28.6 million, agricultural loans decreased \$5.0 million, real estate loans increased \$149.7 million, and consumer loans increased \$44.6 million. Loans averaged \$1.87 billion during the third quarter of 2012, an increase of \$164.5 million from the prior year third quarter average balances.



**Table of Contents****Table 5 Composition of Loans (in thousands):**

|  | September 30,       |                     | December 31,        |
|--|---------------------|---------------------|---------------------|
|  | 2012                | 2011                | 2011                |
| Commercial                             | \$ 482,655          | \$ 500,106          | \$ 454,087          |
| Agricultural                           | 63,148              | 88,366              | 68,122              |
| Real estate                            | 1,191,088           | 926,597             | 1,041,396           |
| Consumer                               | 256,929             | 207,501             | 212,310             |
| <b>Total loans held for investment</b> | <b>\$ 1,993,820</b> | <b>\$ 1,722,570</b> | <b>\$ 1,775,915</b> |

Certain amounts above for December 31, 2011 have been reclassified from prior presentation to be consistent with September 30, 2012 and 2011 presentation.

At September 30, 2012, our real estate loans represent approximately 59.7% of our loan portfolio and are comprised of (i) 1-4 family residence loans of 42.4%, (ii) commercial real estate loans of 29.4%, generally owner occupied, (iii) other loans, which includes ranches, hospitals and universities, of 18.0%, (iv) residential development and construction loans of 6.3%, which includes our custom and speculation home construction loans and (v) commercial development and construction loans of 3.9%.

Loans held for sale, consisting of mortgage loans, totaled \$10.0 million, \$6.3 million and \$10.6 million at September 30, 2012 and 2011, and December 31, 2011, respectively, in which the carrying amounts approximate market.

*Asset Quality.* Loan portfolios of each of our subsidiary banks are subject to periodic reviews by our centralized independent loan review group as well as periodic examinations by state and federal bank regulatory agencies. Non-performing assets, which are comprised of non-accrual loans, loans still accruing and past due 90 days or more, restructured loans and foreclosed assets, were \$30.7 million at September 30, 2012, as compared to \$27.9 million at September 30, 2011 and \$29.5 million at December 31, 2011. As a percent of loans and foreclosed assets, these assets were 1.53% at September 30, 2012, as compared to 1.60% at September 30, 2011 and 1.64% at December 31, 2011. The continued higher level of non-performing assets compared to several years ago is a result of ongoing weakness in real estate markets and the overall national economy. We believe the level of these assets to be manageable at September 30, 2012.

**Table of Contents****Table 6 Non-accrual Loans, Loans Still Accruing and Past Due 90 Days or More, Restructured Loans and Foreclosed Assets (in thousands, except percentages):**

|   | September 30,<br>2012 | September 30,<br>2011 | December 31,<br>2011 |
|---|-----------------------|-----------------------|----------------------|
| Non-accrual loans                                 | \$ 24,283             | \$ 17,598             | \$ 19,975            |
| Loans still accruing and past due 90 days or more | 69                    | 52                    | 96                   |
| Restructured loans                                |                       |                       |                      |
| Foreclosed assets                                 | 6,373                 | 10,254                | 9,464                |
| <b>Total</b>                                      | <b>\$ 30,725</b>      | <b>\$ 27,904</b>      | <b>\$ 29,535</b>     |
| As a % of loans and foreclosed assets             | 1.53%                 | 1.60%                 | 1.64%                |
| As a % of total assets                            | 0.71%                 | 0.71%                 | 0.72%                |

We record interest payments received on non-accrual loans as reductions of principal. Prior to the loans being placed on non-accrual, we recognized interest income on the December 31, 2011 impaired loans above of approximately \$697 thousand during the year ended December 31, 2011. If interest on these impaired loans had been recognized on a full accrual basis during the year ended December 31, 2011, such income would have approximated \$1.5 million. Such amounts for the 2012 and 2011 interim periods were insignificant.

*Provision and Allowance for Loan Losses.* The allowance for loan losses is the amount we determine as of a specific date to be appropriate to absorb probable losses on existing loans in which full collectability is unlikely based on our review and evaluation of the loan portfolio. For a discussion of our methodology, see note 4 to our notes to consolidated financial statements (unaudited). The provision for loan losses was \$787 thousand for the third quarter of 2012, as compared to \$1.4 million for the third quarter of 2011. The provision for loan losses was \$2.8 million for the first nine months of 2012, as compared to \$5.4 million for the first nine months of 2011. The continued provision for loan losses in 2012 and 2011 reflects our growth in loans and continued higher levels of non-performing and classified assets. However, the general stability of our balances in non-accrual loans, the decrease in overall classified loans and reductions in net charge-offs enabled the Company to reduce its provisions in 2012 compared to the prior year. As a percent of average loans, net loan charge-offs were 0.12% for the third quarter of 2012 compared to 0.11% during the third quarter of 2011. As a percent of average loans, net loan charge-offs were 0.16% for the first nine months of 2012 compared to 0.17% during the same period in 2011. The allowance for loan losses as a percent of loans was 1.74% as of September 30, 2012, as compared to 1.92% as of December 31, 2011 and 1.98% as of September 30, 2011. Included in Table 7 is further analysis of our allowance for loan losses compared to charge-offs.

**Table of Contents****Table 7 Loan Loss Experience and Allowance for Loan Losses (in thousands, except percentages):**

|   | Three Months Ended<br>September 30, |              | Nine Months Ended<br>September 30, |              |
|---|-------------------------------------|--------------|------------------------------------|--------------|
|   | 2012                                | 2011         | 2012                               | 2011         |
| Balance at beginning of period  | \$ 34,747                           | \$ 33,406    | \$ 34,315                          | \$ 31,106    |
| Charge-offs:  |                                     |              |                                    |              |
| Commercial  | 60                                  | 216          | 474                                | 263          |
| Agricultural  |                                     | 1            | 53                                 | 1            |
| Real Estate   | 845                                 | 354          | 2,101                              | 2,218        |
| Consumer  | 159                                 | 151          | 608                                | 646          |
| <b>Total charge-offs</b>  | <b>1,064</b>                        | <b>722</b>   | <b>3,236</b>                       | <b>3,128</b> |
| Recoveries:   |                                     |              |                                    |              |
| Commercial  | 42                                  | 27           | 195                                | 100          |
| Agricultural  | 14                                  | 1            | 35                                 | 32           |
| Real Estate   | 325                                 | 144          | 502                                | 496          |
| Consumer  | 81                                  | 91           | 279                                | 290          |
| <b>Total recoveries</b>   | <b>462</b>                          | <b>263</b>   | <b>1,011</b>                       | <b>918</b>   |
| Net charge-offs   | 602                                 | 459          | 2,225                              | 2,210        |
| Provision for loan losses   | 787                                 | 1,354        | 2,842                              | 5,405        |
| Balance at end of period  | \$ 34,932                           | \$ 34,301    | \$ 34,932                          | \$ 34,301    |
| Loans held for investment at period end   | \$ 1,993,820                        | \$ 1,722,570 | \$ 1,993,820                       | \$ 1,722,570 |
| Average loans   | 1,967,789                           | 1,733,316    | 1,867,829                          | 1,703,375    |
| Net charge-offs/average loans (annualized)  | 0.12%                               | 0.11%        | 0.16%                              | 0.17%        |
| Allowance for loan losses/period-end loans  | 1.74                                | 1.98         | 1.74                               | 1.98         |
| Allowance for loan losses/nonaccrual loans, past due<br>90 days still accruing and restructured loans | 143.4                               | 194.3        | 143.4                              | 194.3        |

The ratio of our allowance to non-accrual, past due 90 days still accruing and restructured loans has generally trended downward since 2007, as the economic conditions worsened. Although the ratio declined substantially from prior years when net charge-offs and non-performing asset levels were historically low, management believes the allowance for loan losses is appropriate at September 30, 2012 in spite of these trends.

*Interest-Bearing Deposits and Time Deposits in Banks.* As of September 30, 2012, our interest-bearing deposits and time deposits were \$93.1 million compared with \$170.5 million and \$165.8 million as of September 30, 2011 and December 31, 2011, respectively. At September 30, 2012, interest-bearing deposits and time deposits in banks included \$67.5 million invested in FDIC-insured certificates of deposit, and \$23.7 million maintained at the Federal Reserve Bank of Dallas. The continued higher level in our interest-bearing deposits in banks is the result of several factors including cash flows from maturing investment securities, growth in deposits and fluctuating deposits from larger depository customers.

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*Available-for-Sale and Held-to-Maturity Securities.* At September 30, 2012, securities with an amortized cost of \$1.3 billion were classified as securities held-to-maturity and securities with a fair value of \$1.88 billion were classified as securities available-for-sale. As compared to December 31, 2011, the available for sale portfolio, carried at fair value, at September 30, 2012, reflected (i) a decrease of \$29.5 million in U.S. Treasury securities and obligations of U.S. government sponsored-enterprises and agencies, (ii) an increase of \$126.4 million in obligations of states and political subdivisions, (iii) a decrease of \$3.01 million in corporate and other bonds, and (iv) a decrease of \$52.6 million in mortgage-backed securities. Our mortgage related securities are backed by GNMA, FNMA or FHLMC or are collateralized by securities guaranteed by these agencies.

See note 3 to consolidated financial statements (unaudited) for additional disclosures related to the maturities and fair values of the investment portfolio at September 30, 2012 and December 31, 2011.

**Table 8 Maturities and Yields of Available-for-Sale and Held-to-Maturity Securities Held at September 30, 2012 (in thousands, except percentages):**

| Available-for-Sale:   | One Year or Less |       | After One Year Through Five Years |       | Maturing After Five Years Through Ten Years |       | After Ten Years |       | Total        |       |
|---|------------------|-------|-----------------------------------|-------|---|-------|-----------------|-------|--------------|-------|
|   | Amount           | Yield | Amount                            | Yield | Amount                                      | Yield | Amount          | Yield | Amount       | Yield |
| U. S. Treasury securities   | \$ 11,148        | 1.64% | \$                                | %     | \$  | %     | \$              | %     | \$ 11,148    | 1.64% |
| Obligations of U.S. government sponsored-enterprises and agencies | 87,497           | 2.74  | 144,891                           | 1.48  | 3,634                                       | 1.26  |                 |       | 236,022      | 1.94  |
| Obligations of states and political subdivisions                  | 59,098           | 5.66  | 263,313                           | 4.46  | 492,074                                     | 5.73  | 16,570          | 7.03  | 831,055      | 5.35  |
| Corporate bonds and other securities                              | 10,350           | 3.92  | 95,634                            | 2.62  | 22,478                                      | 3.67  |                 |       | 128,462      | 2.91  |
| Mortgage-backed securities  | 36,181           | 4.42  | 501,463                           | 3.03  | 101,327                                     | 2.96  | 36,959          | 2.80  | 675,930      | 3.08  |
| Total   | \$ 204,274       | 3.88% | \$ 1,005,301                      | 3.14% | \$ 619,513                                  | 5.18% | \$ 53,529       | 4.11% | \$ 1,882,617 | 3.92% |

  

| Held-to-Maturity:                                | One Year or Less |       | After One Year Through Five Years |       | Maturing After Five Years Through Ten Years |       | After Ten Years |       | Total    |       |
|--|------------------|-------|-----------------------------------|-------|---|-------|-----------------|-------|----------|-------|
|  | Amount           | Yield | Amount                            | Yield | Amount                                      | Yield | Amount          | Yield | Amount   | Yield |
| Obligations of states and political subdivisions | \$ 809           | 8.15% | \$ 80                             | 8.20% | \$  | %     | \$              | %     | \$ 889   | 8.15% |
| Mortgage-backed securities                       |                  |       | 237                               | 3.33  | 121   | 1.88  |                 |       | 358      | 2.84  |
| Total  | \$ 809           | 8.15% | \$ 317                            | 4.55% | \$ 121                                      | 1.88% | \$              | %     | \$ 1,247 | 6.63% |

All yields are computed on a tax-equivalent basis assuming a marginal tax rate of 35%. Yields on securities are based on amortized cost. Maturities of mortgage-backed securities are based on contractual maturities and could differ due to prepayments of underlying mortgages. Maturities of other securities are reported at the sooner of maturity date or call date.

As of September 30, 2012, the investment portfolio had an overall tax equivalent yield of 3.87%, a weighted average life of 4.30 years and modified duration of 3.79 years.

*Deposits.* Deposits held by subsidiary banks represent our primary source of funding. Total deposits were \$3.44 billion as of September 30, 2012, as compared to \$3.19 billion as of September 30, 2011. Table 9 provides a breakdown of average deposits and rates paid for the three and

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nine month periods ended September 30, 2012 and 2011.

**Table of Contents****Table 9 Composition of Average Deposits (in thousands, except percentages):**

|  | Three Months Ended September 30,<br>2012 |                      | 2011               |                      |
|--|--|----------------------|--------------------|----------------------|
|  | Average<br>Balance                       | Average<br>Rate<br>% | Average<br>Balance | Average<br>Rate<br>% |
| Noninterest-bearing deposits           | \$ 1,149,529                             |                      | \$ 981,870         |                      |
| Interest-bearing deposits              |  |                      |                    |                      |
| Interest-bearing checking              | 894,796                                  | 0.11                 | 781,417            | 0.13                 |
| Savings and money market accounts      | 650,954                                  | 0.08                 | 580,695            | 0.16                 |
| Time deposits under \$100,000          | 268,981                                  | 0.62                 | 331,306            | 0.66                 |
| Time deposits of \$100,000 or more     | 426,246                                  | 0.26                 | 444,625            | 0.68                 |
| <b>Total interest-bearing deposits</b> | <b>2,240,977</b>                         | <b>0.19%</b>         | <b>2,138,043</b>   | <b>0.38%</b>         |
| Total average deposits                 | \$ 3,390,506                             |                      | \$ 3,119,913       |                      |

  

|  | Nine Months Ended September 30,<br>2012 |                      | 2011               |                      |
|--|---|----------------------|--------------------|----------------------|
|  | Average<br>Balance                      | Average<br>Rate<br>% | Average<br>Balance | Average<br>Rate<br>% |
| Noninterest-bearing deposits           | \$ 1,110,845                            |                      | \$ 954,467         |                      |
| Interest-bearing deposits              |   |                      |                    |                      |
| Interest-bearing checking              | 886,797                                 | 0.12                 | 793,566            | 0.13                 |
| Savings and money market accounts      | 641,581                                 | 0.12                 | 562,959            | 0.17                 |
| Time deposits under \$100,000          | 295,424                                 | 0.70                 | 340,576            | 0.78                 |
| Time deposits of \$100,000 or more     | 427,419                                 | 0.32                 | 455,428            | 0.79                 |
| <b>Total interest-bearing deposits</b> | <b>2,251,221</b>                        | <b>0.23%</b>         | <b>2,152,529</b>   | <b>0.38%</b>         |
| Total average deposits                 | \$ 3,362,066                            |                      | \$ 3,106,996       |                      |

*Short-Term Borrowings.* Included in short-term borrowings were federal funds purchased and securities sold under repurchase agreements of \$248.5 million and \$180.8 million at September 30, 2012 and 2011, respectively. Securities sold under repurchase agreements are generally with significant customers that require short-term liquidity for their funds which we pledge our securities that have a fair value equal to at least the amount of the short-term borrowing. The average balance of federal funds purchased and securities sold under repurchase agreements was \$266.3 million and \$192.9 million in the third quarters of 2012 and 2011, respectively. The average rates paid on federal funds purchased and securities sold under repurchase agreements was 0.10% for both the third quarters of 2012 and 2011, respectively. The average balance of federal funds purchased and securities sold under repurchase agreements was \$249.3 million and \$191.7 million in the first nine months of 2012 and 2011, respectively. The average rates paid on federal funds purchased and securities sold under repurchase agreements were 0.09% and 0.10% for the first nine months of 2012 and 2011, respectively.



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**Table of Contents****Capital Resources**

We evaluate capital resources by our ability to maintain adequate regulatory capital ratios to do business in the banking industry. Issues related to capital resources arise primarily when we are growing at an accelerated rate but not retaining a significant amount of our profits or when we experience significant asset quality deterioration.

Total shareholders' equity was \$549.9 million, or 12.76% of total assets, at September 30, 2012, as compared to \$499.2 million, or 12.68% of total assets, at September 30, 2011. Included in shareholders' equity at September 30, 2012 and September 30, 2011, were \$62.3 million and \$53.7 million, respectively, in unrealized gains on investment securities available-for-sale, net of related income taxes. For the third quarter of 2012, total shareholders' equity averaged \$542.3 million, or 12.67% of average assets, as compared to \$485.2 million, or 12.63% of average assets, during the same period in 2011. For the nine months ended September 30, 2012, total shareholders' equity averaged \$529.0 million, or 12.59% of average assets, as compared to \$464.7 million, or 12.23% of average assets, during the same period in 2011.

Banking regulators measure capital adequacy by means of the risk-based capital ratio and leverage ratio. The risk-based capital rules provide for the weighting of assets and off-balance-sheet commitments and contingencies according to prescribed risk categories ranging from 0% to 100%. Regulatory capital is then divided by risk-weighted assets to determine the risk-adjusted capital ratios. The leverage ratio is computed by dividing shareholders' equity less intangible assets by quarter-to-date average assets less intangible assets. Regulatory minimums to be designated "well capitalized" for total risk-based, Tier 1 risk based and leverage ratios are 10.00%, 6.00% and 5.00%, respectively. As of September 30, 2012, our total risk-based, Tier 1 risk based and leverage capital ratios were 18.92%, 17.66% and 10.49%, respectively, as compared to total risk-based, Tier 1 risk based and leverage capital ratios of 19.14%, 17.89% and 10.45% as of September 30, 2011. We believe by all measurements our capital ratios remain well above regulatory requirements to be considered "well capitalized" by the regulators.

*Interest Rate Risk.* Interest rate risk results when the maturity or re-pricing intervals of interest-earning assets and interest-bearing liabilities are different. Our exposure to interest rate risk is managed primarily through our strategy of selecting the types and terms of interest-earning assets and interest-bearing liabilities that generate favorable earnings while limiting the potential negative effects of changes in market interest rates. We use no off-balance-sheet financial instruments to manage or hedge interest rate risk.

Each of our subsidiary banks has an asset liability management committee that monitors interest rate risk and compliance with investment policies; there is also a holding company committee that monitors the aggregate Company's interest rate risk and compliance with investment policies. The Company and each subsidiary bank utilize an earnings simulation model as the primary quantitative tool in measuring the amount of interest rate risk associated with changing market rates. The model quantifies the effects of various interest rate scenarios on projected net interest income and net income over the next twelve months. The model measures the impact on net interest income relative to a base case scenario of hypothetical fluctuations in interest rates over the next twelve months. These simulations incorporate assumptions regarding balance sheet growth and mix, pricing and the re-pricing and maturity characteristics of the existing and projected balance sheet.

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As of September 30, 2012, the model simulations projected that 100 and 200 basis point increases in interest rates would result in positive variances in net interest income of 0.36% and 0.65%, respectively, relative to the base case over the next twelve months, while decreases in interest rates of 50 basis points would result in a negative variance in net interest income of 2.39% relative to the base case over the next twelve months. The likelihood of a decrease in interest rates beyond 50 basis points as of September 30, 2012 is considered remote given current interest rate levels. These are good faith estimates and assume that the composition of our interest sensitive assets and liabilities existing at each year-end will remain constant over the relevant twelve month measurement period and that changes in market interest rates are instantaneous and sustained across the yield curve regardless of duration of pricing characteristics of specific assets or liabilities. Also, this analysis does not contemplate any actions that we might undertake in response to changes in market interest rates. We believe these estimates are not necessarily indicative of what actually could occur in the event of immediate interest rate increases or decreases of this magnitude. As interest-bearing assets and liabilities re-price in different time frames and proportions to market interest rate movements, various assumptions must be made based on historical relationships of these variables in reaching any conclusion. Since these correlations are based on competitive and market conditions, we anticipate that our future results will likely be different from the foregoing estimates, and such differences could be material.

Should we be unable to maintain a reasonable balance of maturities and re-pricing of our interest-earning assets and our interest-bearing liabilities, we could be required to dispose of our assets in an unfavorable manner or pay a higher than market rate to fund our activities. Our asset liability committees oversee and monitor this risk.

## **Liquidity**

Liquidity is our ability to meet cash demands as they arise. Such needs can develop from loan demand, deposit withdrawals or acquisition opportunities. Potential obligations resulting from the issuance of standby letters of credit and commitments to fund future borrowings to our loan customers are other factors affecting our liquidity needs. Many of these obligations and commitments are expected to expire without being drawn upon; therefore the total commitment amounts do not necessarily represent future cash requirements affecting our liquidity position. The potential need for liquidity arising from these types of financial instruments is represented by the contractual notional amount of the instrument. Asset liquidity is provided by cash and assets which are readily marketable or which will mature in the near future. Liquid assets include cash, federal funds sold, and short-term investments in time deposits in banks. Liquidity is also provided by access to funding sources, which include core depositors and correspondent banks that maintain accounts with and sell federal funds to our subsidiary banks. Other sources of funds include our ability to borrow from short-term sources, such as purchasing federal funds from correspondent banks and sales of securities under agreements to repurchase, which amounted to \$248.5 million at September 30, 2012, and an unfunded \$25.0 million line of credit established with The Frost National Bank which matures on June 30, 2013 (see next paragraph). First Financial Bank, N. A., Abilene also has federal funds purchased lines of credit with two non-affiliated banks totaling \$80.0 million. \$8.9 million was outstanding on these federal funds purchased lines of credit at September 30, 2012. Six of our subsidiary banks have available lines of credit with the Federal Home Loan Bank of Dallas totaling \$223.2 million secured by portions of their loan portfolios and certain investment securities. At September 30, 2012, \$80.7 million in letters of credit issued by the Federal Home Loan Bank of Dallas were outstanding under these lines of credit and \$6.0 million were outstanding in short-term borrowings under these lines. The letters of credit were pledged as collateral for public funds held by our subsidiary banks.

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The Company renewed its loan agreement, effective June 30, 2011, with The Frost National Bank. Under the loan agreement, as renewed and amended, we are permitted to draw up to \$25.0 million on a revolving line of credit. Prior to June 30, 2013, interest is paid quarterly at Wall Street Journal Prime, and the line of credit matures June 30, 2013. If a balance exists at June 30, 2013, the principal balance converts to a term facility payable quarterly over five years and interest is paid quarterly at our election at Wall Street Journal Prime plus 50 basis points or LIBOR plus 250 basis points. The line of credit is unsecured. Among other provisions in the credit agreement, we must satisfy certain financial covenants during the term of the loan agreement, including, without limitation, covenants that require us to maintain certain capital, tangible net worth, loan loss reserve, non-performing asset and cash flow coverage ratio. In addition, the credit agreement contains certain operational covenants, which among others, restricts the payment of dividends above 55% of consolidated net income, limits the incurrence of debt (excluding any amounts acquired in an acquisition) and prohibits the disposal of assets except in the ordinary course of business. Since 1995, we have historically declared dividends as a percentage of our consolidated net income in a range of 37% (low) in 1995 to 53% (high) in 2003 and 2006. Management believes the Company was in compliance with the financial and operational covenants at September 30, 2012. There was no outstanding balance under the line of credit as of September 30, 2012, or December 31, 2011.

In addition, we anticipate that any future acquisition of financial institutions, expansion of branch locations or offering of new products could also place a demand on our cash resources. Available cash and interest-bearing deposits in banks which totaled \$76.8 million at September 30, 2012, investment securities which totaled \$12.7 million which matures over 11 to 18 years, available dividends from our subsidiaries which totaled \$56.3 million at September 30, 2012, utilization of available lines of credit, and future debt or equity offerings are expected to be the source of funding for these potential acquisitions or expansions. Existing cash resources at our subsidiary banks may also be used as a source of funding for these potential acquisitions or expansions.

Given the strong core deposit base, relatively low loan to deposit ratios maintained at our subsidiary banks, available lines of credit, and dividend capacity of our subsidiary banks, we consider our current liquidity position to be adequate to meet our short- and long-term liquidity needs.

*Off-Balance Sheet Arrangements.* We are a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of our customers. These financial instruments include unfunded lines of credit, commitments to extend credit and Federal funds sold and standby letters of credit. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in our consolidated balance sheets.

Our exposure to credit loss in the event of nonperformance by the counterparty to the financial instrument for unfunded lines of credit, commitments to extend credit and standby letters of credit is represented by the contractual notional amount of these instruments. We generally use the same credit policies in making commitments and conditional obligations as we do for on-balance-sheet instruments.

Unfunded lines of credit and commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. These commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. We evaluate each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, as we deem necessary upon extension of credit, is based on our credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, property, plant, and equipment and income-producing commercial properties.

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Standby letters of credit are conditional commitments we issue to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The average collateral value held on letters of credit usually exceeds the contract amount.

**Table 10 Commitments as of September 30, 2012 (in thousands):**

|                                       | <b>Total Notional<br/>Amounts<br/>Committed</b> |
|---------------------------------------|---|
| Unfunded lines of credit              | \$ 313,404                                      |
| Unfunded commitments to extend credit | 70,643  |
| Standby letters of credit             | 20,775  |
| <br>Total commercial commitments      | <br>\$ 404,822                                  |

We believe we have no other off-balance sheet arrangements or transactions with unconsolidated, special purpose entities that would expose us to liability that is not reflected on the face of the financial statements.

*Parent Company Funding.* Our ability to fund various operating expenses, dividends to shareholders, and cash acquisitions is generally dependent on our own earnings (without giving effect to our subsidiaries), cash reserves and funds derived from our subsidiary banks. These funds historically have been produced by dividends from our subsidiary banks and management fees that are limited to reimbursement of actual expenses. We anticipate that our recurring cash sources will continue to include dividends and management fees from our subsidiary banks. At September 30, 2012, approximately \$56.3 million was available for the payment of intercompany dividends by our subsidiaries without the prior approval of regulatory agencies. Our subsidiaries paid aggregate dividends of \$14.6 million and \$12.8 million for the three month periods ended September 30, 2012 and 2011, respectively. Our subsidiaries paid aggregate dividends of \$43.1 million and \$32.8 million for the nine-month periods ended September 30, 2012 and 2011, respectively.

*Dividends.* Our long-term dividend policy is to pay cash dividends to our shareholders of between 40% and 55% of net earnings while maintaining adequate capital to support growth. The cash dividend payout ratios have amounted to 41.7% and 43.7% of net earnings, respectively, for the first nine months of 2012 and the same period in 2011. Given our current capital position and projected earnings and asset growth rates, we do not anticipate any significant change in our current dividend policy.

Our state bank subsidiaries, and each of our national banking association subsidiaries are required by federal law to obtain the prior approval of the FDIC and the Office of the Comptroller of the Currency (the OCC), respectively, to declare and pay dividends if the total of all dividends declared in any calendar year would exceed the total of (1) such bank's net profits (as defined and interpreted by regulation) for that year plus (2) its retained net profits (as defined and interpreted by regulation) for the preceding two calendar years, less any required transfers to surplus. In addition, these banks may only pay dividends to the extent that retained net profits (including the portion transferred to surplus) exceed bad debts (as defined by regulation).

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To pay dividends, we and our subsidiary banks must maintain adequate capital above regulatory guidelines. In addition, if the applicable regulatory authority believes that a bank under its jurisdiction is engaged in or is about to engage in an unsafe or unsound practice (which, depending on the financial condition of the bank, could include the payment of dividends), the authority may require, after notice and hearing, that such bank cease and desist from the unsafe practice. The Federal Reserve, the FDIC and the OCC have each indicated that paying dividends that deplete a bank's capital base to an inadequate level would be an unsafe and unsound banking practice. The Federal Reserve, the OCC and the FDIC have issued policy statements that recommend that bank holding companies and insured banks should generally only pay dividends out of current operating earnings. In addition, under the Texas Finance Code, a Texas banking association may not pay a dividend that would reduce its outstanding capital and surplus unless it obtains approval of the Texas Banking Commissioner.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Management considers interest rate risk to be a significant market risk for the Company. See Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations - Capital Resources - Interest Rate Risk for disclosure regarding this market risk.

### **Item 4. Controls and Procedures**

As of September 30, 2012, we carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15 of the Securities Exchange Act of 1934. Our management, which includes our principal executive officer and our principal financial officer, does not expect that our disclosure controls and procedures will prevent all errors and all fraud.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints; additionally, the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls also is based, in part, upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate due to changes in conditions; also the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. Our principal executive officer and principal financial officer have concluded based on our evaluation of our disclosure controls and procedures, that our disclosure controls and procedures, as defined under Rule 13a-15 of the Securities Exchange Act of 1934, are effective at the reasonable assurance level as of September 30, 2012.

There were no significant changes in our internal controls over financial reporting or other factors during the third quarter of 2012 that have materially affected, or are reasonably likely to materially affect, these internal controls.

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**PART II**

**OTHER INFORMATION**

**Item 1. Legal Proceedings**

From time to time we and our subsidiary banks are parties to lawsuits arising in the ordinary course of our banking business. However, there are no material pending legal proceedings to which we, our subsidiary banks or our other direct and indirect subsidiaries, or any of their properties, are currently subject. Other than regular, routine examinations by state and federal banking authorities, there are no proceedings pending or known to be contemplated by any governmental authorities.

**Item 1A. Risk Factors**

There has been no material change in the risk factors previously disclosed under Item 1A. of the Company's 2011 Form 10-K.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None

**Item 3. Defaults Upon Senior Securities**

Not Applicable

**Item 4. Mine Safety Disclosures**

Not Applicable

**Item 5. Other Information**

None

**Item 6. Exhibits**

The following exhibits are filed as part of this report:

- 3.1 Amended and Restated Certificate of Formation (incorporated by reference from Exhibit 3.1 of the Registrant's Form 8-K filed April 25, 2012).
- 3.2 Amended and Restated Bylaws of the Registrant (incorporated by reference from Exhibit 3.2 of the Registrant's Form 8-K filed January 24, 2012).
- 4.1 Specimen certificate of First Financial Common Stock (incorporated by reference from Exhibit 3 of the Registrant's Amendment No. 1 to Form 8-A filed on Form 8-A/A No. 1 on January 7, 1994).

10.1

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Executive Recognition Agreement (incorporated by reference from Exhibit 10.1 of the Registrant's Form 8-K Report filed June 29, 2012).

- 10.2 2002 Incentive Stock Option Plan (incorporated by reference from Exhibit 10.3 of the Registrant's Form 10-Q filed May 4, 2010).
- 10.3 2012 Incentive Stock Option Plan (incorporated by reference from Appendix A of the Registrant's Definitive Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 filed March 1, 2012).
- 10.4 Loan agreement dated December 31, 2004, between First Financial Bankshares, Inc. and The Frost National Bank (incorporated by reference from Exhibit 10.4 of the Registrant's Form 10-Q filed May 4, 2010).

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|       |  |
|-------|--|
| 10.5  | First Amendment to Loan Agreement, dated December 28, 2005, between First Financial Bankshares, Inc. and The Frost National Bank (incorporated by reference from Exhibit 10.5 of the Registrant's Form 10-Q Quarterly Report filed August 2, 2011).  |
| 10.6  | Second Amendment to Loan Agreement, dated December 31, 2006, between First Financial Bankshares, Inc. and The Frost National Bank.*  |
| 10.7  | Third Amendment to Loan Agreement, dated December 31, 2007, between First Financial Bankshares, Inc. and The Frost National Bank (incorporated by reference from Exhibit 10.4 of the Registrant's Form 8-K filed January 2, 2008).                   |
| 10.8  | Fourth Amendment to Loan Agreement, dated July 24, 2008, between First Financial Bankshares, Inc. and The Frost National Bank (incorporated by reference from Exhibit 10.10 of the Registrant's Form 10-Q Quarterly Report filed July 25, 2008).     |
| 10.9  | Fifth Amendment to Loan Agreement, dated December 19, 2008, between First Financial Bankshares, Inc. and The Frost National Bank (incorporated by reference from Exhibit 10.6 of the Registrant's Form 8-K filed December 23, 2008).                 |
| 10.10 | Sixth Amendment to Loan Agreement, dated June 16, 2009, signed June 30, 2009, between First Financial Bankshares, Inc. and The Frost National Bank (incorporated by reference from Exhibit 10.7 of the Registrant's Form 8-K filed on July 1, 2009). |
| 10.11 | Seventh Amendment to Loan Agreement, dated December 30, 2009, between First Financial Bankshares, Inc. and The Frost National Bank (incorporated by reference from Exhibit 10.8 of the Registrant's Form 8-K filed December 31, 2009).               |
| 10.12 | Eighth Amendment to Loan Agreement, dated June 30, 2011, between First Financial Bankshares, Inc. and The Frost National Bank (incorporated by reference from Exhibit 10-9 of the Registrant's Form 8-K filed June 30, 2011).                        |
| 31.1  | Rule 13a-14(a) / 15(d)-14(a) Certification of Chief Executive Officer of First Financial Bankshares, Inc.*   |
| 31.2  | Rule 13a-14(a) / 15(d)-14(a) Certification of Chief Financial Officer of First Financial Bankshares, Inc.*   |
| 32.1  | Section 1350 Certification of Chief Executive Officer of First Financial Bankshares, Inc.*   |
| 32.2  | Section 1350 Certification of Chief Financial Officer of First Financial Bankshares, Inc.*   |

\* Filed herewith



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**SIGNATURES**

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

**FIRST FINANCIAL BANKSHARES, INC.**

**Date: October 31, 2012**

**By: /s/ F. Scott Dueser  
F. Scott Dueser  
President and Chief Executive Officer**

**Date: October 31, 2012**

**By: /s/ J. Bruce Hildebrand  
J. Bruce Hildebrand  
Executive Vice President and  
Chief Financial Officer**