

INTERNATIONAL BANCSHARES CORP  
Form 10-Q  
November 07, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

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

**For the quarterly period ended September 30, 2011**

**OR**

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

**For the transition period from        to**

**Commission file number 000-09439**

**INTERNATIONAL BANCSHARES CORPORATION**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction of  
incorporation or organization)

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

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**1200 San Bernardo Avenue, Laredo, Texas 78042-1359**

(Address of principal executive offices)

(Zip Code)

**(956) 722-7611**

(Registrant's telephone number, including area code)

**None**

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

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(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 Exchange Act). Yes  No

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

**Class**  
Common Stock, \$1.00 par value

**Shares Issued and Outstanding**  
67,277,845 shares outstanding at October 31, 2011



## PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

## INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Condition (Unaudited)

(Dollars in Thousands)

	September 30, 2011	December 31, 2010
<b>Assets</b>		
Cash and due from banks	\$ 229,439	\$ 197,814
Total cash and cash equivalents	229,439	197,814
Investment securities:		
Held-to-maturity (Market value of \$2,575 on September 30, 2011 and \$2,450 on December 31, 2010)	2,575	2,450
Available-for-sale (Amortized cost of \$4,840,723 on September 30, 2011 and \$5,041,847 on December 31, 2010)	4,988,913	5,086,457
Total investment securities	4,991,488	5,088,907
Loans, net of unearned discounts	5,122,200	5,410,003
Less allowance for probable loan losses	(78,406)	(84,482)
Net loans	5,043,794	5,325,521
Bank premises and equipment, net	456,738	468,950
Accrued interest receivable	30,179	35,660
Other investments	350,934	360,955
Identified intangible assets, net	13,440	17,309
Goodwill, net	282,532	282,532
Other assets	195,312	165,821
Total assets	\$ 11,593,856	\$ 11,943,469

## INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Condition, continued (Unaudited)

(Dollars in Thousands)

	September 30, 2011	December 31, 2010
<b>Liabilities and Shareholders Equity</b>		
<b>Liabilities:</b>		
<b>Deposits:</b>		
Demand non-interest bearing	\$ 1,802,783	\$ 1,639,076
Savings and interest bearing demand	2,625,154	2,522,842
Time	3,325,649	3,437,640
<b>Total deposits</b>	<b>7,753,586</b>	<b>7,599,558</b>
Securities sold under repurchase agreements	1,386,817	1,433,270
Other borrowed funds	557,744	1,026,780
Junior subordinated deferrable interest debentures	190,726	201,117
Other liabilities	121,931	223,527
<b>Total liabilities</b>	<b>10,010,804</b>	<b>10,484,252</b>
<b>Commitments, Contingent Liabilities and Other Matters (Note 10)</b>		
<b>Shareholders equity:</b>		
Series A Cumulative perpetual preferred shares, \$.01 par value, \$1,000 per share liquidation value. Authorized 25,000,000 shares; issued 216,000 shares on September 30, 2011, net of discount of \$6,088 and issued 216,000 shares on December 31, 2010, net of discount of \$7,932	209,912	208,068
Common shares of \$1.00 par value. Authorized 275,000,000 shares; issued 95,719,559 shares on September 30, 2011 and 95,711,285 shares on December 31, 2010	95,720	95,711
Surplus	162,660	162,276
Retained earnings	1,275,926	1,214,743
Accumulated other comprehensive income (including \$(7,198) and \$(6,870) of comprehensive loss related to other-than-temporary impairment for non-credit related issues)	95,525	28,777
	1,839,743	1,709,575
Less cost of shares in treasury, 28,433,714 shares on September 30, 2011 and 28,016,059 shares on December 31, 2010	(256,691)	(250,358)
<b>Total shareholders equity</b>	<b>1,583,052</b>	<b>1,459,217</b>
<b>Total liabilities and shareholders equity</b>	<b>\$ 11,593,856</b>	<b>\$ 11,943,469</b>

See accompanying notes to consolidated financial statements.



## INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Income (Unaudited)

(Dollars in Thousands, except per share data)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2011	2010	2011	2010
Interest income:				
Loans, including fees	\$ 72,461	\$ 77,037	\$ 221,715	\$ 236,417
Investment securities:				
Taxable	28,427	33,665	87,890	103,346
Tax-exempt	2,694	1,897	7,208	5,314
Other interest income	41	1,656	1,792	2,081
Total interest income	103,623	114,255	318,605	347,158
Interest expense:				
Savings deposits	1,732	2,210	6,226	7,101
Time deposits	7,636	11,298	24,551	37,173
Securities sold under repurchase agreements	10,608	11,005	31,807	33,292
Other borrowings	332	317	1,427	757
Junior subordinated interest deferrable debentures	2,771	3,072	8,806	9,149
Total interest expense	23,079	27,902	72,817	87,472
Net interest income	80,544	86,353	245,788	259,686
Provision for probable loan losses	5,670	6,837	7,833	15,495
Net interest income after provision for probable loan losses	74,874	79,516	237,955	244,191
Non-interest income:				
Service charges on deposit accounts	24,205	25,613	72,905	74,847
Other service charges, commissions and fees				
Banking	13,749	11,787	41,187	35,574
Non-banking	1,677	2,607	4,346	6,130
Gain on investment securities transactions, net	6,587	13	9,448	30,850
Other investments, net	2,749	4,710	12,325	12,183
Other income	2,244	2,159	7,230	8,302
Total non-interest income	51,211	46,889	147,441	167,886

## INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Income, continued (Unaudited)

(Dollars in Thousands, except per share data)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2011	2010	2011	2010
Non-interest expense:				
Employee compensation and benefits	\$ 32,034	\$ 32,379	\$ 96,689	\$ 96,541
Occupancy	10,640	9,347	28,256	26,589
Depreciation of bank premises and equipment	8,491	8,770	24,749	26,751
Professional fees	3,698	4,291	11,273	12,054
Deposit insurance assessments	2,472	2,475	7,521	7,687
Net expense, other real estate owned	1,954	525	11,218	2,409
Amortization of identified intangible assets	1,324	1,321	3,950	3,946
Advertising	1,794	2,480	5,421	7,547
Litigation expense		34		21,837
Impairment charges (Total other-than-temporary impairment charges, \$152, net of \$(134), \$(55), net of \$(586), \$1,206, net of \$505, and \$3,989, net of \$(4,003) included in other comprehensive income)	286	531	701	7,992
Other	17,597	17,226	49,919	51,069
Total non-interest expense	80,290	79,379	239,697	264,422
Income before income taxes	45,795	47,026	145,699	147,655
Provision for income taxes	15,164	13,477	48,923	48,052
Net income	30,631	33,549	96,776	99,603
Preferred Stock Dividends	3,324	3,286	9,944	9,831
Net income available to common shareholders	\$ 27,307	\$ 30,263	\$ 86,832	\$ 89,772
Basic earnings per common share:				
Weighted average number of shares outstanding:	67,423,857	67,822,455	67,583,449	67,995,734
Net income	\$ .41	\$ .45	\$ 1.28	\$ 1.32
Fully diluted earnings per common share:				
Weighted average number of shares outstanding:	67,469,889	67,880,694	67,645,411	68,082,452
Net income	\$ .40	\$ .45	\$ 1.28	\$ 1.32

See accompanying notes to consolidated financial statements.





## INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Comprehensive Income (Unaudited)

(Dollars in Thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Net income	\$ 30,631	\$ 33,549	\$ 96,776	\$ 99,603
Other comprehensive income, net of tax				
Net unrealized holding gains on securities available for sale arising during period (tax effects of \$7,125, \$45, \$39,003 and \$9,791)	13,232	84	72,433	18,183
Reclassification adjustment for gains on securities available for sale included in net income (tax effects of \$(2,306), \$(5), \$(3,307) and \$(10,798))	(4,281)	(8)	(6,141)	(20,052)
Reclassification adjustment for impairment charges on available for sale securities included in net income (tax effects of \$100, \$186, \$245, \$2,797)	186	345	456	5,195
Comprehensive income	\$ 39,768	\$ 33,970	\$ 163,524	\$ 102,929

See accompanying notes to consolidated financial statements.

## INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Cash Flows (Unaudited)

(Dollars in Thousands)

	Nine Months Ended September 30,	
	2011	2010
Operating activities:		
Net income	\$ 96,776	\$ 99,603
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for probable loan losses	7,833	15,495
Accretion of time deposit discounts	(11)	(11)
Depreciation of bank premises and equipment	24,749	26,751
Gain on sale of bank premises and equipment	(267)	(192)
Accretion of investment securities discounts	(1,387)	(1,284)
Amortization of investment securities premiums	13,968	7,906
Investment securities transactions, net	(9,448)	(30,850)
Impairment charges on available-for-sale investment securities	701	7,992
Amortization of junior subordinated debenture discounts	9	27
Amortization of identified intangible assets	3,950	3,946
Stock based compensation expense	280	431
Earnings from affiliates and other investments	(11,542)	(10,940)
Deferred tax expense (benefit)	766	(11,355)
Decrease in accrued interest receivable	5,481	6,234
Net decrease in other assets	18,328	12,752
Net increase in other liabilities	7,976	38,229
Net cash provided by operating activities	158,162	164,734
Investing activities:		
Proceeds from maturities of securities	1,300	1,924
Proceeds from sales and calls of available for sale securities	926,869	1,068,184
Purchases of available for sale securities	(1,596,603)	(1,956,467)
Principal collected on mortgage-backed securities	703,618	737,947
Net decrease in loans	228,021	85,195
Purchases of other investments	(1,941)	(2,239)
Distributions of other investments	23,504	29,870
Purchases of bank premises and equipment	(13,450)	(11,243)
Proceeds from sale of bank premises and equipment	1,180	1,854
Net cash provided by (used in) investing activities	272,498	(44,975)

## INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Cash Flows, continued (Unaudited)

(Dollars in Thousands)

	Nine Months Ended September 30,	
	2011	2010
Financing activities:		
Net increase in non-interest bearing demand deposits	\$ 163,707	\$ 55,740
Net increase in savings and interest bearing demand deposits	102,312	203,944
Net (decrease) increase in time deposits	(111,980)	24,532
Net (decrease) increase in securities sold under repurchase agreements	(46,453)	36,283
Net decrease in other borrowed funds	(469,036)	(425,325)
Repayment of long-term debt	(10,400)	
Purchase of treasury stock	(6,333)	(6,493)
Proceeds from stock transactions	112	484
Payments of dividends on common stock	(12,864)	(11,578)
Payments of dividends on preferred stock	(8,100)	(8,100)
Net cash used in financing activities	(399,035)	(130,513)
Increase (decrease) in cash and cash equivalents	31,625	(10,754)
Cash and cash equivalents at beginning of period	197,814	224,638
Cash and cash equivalents at end of period	\$ 229,439	\$ 213,884
Supplemental cash flow information:		
Interest paid	\$ 75,533	\$ 88,561
Income taxes paid	45,022	55,234
Accrued dividends, preferred shares	1,350	1,350
Dividends declared, not yet paid on common stock	12,784	12,867
Purchases of available-for-sale securities not yet settled		451,148
Sales of available-for-sale securities not yet settled	2,027	
Net transfers from loans to other real estate owned	45,873	56,609

See accompanying notes to consolidated financial statements.

**INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

**(Unaudited)**

**Note 1 - Basis of Presentation**

The accounting and reporting policies of International Bancshares Corporation ( Corporation ) and Subsidiaries (the Corporation and Subsidiaries collectively referred to herein as the Company ) conform to accounting principles generally accepted in the United States of America and to general practices within the banking industry. The consolidated financial statements include the accounts of the Corporation and its wholly-owned subsidiaries, International Bank of Commerce, Laredo ( IBC ), Commerce Bank, International Bank of Commerce, Zapata, International Bank of Commerce, Brownsville and the Corporation s wholly-owned non-bank subsidiaries, IBC Subsidiary Corporation, IBC Life Insurance Company, IBC Trading Company, IBC Capital Corporation and Premier Tierra Holdings, Inc. All significant inter-company balances and transactions have been eliminated in consolidation. The consolidated financial statements are unaudited, but include all adjustments, which, in the opinion of management, are necessary for a fair presentation of the results of the periods presented. All such adjustments were of a normal and recurring nature. It is suggested that these financial statements be read in conjunction with the financial statements and the notes thereto in the Company s latest Annual Report on Form 10-K. The consolidated statement of condition at December 31, 2010 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. Certain reclassifications have been made to make prior periods comparable.

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

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

**Note 2 Fair Value Measurements**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; it also establishes a fair value hierarchy that prioritizes the inputs used in valuation methodologies into the following three levels:

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

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

The following table represents assets and liabilities reported on the consolidated balance sheets at their fair value on a recurring basis as of September 30, 2011 by level within the fair value measurement hierarchy:

**Fair Value Measurements at Reporting Date Using  
(in thousands)**

	<b>Assets/Liabilities Measured at Fair Value September 30, 2011</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
<i>Measured on a recurring basis:</i>				
Assets:				
Residential mortgage-backed securities				
Available-for-sale	\$ 4,749,581	\$	\$ 4,709,104	\$ 40,477
States and political subdivisions				
Available-for-sale	224,515		224,515	
Other				
Available-for-sale	14,817	14,817		

The following table represents assets and liabilities reported on the consolidated balance sheets at their fair value on a recurring basis as of December 31, 2010 by level within the fair value measurement hierarchy:

**Fair Value Measurements at Reporting Date Using  
(in thousands)**

	<b>Assets/Liabilities Measured at Fair Value December 31, 2010</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
<i>Measured on a recurring basis:</i>				
Assets:				
U.S. Treasury securities				
Available-for-sale	\$ 1,327	\$	\$ 1,327	\$
Residential mortgage-backed securities				
Available-for-sale	4,924,468		4,878,440	46,028
States and political subdivisions				
Available-for-sale	145,997		145,997	
Other				
Available-for-sale	14,665	14,665		

Investment securities available-for-sale are classified within level 2 and level 3 of the valuation hierarchy, with the exception of certain equity investments that are classified within level 1. For investments classified as level 2 in the fair value hierarchy, the Company obtains fair value measurements for investment securities from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions, among other things. Investment securities classified as level 3 are non-agency mortgage-backed securities. The non-agency mortgage-backed securities held by the Company are traded in in-active markets and markets that have experienced significant decreases in volume and level of activity, as exhibited by few recent transactions, a significant decline or absence of new issuances, price quotations that are not based on comparable securities transactions and wide bid-ask spreads among other factors. As a result of the inability to use quoted market prices to determine fair value for these securities, the Company determined that fair value, as determined by level 3 inputs in the fair value hierarchy, is more appropriate for financial reporting and more consistent with the expected performance of the investments. For the investments classified within level 3 of the fair value hierarchy, the Company used a discounted cash flow model to determine fair value. Inputs in the model included both historical performance and expected future performance based on information currently available. Assumptions used in the discounted cash flow model included estimates on future principal prepayment rates, default and loss severity rates. The Company estimates that future principal prepayment rates will range from 4 - 5% and used a 13% discount rate. Default rates used in the model were 10 - 11% for the first year and 7% thereafter, and loss severity rates started at 60% for the first year and are decreased by 10% for the following three years, and remains at 20% thereafter.

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

Balance at December 31, 2010	\$	46,028
Principal paydowns		(4,345)
Total unrealized gains (losses) included in:		
Other comprehensive income		(505)
Net income		(701)
Balance at September 30, 2011	\$	40,477

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



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The following table represents assets measured at fair value on a non-recurring basis as of and for the period ended September 30, 2011 by level within the fair value measurement hierarchy:

	Fair Value Measurements at Reporting Date				
	Assets/Liabilities Measured at Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Using (in thousands)		
Significant Other Observable Inputs (Level 2)			Significant Unobservable Inputs (Level 3)		
<i>Measured on a non-recurring basis:</i>					
Assets:					
Impaired loans	\$ 60,588	\$	\$	\$ 60,588	\$ 7,238
Other real estate owned	33,122			33,122	7,998

The following table represents assets measured at fair value on a non-recurring basis as of and for the year ended December 31, 2010 by level within the fair value measurement hierarchy:

	Fair Value Measurements at Reporting Date				
	Assets/Liabilities Measured at Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Using (in thousands)		
Significant Other Observable Inputs (Level 2)			Significant Unobservable Inputs (Level 3)		
<i>Measured on a non-recurring basis:</i>					
Assets:					
Impaired loans	\$ 24,034	\$	\$	\$ 24,034	\$ (114)
Other real estate owned	52,319			52,319	719

The Company's assets measured at fair value on a non-recurring basis are limited to impaired loans and other real estate owned. Impaired loans are classified within level 3 of the valuation hierarchy. The fair value of impaired loans is derived in accordance with FASB ASC Topic 310, Receivables. The fair value of impaired loans is based on the fair value of the collateral, as determined through an external appraisal process, discounted based on internal criteria. Impaired loans are primarily comprised of collateral-dependent commercial loans. Impaired loans are remeasured and reported at fair value through a specific valuation allowance allocation of the allowance for probable loan losses based upon the fair value of the underlying collateral.

Other real estate owned is comprised of real estate acquired by foreclosure and deeds in lieu of foreclosure. Other real estate owned is carried at the lower of the recorded investment in the property or its fair value less estimated costs to sell such property (as determined by independent appraisal) within level 3 of the fair value hierarchy. Prior to foreclosure, the value of the underlying loan is written down to the fair value of the real estate to be acquired by a charge to the allowance for probable loan losses, if necessary. The fair value is reviewed periodically and subsequent write downs are made accordingly. Other real estate owned is included in other assets on the consolidated financial statements. For the nine months ended September 30, 2011 and the twelve months ended December 31, 2010, the Company recorded \$1,560,000 and \$23,999,000 in charges to the allowance for probable loan losses in connection with other real estate owned. For the nine months ended September 30, 2011 and the twelve months ended December 31, 2010, the Company recorded \$7,998,000 and \$719,000 in write downs in fair value in connection with other real estate owned.

The fair value estimates, methods, and assumptions for the Company's financial instruments at September 30, 2011 and December 31, 2010 are outlined below.

#### *Cash and Due From Banks*

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

#### *Investment Securities Held to Maturity*

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

#### *Investment Securities Available For Sale*

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

#### *Loans*

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

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For variable rate performing loans, the carrying amount approximates the fair value. For fixed rate performing loans, except residential mortgage loans, the fair value is calculated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect the credit and interest rate risk inherent in the loan. For performing residential mortgage loans, fair value is estimated by discounting contractual cash flows adjusted for prepayment estimates using discount rates based on secondary market sources or the primary origination market. At September 30, 2011, and December 31, 2010, the carrying amount of fixed rate performing loans was \$1,310,256,000 and \$1,337,827,000 respectively, and the estimated fair value was \$1,239,371,000 and \$1,226,413,000, respectively.

### *Accrued Interest*

The carrying amounts of accrued interest approximate fair value.

*Deposits*

The fair value of deposits with no stated maturity, such as non-interest bearing demand deposit accounts, savings accounts and interest bearing demand deposit accounts, was equal to the amount payable on demand as of September 30, 2011 and December 31, 2010. The fair value of time deposits is based on the discounted value of contractual cash flows. The discount rate is based on currently offered rates. At September 30, 2011 and December 31, 2010, the carrying amount of time deposits was \$3,325,649,000 and \$3,437,640,000, respectively, and the estimated fair value was \$3,339,442,000 and \$3,449,980,000, respectively.

*Securities Sold Under Repurchase Agreements*

Securities sold under repurchase agreements include both short and long-term maturities. Due to the contractual terms of the short-term instruments, the carrying amounts approximated fair value at September 30, 2011 and December 31, 2010. The fair value of the long-term instruments is based on established market spreads. At September 30, 2011 and December 31, 2010, the carrying amount of long-term repurchase agreements was \$1,000,000,000 and the estimated fair value was \$1,164,628,000 and \$1,123,774,000, respectively.

*Junior Subordinated Deferrable Interest Debentures*

The Company currently has fixed and floating rate junior subordinated deferrable interest debentures outstanding. Due to the contractual terms of the floating rate junior subordinated deferrable interest debentures, the carrying amounts approximated fair value at September 30, 2011 and December 31, 2010. The fair value of the fixed rate junior subordinated deferrable interest debentures is based on established market spreads to the debentures. At September 30, 2011 and December 31, 2010, the carrying amount of fixed rate junior subordinated deferrable interest debentures was \$128,868,000 and \$139,259,000, respectively, and the estimated fair value was \$67,681,000 and \$74,103,000, respectively.

*Other Borrowed Funds*

The company currently has short and long-term borrowings issued from the Federal Home Loan Bank ( FHLB ). Due to the contractual terms of the short-term borrowings, the carrying amounts approximated fair value at September 30, 2011 and December 31, 2010. The fair value of the long-term borrowings is based on established market spreads for similar types of borrowings. At September 30, 2011 and December 31, 2010, the carrying amount of the long-term FHLB borrowings was \$6,694,000 and \$6,780,000, respectively, and the estimated fair value was \$7,303,000 and \$6,780,000, respectively.

*Commitments to Extend Credit and Letters of Credit*

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

*Limitations*

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

Fair value estimates are based on existing on-and off-statement of condition financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Other significant assets and liabilities that are not considered financial assets or liabilities include the bank premises and equipment and core deposit value. In addition, the tax ramifications related to the effect of fair value estimates have not been considered in the above estimates.

**Note 3 Loans**

A summary of net loans, by loan type at September 30, 2011 and December 31, 2010 is as follows:

	September 30, 2011	December 31, 2010
	(Dollars in Thousands)	
Commercial, financial and agricultural	\$ 2,590,879	\$ 2,615,878
Real estate mortgage	928,885	948,982
Real estate construction	1,255,368	1,473,471
Consumer	101,294	126,047
Foreign	245,774	245,625
<b>Total loans</b>	<b>\$ 5,122,200</b>	<b>\$ 5,410,003</b>

**Note 4 - Allowance for Probable Loan Losses**

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

The Company's management continually reviews the allowance for loan loss of the subsidiaries using the amounts determined from the allowances established on specific loans, allowance established on quantitative historical percentages, allowance based on qualitative data, and the loans charged off and recoveries to establish an appropriate amount to maintain in the Company's allowance for loan loss. If the basis of the Company's assumptions change, the allowance for loan loss would either decrease or increase and the Company would increase or decrease the provision for loan loss charged to operations accordingly. While the calculation of the allowance for probable loan losses utilizes management's best judgment and all information available, the adequacy of the allowance is dependent on a variety of factors beyond the Company's control, including, among other things, the performance of the entire loan portfolio, the economy, changes in interest rates and the view of regulatory authorities towards loan classifications.

The specific loan loss provision is determined using the following methods. Credit quality committee meetings are held on a weekly basis to proactively monitor the loan portfolio. The committee includes key personnel and the servicing loan officer. The committee reviews loan past due reports to determine if a loan has any potential problem and if a loan should be placed on the Company's internal classified report. Additionally, the Company's credit department reviews the majority of the Company's loans regardless of whether they are past due and segregates any loans with potential problems for further review. The credit department will discuss the potential problem loans with the servicing loan officers to determine any relevant issues that were not discovered in the evaluation. Also, any analysis on loans that is provided through examinations by regulatory authorities is considered in the review process. After the above analysis is completed, the Company will

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determine if a loan should be placed on an internal classified report because of issues related to the analysis of the credit, credit documents, collateral and/or payment history. On a quarterly basis, an asset quality meeting is held to review the internal classified loan listings and progress reports on the loans included on the list.

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

Balance at December 31,	\$	22,046	\$	26,695	\$	16,340	\$	53	\$	10,059	\$	2,611	\$	6,241	\$	437	\$	84,482
Recoveries credited to allowance		2,982		133		235				5		279		181		5		3,820

**September 30,  
2010  
(Dollars in Thousands)**

Balance at December 31,	\$	95,393
Losses charged to allowance		(29,036)
Recoveries credited to allowance		998
Net losses charged to allowance		(28,038)
Provision charged to operations		15,495
Balance at September 30,	\$	82,850

The allowance for probable loan losses is a reserve established through a provision for probable loan losses charged to expense, which represents management's best estimate of probable loan losses when evaluating loans (i) individually or (ii) collectively. The Company's provision for probable loan losses decreased from the nine months ended September 30, 2010 to September 30, 2011 mainly due to a decrease in the Company's charge-off experience over the last year and a decrease in the loan portfolio. While the Texas and Oklahoma economies are performing better and appear to be recovering faster than other parts of the country, Texas and Oklahoma are not completely immune to the problems associated with the U.S. economy.



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The table below provides additional information on the balance of loans individually or collectively evaluated for impairment and their related allowance, by loan class as of September 30, 2011 and December 31, 2010:

	September 30, 2011			
	Loans individually evaluated for impairment		Loans collectively evaluated for impairment	
	(Dollars in Thousands)			
	Recorded Investment	Allowance	Recorded Investment	Allowance
Domestic				
Commercial	\$ 23,673	\$ 8,049	\$ 746,430	\$ 11,531
Commercial real estate: other construction & land development	61,286	3,000	1,194,082	15,282
Commercial real estate: farmland & commercial	47,301	7,923	1,656,066	16,021
Commercial real estate: multifamily	431		116,978	1,049
Residential: first lien	2,181	94	520,158	5,705
Residential: junior lien	1,722		404,824	6,126
Consumer	1,299		99,995	2,118
Foreign			245,774	1,508
<b>Total</b>	<b>\$ 137,893</b>	<b>\$ 19,066</b>	<b>\$ 4,984,307</b>	<b>\$ 59,340</b>

	December 31, 2010			
	Loans individually evaluated for impairment		Loans collectively evaluated for impairment	
	(Dollars in Thousands)			
	Recorded Investment	Allowance	Recorded Investment	Allowance
Domestic				
Commercial	\$ 23,426	\$ 8,138	\$ 807,098	\$ 13,908
Commercial real estate: other construction & land development	77,207	592	1,396,264	26,103
Commercial real estate: farmland & commercial	21,844	3,441	1,666,719	12,899
Commercial real estate: multifamily	473		96,318	53
Residential: first lien	2,015		531,440	10,059
Residential: junior lien	199		415,328	2,611
Consumer	29		126,018	6,241
Foreign	7		245,618	437
<b>Total</b>	<b>\$ 125,200</b>	<b>\$ 12,171</b>	<b>\$ 5,284,803</b>	<b>\$ 72,311</b>

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The table below provides additional information on loans accounted for on a non-accrual basis by loan class at September 30, 2011 and December 31, 2010:

	September 30, 2011	December 31, 2010
	(Dollars in Thousands)	
Domestic		
Commercial	\$ 22,880	\$ 22,614
Commercial real estate: other construction & land development	55,194	77,207
Commercial real estate: farmland & commercial	26,129	5,486
Commercial real estate: multifamily	431	473
Residential: first lien	1,856	2,015
Residential: junior lien	76	199
Consumer	52	29
Foreign		7
<b>Total non-accrual loans</b>	<b>\$ 106,618</b>	<b>\$ 108,030</b>

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

The following tables detail key information regarding the Company's impaired loans by loan class at September 30, 2011 and December 31, 2010:

	September 30, 2011				
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Recognized
	(Dollars in Thousands)				
<b>Loans with Related Allowance</b>					
Domestic					
Commercial	\$ 23,018	\$ 23,061	\$ 8,049	\$ 23,084	\$ 30
Commercial real estate: other construction & land development	35,250	35,272	3,000	35,248	
Commercial real estate: farmland & commercial	29,915	29,929	7,923	24,160	607
Residential: first lien	389	389	94	389	
<b>Total impaired loans with related allowance</b>	<b>\$ 88,572</b>	<b>\$ 88,651</b>	<b>\$ 19,066</b>	<b>\$ 82,881</b>	<b>\$ 637</b>

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	September 30, 2011			
	Recorded Investment	Unpaid Principal Balance	Average Recorded Investment	Interest Recognized
(Dollars in Thousands)				
<b>Loans with No Related Allowance</b>				
Domestic				
Commercial	\$ 655	\$ 665	\$ 662	\$
Commercial real estate: other construction & land development	26,036	26,036	27,680	58
Commercial real estate: farmland & commercial	17,386	17,832	17,145	48
Commercial real estate: multifamily	431	431	447	
Residential: first lien	1,792	1,847	1,629	14
Residential: junior lien	1,722	1,729	1,708	86
Consumer	1,299	1,301	1,624	
Total impaired loans with no related allowance	\$ 49,321	\$ 49,841	\$ 50,895	\$ 206

	December 31, 2010				
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Recognized
(Dollars in Thousands)					
<b>Loans with Related Allowance</b>					
Domestic					
Commercial	\$ 23,062	\$ 23,071	\$ 8,138	\$ 23,096	\$ 42
Commercial real estate: other construction & land development	10,603	10,645	592	10,622	
Commercial real estate: farmland & commercial	17,841	17,878	3,441	18,475	860
Total impaired loans with related allowance	\$ 51,506	\$ 51,594	\$ 12,171	\$ 52,193	\$ 902

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	December 31, 2010			
	Recorded Investment	Unpaid Principal Balance (Dollars in Thousands)	Average Recorded Investment	Interest Recognized
<b>Loans with No Related Allowance</b>				
<b>Domestic</b>				
Commercial	\$ 364	\$ 980	\$ 993	\$ 30
Commercial real estate: other construction & land development	66,604	66,755	68,608	2
Commercial real estate: farmland & commercial	4,003	5,606	5,594	
Commercial real estate: multifamily	473	473	500	
Residential: first lien	2,015	2,143	2,297	
Residential: junior lien	199	226	228	
Consumer	29	46	49	
Foreign	7	7	19	
<b>Total impaired loans with no related allowance</b>	<b>\$ 73,694</b>	<b>\$ 76,236</b>	<b>\$ 78,288</b>	<b>\$ 32</b>

The impaired loans included in the tables above were primarily comprised of collateral dependent commercial loans, which have not been fully charged off. A portion of the impaired loans have adequate collateral and credit enhancements not requiring a related allowance for loan loss. The level of impaired loans is reflective of the economic weakness that has been created by the financial crisis and the subsequent economic downturn. Management is confident the Company's loss exposure regarding these credits will be significantly reduced due to the Company's long-standing practices that emphasize secured lending with strong collateral positions and guarantor support. Management is likewise confident the allowance for probable loan losses is adequate. The Company has no direct exposure to sub-prime loans in its loan portfolio, but the sub-prime crisis has affected the credit markets on a national level, and as a result, the Company has experienced an increasing amount of impaired loans; however, management's decision to place loans in this category does not necessarily mean that the Company will experience significant losses from these loans or significant increases in impaired loans from these levels.

Management of the Company recognizes the risks associated with these impaired loans. However, management's decision to place loans in this category does not necessarily mean that losses will occur. In the current environment, troubled loan management can be protracted because of the legal and process problems that delay the collection of an otherwise collectable loan. Additionally, management believes that the collateral related to these impaired loans and/or the secondary support from guarantors mitigates the potential for losses from impaired loans. It is also important to note that even though the economic conditions in Texas and Oklahoma are weakened, we believe these markets are improving and better positioned to recover than many other areas of the country.

The subsidiaries charge off that portion of any loan which management considers to represent a loss as well as that portion of any other loan which is classified as a loss by bank examiners. Commercial and industrial or real estate loans are generally considered by management to represent a loss, in whole or part, when an exposure beyond any collateral coverage is apparent and when no further collection of the loss portion is anticipated based on the borrower's financial condition and general economic conditions in the borrower's industry. Generally, unsecured consumer loans are charged-off when 90 days past due.

While management of the Company considers that it is generally able to identify borrowers with financial problems reasonably early and to monitor credit extended to such borrowers carefully, there is no precise method of predicting loan losses. The determination that a loan is likely to be uncollectible and that it should be wholly or partially charged-off as a loss is an exercise of judgment. Similarly, the determination of the adequacy of the allowance for probable loan losses can be made only on a subjective basis. It is the judgment of the Company's management that the allowance for probable loan losses at September 30, 2011 was adequate to absorb probable losses from loans in the portfolio at that date.

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The following table presents information regarding the aging of past due loans by loan class at September 30, 2011 and December 31, 2010:

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	September 30, 2011													
	30	59	60	89	90 Days or	90 Days	Total Past							
	Days	Days	Days	Days	Greater	& still	due							
						accruing	Current							
						(Dollars in Thousands)	Total							
							Portfolio							
Domestic														
Commercial	\$	4,021	\$	817	\$	2,163	\$	1,429	\$	7,001	\$	763,102	\$	770,103
Commercial real estate: other construction & land development		11,286		741		46,319		5,315		58,346		1,197,022		1,255,368
Commercial real estate: farmland & commercial		6,111		4,069		17,679		1,329		27,859		1,675,508		1,703,367
Commercial real estate: multifamily						431		431				116,978		117,409
Residential: first lien		5,679		7,861		6,883		5,469		20,423		501,916		522,339
Residential: junior lien		798		390		553		486		1,741		404,805		406,546
Consumer		2,150		630		936		889		3,716		97,578		101,294
Foreign		1,813		556		77		77		2,446		243,328		245,774
Total past due loans	\$	31,858	\$	15,064	\$	75,041	\$	14,994	\$	121,963	\$	5,000,237	\$	5,122,200

	December 31, 2010													
	30	59	60	89	90 Days or	90 Days	Total Past							
	Days	Days	Days	Days	Greater	& still	due							
						accruing	Current							
						(Dollars in Thousands)	Total							
							Portfolio							
Domestic														
Commercial	\$	3,734	\$	861	\$	23,239	\$	1,029	\$	27,834	\$	802,690	\$	830,524
Commercial real estate: other construction & land development		2,685		2,896		50,618		11,507		56,199		1,417,272		1,473,471
Commercial real estate: farmland & commercial		3,077		817		6,600		1,585		10,494		1,678,069		1,688,563
Commercial real estate: multifamily		73		185		473		731				96,060		96,791
Residential: first lien		4,884		3,436		5,136		3,472		13,456		519,999		533,455
Residential: junior lien		703		272		457		277		1,432		414,095		415,527
Consumer		1,518		587		1,505		1,477		3,610		122,437		126,047
Foreign		196		380		501		501		1,077		244,548		245,625
Total past due loans	\$	16,870	\$	9,434	\$	88,529	\$	19,848	\$	114,833	\$	5,295,170	\$	5,410,003

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

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

A summary of the loan portfolio by credit quality indicator by loan class at September 30, 2011 and December 31, 2010 is as follows:

	Pass	Special Review	September 30, 2011 Watch List - Pass (Dollars in Thousands)	Watch List-Substandard	Watch List - Impaired
Domestic					
Commercial	\$ 658,927	\$ 5,439	\$ 6,642	\$ 75,422	\$ 23,673
Commercial real estate: other construction & land development	1,036,331	76,435	5,956	75,360	61,286
Commercial real estate: farmland & commercial	1,471,031	89,713	43,223	52,099	47,301
Commercial real estate: multifamily	116,978				431
Residential: first lien	516,375	841		2,942	2,181
Residential: junior lien	404,225	266	323	10	1,722
Consumer	99,975			20	1,299
Foreign	245,288			486	
Total	\$ 4,549,130	\$ 172,694	\$ 56,144	\$ 206,339	\$ 137,893

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	Pass	Special Review	December 31, 2010 Watch List - Pass (Dollars in Thousands)	Watch List - Substandard	Watch List - Impaired
Domestic					
Commercial	\$ 741,006	\$ 14,015	\$ 7,187	\$ 44,890	\$ 23,426
Commercial real estate: other construction & land development	1,100,430	117,058	53,770	125,006	77,207
Commercial real estate: farmland & commercial	1,521,243	42,353	29,936	73,187	21,844
Commercial real estate: multifamily	94,973	1,345			473
Residential: first lien	526,504	2,237	1,747	952	2,015
Residential: junior lien	415,021			307	199
Consumer	125,973	3		42	29
Foreign	234,979	10,108		531	7
Total	\$ 4,760,129	\$ 187,119	\$ 92,640	\$ 244,915	\$ 125,200

**Note 5 Stock Options**

On April 1, 2005, the Board of Directors adopted the 2005 International Bancshares Corporation Stock Option Plan (the 2005 Plan ). Effective May 19, 2008, the 2005 Plan was amended to increase the number of shares available for stock option grants under the 2005 Plan by 300,000 shares. The 2005 Plan replaced the 1996 International Bancshares Corporation Key Contributor Stock Option Plan (the 1996 Plan ). Under the 2005 Plan, both qualified incentive stock options ( ISOs ) and non-qualified stock options ( NQSOs ) may be granted. Options granted may be exercisable for a period of up to 10 years from the date of grant, excluding ISOs granted to 10% shareholders, which may be exercisable for a period of up to only five years. As of September 30, 2011, 230,398 shares were available for future grants under the 2005 Plan.

A summary of option activity under the stock option plans for the nine months ended September 30, 2011 is as follows:

	Number of options	Weighted average exercise price	Weighted average remaining contractual term (years)	Aggregate intrinsic value (\$) (Dollars in Thousands)
Options outstanding at December 31, 2010	764,982	\$ 20.65		
Plus: Options granted	3,000	16.06		
Less:				
Options exercised	7,092	17.95		
Options expired	81,218	19.93		
Options forfeited	46,797	21.41		
Options outstanding at September 30, 2011	632,875	20.72	3.56	\$ 568
Options fully vested and exercisable at September 30, 2011	320,640	24.54	2.64	85



Stock-based compensation expense included in the consolidated statements of income for the three and nine months ended September 30, 2011 was approximately \$85,000 and \$280,000, respectively. Stock-based compensation expense included in the consolidated statements of income for the three and nine months ended September 30, 2010 was approximately \$135,000 and \$431,000, respectively. As of September 30, 2011, there was approximately \$402,000 of total unrecognized stock-based compensation cost related to non-vested options granted under the Company plans that will be recognized over a weighted average period of 1.3 years.

## Note 6 - Investment Securities

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

The amortized cost and estimated fair value by type of investment security at September 30, 2011 are as follows:

	Amortized cost	Gross unrealized gains	Held to Maturity Gross unrealized losses (Dollars in Thousands)	Estimated fair value	Carrying value
Other securities	\$ 2,575			\$ 2,575	\$ 2,575
Total investment securities	\$ 2,575			\$ 2,575	\$ 2,575

	Amortized cost	Gross unrealized gains	Available for Sale Gross unrealized losses (Dollars in Thousands)	Estimated fair value	Carrying value (1)
Residential mortgage-backed securities	\$ 4,616,720	\$ 144,020	\$ (11,159)	\$ 4,749,581	\$ 4,749,581
Obligations of states and political subdivisions	210,178	15,257	(920)	224,515	224,515
Equity securities	13,825	1,031	(39)	14,817	14,817
Total investment securities	\$ 4,840,723	\$ 160,308	\$ (12,118)	\$ 4,988,913	\$ 4,988,913

(1) Included in the carrying value of residential mortgage-backed securities are \$2,958,000 of mortgage-backed securities issued by Ginnie Mae, \$1,751,104 of mortgage-backed securities issued by Fannie Mae and Freddie Mac and \$40,477 issued by non-government entities

The amortized cost and estimated fair value by type of investment security at December 31, 2010 are as follows:

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

	Amortized cost	Gross unrealized gains	Available for Sale Gross unrealized losses (Dollars in Thousands)	Estimated fair value	Carrying value (1)
U.S. Treasury securities	\$ 1,327	\$	\$	\$ 1,327	\$ 1,327
Residential mortgage-backed securities	4,876,573	77,741	(29,846)	4,924,468	4,924,468
Obligations of states and political subdivisions	150,122	636	(4,761)	145,997	145,997
Equity securities	13,825	864	(24)	14,665	14,665
Total investment securities	\$ 5,041,847	\$ 79,241	\$ (34,631)	\$ 5,086,457	\$ 5,086,457

(1) Included in the carrying value of residential mortgage-backed securities are \$2,326,378 of mortgage-backed securities issued by Ginnie Mae, \$2,552,062 of mortgage-backed securities issued by Fannie Mae and Freddie Mac and \$46,028 issued by non-government entities

The amortized cost and estimated fair value of investment securities at September 30, 2011, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to prepay obligations with or without prepayment penalties.

	Held to Maturity		Available for Sale	
	Amortized Cost	Estimated fair value	Amortized Cost	Estimated fair value
	(Dollars in Thousands)			
Due in one year or less	\$ 1,250	\$ 1,250	\$	\$
Due after one year through five years	1,325	1,325		
Due after five years through ten years			4,795	4,882
Due after ten years			205,383	219,633
Residential mortgage-backed securities			4,616,720	4,749,581
Equity securities			13,825	14,817
Total investment securities	\$ 2,575	\$ 2,575	\$ 4,840,723	\$ 4,988,913

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

The amortized cost and fair value of available for sale investment securities pledged to qualify for fiduciary powers, to secure public monies as required by law, repurchase agreements and short-term fixed borrowings was \$2,575,377,000 and \$2,672,065,000 at September 30, 2011.

Proceeds from the sale of securities available-for-sale were \$152,013,000 and \$926,869,000 for the three and nine months ended September 30, 2011, which included \$150,325,000 and \$920,569,000 of mortgage-backed securities. Gross gains of \$6,588,000 and \$9,481,000 and gross losses of \$(1,000) and \$(33,000) were realized on the sales for the three and nine months ended September 30, 2011, respectively. Proceeds from the sale of securities available-for-sale were \$17,001,000 and \$1,068,184,000 for the three and nine months ended September 30, 2010, which included \$15,137,000 and \$1,057,815,000 of mortgage-backed securities. Gross gains of \$14,000 and \$30,857,000 and gross losses of \$(1,000) and \$(7,000) were realized on the sales for the three and nine months ended September 30, 2010, respectively.



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Gross unrealized losses on investment securities and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at September 30, 2011, were as follows:

	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(Dollars in Thousands)					
Available for sale:						
Residential mortgage-backed securities	\$	\$	\$ 40,477	\$ (11,159)	\$ 40,477	\$ (11,159)
Obligations of states and political subdivisions	5,519	(202)	3,208	(718)	8,727	(920)
Other equity securities			37	(39)	37	(39)
	\$ 5,519	\$ (202)	\$ 43,722	\$ (11,916)	\$ 49,241	\$ (12,118)

Gross unrealized losses on investment securities and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at December 31, 2010 were as follows:

	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(Dollars in Thousands)					
Available for sale:						
Residential mortgage-backed securities	\$ 1,166,720	\$ (19,192)	\$ 46,028	\$ (10,654)	\$ 1,212,748	\$ (29,846)
Obligations of states and political subdivisions	97,701	(4,666)	355	(95)	98,056	(4,761)
Equity securities	4,988	(12)	63	(12)	5,051	(24)
	\$ 1,269,409	\$ (23,870)	\$ 46,446	\$ (10,761)	\$ 1,315,855	\$ (34,631)

The unrealized losses on investments in residential mortgage-backed securities are primarily caused by changes in market interest rates. Residential mortgage-backed securities are primarily securities issued by Freddie Mac, Fannie Mae and Ginnie Mae. Investments in mortgage-backed securities issued by Ginnie Mae are fully guaranteed by the U.S. Government. Investments in mortgage-backed securities issued by Freddie Mac and Fannie Mae are not fully guaranteed by the U.S. Government; however, the Company believes the quality of the bonds is similar to other AAA rated bonds with limited credit risk, particularly given the placement of Fannie Mae and Freddie Mac into conservatorship by the federal government in early September 2008. The decrease in fair value on residential mortgage-backed securities issued by Freddie Mac, Fannie Mae and Ginnie Mae is due to market interest rates. The Company has no intent to sell and will more than likely not be required to sell before a market price recovery or maturity of the securities; therefore, it is the conclusion of the Company that the investments in residential mortgage-backed securities issued by Freddie Mac, Fannie Mae and Ginnie Mae are not considered other-than-temporarily impaired. In addition, the Company has a small investment in non-agency residential mortgage-backed securities that have strong credit backgrounds and include additional credit enhancements to protect the Company from losses arising from high foreclosure rates. These securities have additional market volatility beyond economically induced interest rate events. It is the conclusion of the Company that the investments in non-agency residential mortgage-backed securities are other-than-temporarily impaired due to both credit and other than credit issues. Impairment charges of \$286,000 (\$185,900, after tax) and \$701,000 (\$455,650, after tax) were recorded for the three and nine months ended September 30, 2011. Impairment charges of \$531,000 (\$345,150, after tax) and \$7,992,000 (\$5,194,800, after tax) were recorded for the three and nine months ended September 30, 2010. The impairment charge represents the credit related impairment on the securities.

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

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

Balance at June 30, 2011	\$	8,831
Impairment charges recognized during period		286
Balance at September 30, 2011	\$	9,117

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

Balance at December 31, 2010	\$	8,416
Impairment charges recognized during period		701
Balance at September 30, 2011	\$	9,117

The following table presents a reconciliation of credit-related impairment charges on available-for-sale investment recognized in earnings for the three months ended September 30, 2010 (Dollars in Thousands):

Balance at June 30, 2010	\$	7,461
Impairment charges recognized during period		531
Balance at September 30, 2010	\$	7,992

The following table presents a reconciliation of credit-related impairment charges on available-for-sale investment recognized in earnings for the nine months ended September 30, 2010 (Dollars in Thousands):

Balance at December 31, 2009	\$	
Impairment charges recognized during period		7,992
Balance at September 30, 2010	\$	7,992

### Note 7 Other Borrowed Funds

Other borrowed funds include Federal Home Loan Bank borrowings, which are short-term and long-term borrowings issued by the FHLB of Dallas at the market price offered at the time of funding. These borrowings are secured by residential mortgage-backed investment securities

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and a portion of the Company's loan portfolio. At September 30, 2011, other borrowed funds totaled \$557,744,000, a decrease of 45.7% from \$1,026,780,000 at December 31, 2010. The decrease in other borrowed funds can be attributed to the use of funds generated from the sale of mortgage-backed securities to facilitate a re-positioning of the Company's investment portfolio.

**Note 8 Junior Subordinated Interest Deferrable Debentures**

The Company has formed eight statutory business trusts under the laws of the State of Delaware, for the purpose of issuing trust preferred securities. The eight statutory business trusts formed by the Company (the Trusts) have each issued Capital and Common Securities and invested the proceeds thereof in an equivalent amount of junior subordinated debentures (the Debentures) issued by the Company. As of September 30, 2011 and December 31, 2010, the principal amount of debentures outstanding totaled \$190,726,000 and \$201,117,000, respectively. As a result of the participation in the TARP Capital Purchase Program, the Company may not, without the consent of the Treasury Department, redeem any of the Debentures until the earlier to occur of December 23, 2011, or the date on which the Company has redeemed all of the Series A Preferred Stock issued under the Capital Purchase Program or the date on which the Treasury has transferred all of the Series A Preferred Stock to third parties not affiliated with the Treasury. On March 14, 2011, upon the request of the Company, the Treasury consented to the repurchase by the Company of the \$10.4 million in trust preferred securities of Trust I, as well as related costs for a total payment of approximately \$11 million, provided that the aggregate amount of the Company's (i) semi-annual cash dividend, (ii) common stock repurchases and (iii) trust preferred securities redemptions for a given semi-annual period may not exceed the originally permitted semi-annual cash dividend aggregate amount of \$.33 per share. One half of the Trust I securities were redeemed on June 8, 2011 and the remaining one half of the Trust I securities were redeemed on July 1, 2011.

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

For financial reporting purposes, the Trusts are treated as investments of the Company and not consolidated in the consolidated financial statements. Although the Capital Securities issued by each of the Trusts are not included as a component of shareholders' equity on the consolidated statement of condition, the Capital Securities are treated as capital for regulatory purposes. Specifically, under applicable regulatory guidelines, the Capital Securities issued by the Trusts qualify as Tier 1 capital up to a maximum of 25% of Tier 1 capital on an aggregate basis. Any amount that exceeds the 25% threshold would qualify as Tier 2 capital. At September 30, 2011 and December 31, 2010, the total \$190,726,000 and \$201,117,000 of the Capital Securities outstanding qualified as Tier 1 capital.

The following table illustrates key information about each of the Capital and Common Securities and their interest rate at September 30, 2011:

	<b>Junior Subordinated Deferrable Interest Debentures (In Thousands)</b>	<b>Repricing Frequency</b>	<b>Interest Rate</b>	<b>Interest Rate Index</b>	<b>Maturity Date</b>	<b>Optional Redemption Date</b>
Trust VI	\$ 25,774	Quarterly	3.74%	LIBOR + 3.45	November 2032	February 2012
Trust VII	10,310	Quarterly	3.50%	LIBOR + 3.25	April 2033	January 2012
Trust VIII	25,774	Quarterly	3.30%	LIBOR + 3.05	October 2033	January 2012
Trust IX	41,238	Fixed	7.10%(1)	Fixed	October 2036	January 2012
Trust X	34,021	Fixed	6.66%(1)	Fixed	February 2037	February 2012



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Trust XI	32,990	Fixed	6.82%(1) Fixed	July 2037	July 2012
Trust XII	20,619	Fixed	6.85%(1) Fixed	September 2037	September 2012
	\$ 190,726				

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(1) Trust IX, X, XI and XII accrue interest at a fixed rate for the first five years, then floating at LIBOR +1.62%, 1.65%, 1.62% and 1.45% thereafter, respectively.

**Note 9 Preferred Stock, Common Stock and Dividends**

The Company has outstanding 216,000 shares of Series A cumulative perpetual preferred stock, issued to the US Treasury under the Company's participation in the Troubled Asset Relief Program Capital Purchase Program (the "TARP Capital Purchase Program"). The Series A shares have a par value of \$.01 per share (the "Senior Preferred Stock"), and a liquidation preference of \$1,000 per share, for a total price of \$216,000,000. The Senior Preferred Stock will pay dividends at a rate of 5% per year for the first five years and 9% per year thereafter. The Senior Preferred Stock has no maturity date and ranks senior to the Company's common stock with respect to the payment of dividends and distributions and amounts payable upon liquidation, dissolution and winding up of the Company. In conjunction with the purchase of the Senior Preferred Stock, the US Treasury received a warrant (the "Warrant") to purchase 1,326,238 shares of the Company's common stock (the "Warrant Shares") at \$24.43 per share, which would represent an aggregate common stock investment in the Company on exercise of the warrant in full equal to 15% of the Senior Preferred Stock investment. The term of the Warrant is ten years and was immediately exercisable. Both the Senior Preferred Stock and Warrant are included as components of Tier 1 capital. As of September 30, 2011, none of the Warrants had been exercised. The Company paid dividends on the Senior Preferred Stock on February 15, May 16 and August 15, 2011, in the amount of \$2,700,000 each and will pay a dividend on the Senior Preferred Stock on November 15, 2011, in the amount of \$2,700,000.

Upon issuance, the fair value of the Series A shares and the associated warrants were computed as if the instruments were issued on a stand-alone basis. The fair value of the Series A shares were estimated based on discounted cash flows, resulting in a stand-alone fair value of approximately \$130.9 million. The Company used the Black-Sholes-Merton option pricing model to estimate the fair value of the warrants, resulting in a stand-alone fair value of approximately \$8.0 million. The fair values of both were then used to record the Series A shares and Warrants on a relative fair value basis, with the warrants being recorded in Surplus as permanent equity and the Series A shares being recorded at a discount of approximately \$12.4 million. Accretion of the discount associated with the preferred stock is recognized as an increase to preferred stock dividends in determining net income available to common shareholders. The discount is being amortized over a five year period from the respective issuance date using the effective-yield method and totaled \$624,000 and \$1,844,000 for the three and nine months ended September 30, 2011 and \$586,000 and \$1,731,000 for the three and nine months ended September 30, 2010.

The Company paid cash dividends to the common shareholders of \$.19 per share on April 18, 2011 to all holders of record on March 28, 2011 and \$.19 per share on October 17, 2011 to all holders of record on September 30, 2011. Cash dividends to common shareholders were paid on April 19, and October 18, 2010 to all holders of record on April 1, 2010 and September 30, 2010, respectively.

The Company terminated its stock repurchase program on December 19, 2008, in connection with participating in the TARP Capital Purchase Program, which program prohibited stock repurchases, except for repurchases made in connection with the administration of an employee benefit plan in the ordinary course of business and consistent with past practices. On April 7, 2009, the Company obtained consent from the Treasury to repurchase shares of the Company's common stock; provided, however, that in no event will the aggregate amount of cash dividends and common stock repurchases for a given semi-annual period exceed the aggregate amount that would be used to pay the originally permitted semi-annual cash dividend of \$.33 per share. The Company also received consent from the Treasury to pay quarterly dividends. The Company will determine on an ongoing basis the best use of the funds and whether a more frequent dividend program and expanded repurchase program are warranted and beneficial to its shareholders. Following receipt of the Treasury Department's consent, the Board of Directors established a formal stock repurchase program that authorized the repurchase of up to \$40 million of common stock within the following twelve months and on March 10, 2011, the Board of Directors extended the repurchase program and again authorized the repurchase of up to \$40 million of common stock during the twelve month period expiring on April 10, 2012, which repurchase cap the Board is inclined to increase over time, subject to the limitations imposed by the Treasury Department's consent. Stock repurchases may be made from time to time, on the open market or through private transactions. Shares repurchased in this program will be held in treasury for reissue for various corporate purposes, including employee stock option plans. As of October 31, 2011, a total of 7,747,827 shares had been repurchased under all programs at a cost of \$235,819,000.



**Note 10 - Commitments and Contingent Liabilities and Other Matters**

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

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

In October 2010, the Company was named as a defendant in two purported class-action lawsuits, including one filed in the United States District Court for the Southern District of Texas and one filed in the United States District Court for the Southern District of Florida where similar lawsuits against a number of other banks are currently pending in a multi-district proceeding known as In re Checking Account Overdraft Litigation. The Texas lawsuit was dismissed without prejudice on January 12, 2011, when the parties stipulated to arbitrate the matter. The Florida lawsuit was dismissed without prejudice on September 30, 2011, when the parties settled the matter. The amount expended by the Company in connection with the settlement of the lawsuit was not significant. The settlement amount of the Florida lawsuit resolved all pending cases against the Company connected with overdraft fees or posting order, and no other substantively similar litigation against the Company or any of its subsidiary banks is known to exist.

On September 22, 2011, the Company announced the approval of a restructuring plan that will result in the closing of fifty five (55) in store branches by December 31, 2011. The branch closures are a result of reduced levels of revenue resulting from regulatory changes related to interchange fee income. The branches are being closed in order to align IBC's expenses with the reduced levels of revenue, protecting the Company's financial strength while preserving IBC's free products program. It is anticipated that the restructuring plan will result in estimated combined charges to the Company of \$5.56 million, before tax, that will be recognized in the fourth quarter. These estimates are preliminary as management is still in the process of evaluating the cost of implementing the restructuring plan. Accordingly, the final charges may differ significantly from these estimates.

**Note 11 Capital Ratios**

The Company had a Tier 1 capital to average total asset (leverage) ratio of 12.15% and 11.58%, risk-weighted Tier 1 capital ratio of 22.09% and 19.47% and risk-weighted total capital ratio of 23.34% and 20.72% at September 30, 2011 and December 31, 2010, respectively. The identified intangibles and goodwill of \$295,972,000 as of September 30, 2011, recorded in connection with the acquisitions made by the Company, are deducted from the sum of core capital elements when determining the capital ratios of the Company. Under applicable regulatory guidelines, the Capital Securities issued by the Trusts qualify as Tier 1 capital up to a maximum of 25% of tier 1 capital on an aggregate basis. Any amount that exceeds the 25% threshold qualifies as Tier 2 capital. As of September 30, 2011, the total of \$190,726,000 of the Capital Securities outstanding qualified as Tier 1 capital. The Company actively monitors the regulatory capital ratios to ensure that the Company's bank

subsidiaries are well capitalized under the regulatory framework.

In March 2005, the Federal Reserve Board issued a final rule that would continue to allow the inclusion of trust preferred securities in Tier 1 capital, but with stricter quantitative limits. Under the final rule, after a five-year transition period ending March 31, 2009, the aggregate amount of trust preferred securities and certain other capital elements would be limited to 25% of Tier 1 capital elements, net of goodwill, less any associated deferred tax liability. The amount of trust preferred securities and certain other elements in excess of the limit could be included in Supplementary Capital or Tier 2 capital, subject to restrictions. Tier 2 capital includes among other things, perpetual preferred stock, qualifying mandatory convertible debt securities, qualifying subordinated debt, and allowances for probable loan and lease losses, subject to limitations. Bank holding companies with significant international operations will be expected to limit trust preferred securities to 15% of Tier 1 capital elements, net of goodwill; however, they may include qualifying mandatory convertible preferred securities up to the 25% limit. On March 16, 2009, the Federal Reserve Board extended for two years the transition period. At the end of the transition period on March 31, 2011, all of the trust preferred securities issued by the Company qualified as Tier 1 capital. The Collins Amendment to the Dodd-Frank Act further restricts the use of trust preferred securities by excluding them from the regulatory capital of banking holding companies more broadly. However, for institutions with consolidated assets of less than \$15 billion on December 31, 2009, such as the Company, the Collins Amendment will not apply to securities issued before May 19, 2010 and all the Company's trust preferred securities were issued before such date. Pursuant to this grandfather provision, the Company will be able to continue to treat these securities as Tier 1 capital subject to existing Federal Reserve limitations through the life of the securities.

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

The following discussion should be read in conjunction with the Company's consolidated financial statements, and notes thereto, for the year-ended December 31, 2010, included in the Company's 2010 Form 10-K. Operating results for the three months ended September 30, 2011 are not necessarily indicative of the results for the year ending December 31, 2011, or any future period.

**Special Cautionary Notice Regarding Forward Looking Information**

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

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

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

follow.

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



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- Technological changes or system failure or breaches of our network security could subject us to increased operating costs as well as litigation and other liabilities.
- Acts of war or terrorism.
- Natural disasters.
- Reduced earnings resulting from the write down of the carrying value of securities held in our securities available-for-sale portfolio following a determination that the securities are other-than-temporarily impaired.
- The effect of changes in accounting policies and practices as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standards setters.
- The costs and effects of regulatory developments, including the resolution of regulatory or other governmental inquiries and the results of regulatory examinations or reviews.
- The effect of final rules amending Regulation E that prohibit financial institutions from charging consumer fees for paying overdrafts on ATM and one-time debit card transactions, unless the consumer consents or opts-in to the overdraft service for those types of transactions, as well as the effect of FDIC Overdraft Payment Supervisory Guidance and any other regulatory or legal developments that limit overdraft services.
- The reduction of income and possible increase in required capital levels related to the adoption of new legislation, including, without limitation, the Dodd-Frank Regulatory Reform Act and the implementing rules and regulations that will be adopted in the future, including the Federal Reserve's new interim final rule that establishes debit card interchange fee standards and prohibits network exclusivity arrangements and routing restrictions that is expected to negatively affect interchange revenue from debit card transactions as well as revenue from consumer services.
- The Company may be adversely affected by its continued participation in the CPP.
- The Company's success at managing the risks involved in the foregoing items or a failure of circumvention of the Company's internal controls and risk management policies and procedures.

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

### Overview

The Company, which is headquartered in Laredo, Texas, with 275 facilities and 440 ATMs, provides banking services for commercial, consumer and international customers of South, Central and Southeast Texas and the State of Oklahoma. The Company is one of the largest independent commercial bank holding companies headquartered in Texas. The Company, through its bank subsidiaries, is in the business of gathering funds from various sources and investing those funds in order to earn a return. The Company either directly or through a bank subsidiary owns two insurance agencies, a liquidating subsidiary, a broker/dealer and a fifty percent interest in an investment banking unit that owns a broker/dealer. The Company's primary earnings come from the spread between the interest earned on interest-bearing assets and the interest paid on interest-bearing liabilities. In addition, the Company generates income from fees on products offered to commercial, consumer and international customers.

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

Expense control is an essential element in the Company's long-term profitability. As a result, the Company monitors the efficiency ratio, which is a measure of non-interest expense to net interest income plus non-interest income closely. As the Company adjusts to regulatory changes related to the adoption of the Dodd-Frank Regulatory Reform Act, the Company's efficiency ratio may suffer because the additional regulatory compliance costs are expected to increase non-interest expense. The Company monitors this ratio over time to assess the Company's efficiency relative to its peers. The Company uses this measure as one factor in determining if the Company is accomplishing its long-term goals of providing superior returns to the Company's shareholders.

**Results of Operations****Summary**

## Consolidated Statements of Condition Information

	September 30, 2011 (Dollars in Thousands)	December 31, 2010	Percent Increase (Decrease)
Assets	\$ 11,593,856	\$ 11,943,469	(2.9)%
Net loans	5,043,794	5,325,521	(5.3)
Deposits	7,753,586	7,599,558	2.0
Other borrowed funds	557,744	1,026,780	(45.7)
Junior subordinated deferrable interest debentures	190,726	201,117	(5.2)
Shareholders' equity	1,583,052	1,459,217	8.5

## Consolidated Statements of Income Information

	Three Months Ended September 30, (Dollars in Thousands)			Percent Increase (Decrease)	Nine Months Ended September 30, (Dollars in Thousands)			Percent Increase (Decrease)
	2011	2011	2010		2011	2011	2010	
Interest income	\$ 103,623	\$ 114,255	(9.3)%	\$ 318,605	\$ 347,158	(8.2)%		
Interest expense	23,079	27,902	(17.3)	72,817	87,472	(16.8)		
Net interest income	80,544	86,353	(6.7)	245,788	259,686	(5.4)		
Provision for probable loan losses	5,670	6,837	(17.1)	7,833	15,495	(49.4)		
Non-interest income	51,211	46,889	9.2	147,441	167,886	(12.2)		
Non-interest expense	80,290	79,379	1.1	239,697	264,422	(9.4)		
Net income available to common shareholders	27,307	30,263	(9.8)	86,832	89,772	(3.3)		
Per common share (adjusted for stock dividends):								
Basic	\$ .41	\$ .45	(8.9)%	\$ 1.28	\$ 1.32	(3.0)%		
Diluted	.40	.45	(11.1)	1.28	1.32	(3.0)		

**Net Income**

Net income available to common shareholders for the third quarter of 2011 decreased by 9.8% and net income available to common shareholders for the nine months ended September 30, 2011 decreased by 3.3% when compared to the same period in 2010. Net income during the first nine months of 2011 was positively affected by a lower provision for probable loan losses of approximately \$7.8 million, \$5.1 million after tax,

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compared to approximately \$15.5 million, \$10.1 million, after tax, in the first nine months of 2010. Net income for the first nine months of 2010 was negatively affected by a dispute related to certain tax matters that were inherited by the Company in its 2004 acquisition of LFIN. The dispute involves claims by the former controlling shareholders of LFIN related to approximately \$14 million of tax refunds received by the Company based on deductions taken in 2003 by LFIN in connection with losses on loans acquired from a failed thrift and a dispute LFIN had with the FDIC regarding the tax benefits related to the failed thrift acquisition which originated in 1988. On March 5, 2010, judgment was entered on a jury verdict rendered against the Company in the U.S. District Court for the Western District of Oklahoma. Other than the tax refunds that are in dispute, the Company does not have any other disputes regarding tax refunds received by the Company in connection with the LFIN acquisition. An amended judgment was entered in the case on November 19, 2010, in the amount of approximately \$24.25 million and it is final and appealable. During December 2010, the Company deposited \$24.4 million with the Court in lieu of a supersedeas bond and the Company is currently appealing the judgment. Net income for the nine months ended September 30, 2010 was positively affected by gains on the sale of investment securities of \$30.9 million, \$20.1 million, after tax, to facilitate a re-positioning of the Company's investment portfolio.

**Net Interest Income**

	Three Months Ended September 30, (in Thousands)			Percent Increase (Decrease)	Nine Months Ended September 30, (in Thousands)			Percent Increase (Decrease)
	2011	2010			2011	2010		
Interest income:								
Loans, including fees	\$ 72,461	\$ 77,037		(5.9)%	\$ 221,715	\$ 236,417		(6.2)%
Investment securities:								
Taxable	28,427	33,665		(15.6)	87,890	103,346		(15.0)
Tax-exempt	2,694	1,897		42.0	7,208	5,314		35.6
Other interest income	41	1,656		(97.5)	1,792	2,081		(13.9)
Total interest income	103,623	114,255		(9.3)	318,605	347,158		(8.2)
Interest expense:								
Savings deposits	1,732	2,210		(21.6)	6,226	7,101		(12.3)
Time deposits	7,636	11,298		(32.4)	24,551	37,173		(34.0)
Securities sold under repurchase agreements	10,608	11,005		(3.6)	31,807	33,292		(4.5)
Other borrowings	332	317		4.7	1,427	757		88.5
Junior subordinated interest deferrable debentures	2,771	3,072		(9.8)	8,806	9,149		(3.7)
Total interest expense	23,079	27,902		(17.3)	72,817	87,472		(16.8)
Net interest income	\$ 80,544	\$ 86,353		(6.7)%	\$ 245,788	\$ 259,686		(5.4)%

Net interest income is the spread between income on interest earning assets, such as loans and securities, and the interest expense on liabilities used to fund those assets, such as deposits, repurchase agreements and funds borrowed. As part of its strategy to manage interest rate risk, the Company strives to manage both assets and liabilities so that interest sensitivities match. One method of calculating interest rate sensitivity is through gap analysis. A gap is the difference between the amount of interest rate sensitive assets and interest rate sensitive liabilities that re-price or mature in a given time period. Positive gaps occur when interest rate sensitive assets exceed interest rate sensitive liabilities, and negative gaps occur when interest rate sensitive liabilities exceed interest rate sensitive assets. A positive gap position in a period of rising interest rates should have a positive effect on net interest income as assets will re-price faster than liabilities. Conversely, net interest income should contract somewhat in a period of falling interest rates. Management can quickly change the Company's interest rate position at any given point in time as market conditions dictate. Additionally, interest rate changes do not affect all categories of assets and liabilities equally or at the same time. Analytical techniques employed by the Company to supplement gap analysis include simulation analysis to quantify interest rate risk exposure. The gap analysis prepared by management is reviewed by the Investment Committee of the Company twice a year (see table on page 38 for the September 30, 2011 gap analysis). Management currently believes that the Company is properly positioned for interest rate changes; however if management determines at any time that the Company is not properly positioned, it will strive to adjust the interest rate sensitive assets and liabilities in order to manage the effect of interest rate changes.

**Non-Interest Income**

	Three Months Ended September 30, (in Thousands)			Percent Increase (Decrease)	Nine Months Ended September 30, (in Thousands)			Percent Increase (Decrease)
	2011	2010			2011	2010		
Service charges on deposit accounts	\$ 24,205	\$ 25,613		(5.5)%	\$ 72,905	\$ 74,847		(2.6)%
Other service charges, commissions and fees								
Banking	13,749	11,787		16.6	41,187	35,574		15.8
Non-banking	1,677	2,607		(35.7)	4,346	6,130		(29.1)
Investment securities transactions, net	6,587	13		50,569.2	9,448	30,850		(69.4)
Other investments, net	2,749	4,710		(41.6)	12,325	12,183		1.2
Other income	2,244	2,159		3.9	7,230	8,302		(12.9)
<b>Total non-interest income</b>	<b>\$ 51,211</b>	<b>\$ 46,889</b>		<b>9.2%</b>	<b>\$ 147,441</b>	<b>\$ 167,886</b>		<b>(12.2)%</b>

Total non-interest income increased 9.2% for the three months ended September 30, 2011 from the same period of 2010. The increase can be attributed to the sale of investments securities to facilitate a re-positioning of the company's investment portfolio in the third quarter of 2011. Total non-interest income decreased 12.2% for the nine months ended September 30, 2011 from the same period of 2010. The decrease can be attributed to the sale of investment securities to facilitate a re-positioning of the Company's investment portfolio that occurred in the first quarter of 2010.

**Non-Interest Expense**

	Three Months Ended September 30, (in Thousands)			Percent Increase (Decrease)	Nine Months Ended September 30, (in Thousands)			Percent Increase (Decrease)
	2011	2010			2011	2010		
Employee compensation and benefits	\$ 32,034	\$ 32,379		(1.1)%	\$ 96,689	\$ 96,541		.2%
Occupancy	10,640	9,347		13.8	28,256	26,589		6.3
Depreciation of bank premises and equipment	8,491	8,770		(3.2)	24,749	26,751		(7.5)
Professional fees	3,698	4,291		(13.8)	11,273	12,054		(6.5)
Deposit insurance assessments	2,472	2,475		(.1)	7,521	7,687		(2.2)
Net expense, other real estate owned	1,954	525		272.2	11,218	2,409		365.7
Amortization of identified intangible assets	1,324	1,321		.2	3,950	3,946		.1
Advertising	1,794	2,480		(27.7)	5,421	7,547		(28.2)
Litigation expense		34		(100.0)		21,837		(100.0)
Impairment charges	286	531		(46.1)	701	7,992		(91.2)
(Total other-than-temporary impairment								

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charges, \$152, net of  
 \$(134), \$(55), net of  
 \$(586), \$1,206, net of  
 \$505 and \$3,989, net of  
 \$(4,003) included in other  
 comprehensive income)

Other	17,597	17,226	2.2	49,919	51,069	(2.3)
Total non-interest expense	\$ 80,290	\$ 79,379	1.1%	\$ 239,697	\$ 264,422	(9.4)%

Non-interest expense decreased 9.4% for the nine months ended September 30, 2011 compared to the same period of 2010. Non-interest expense for the first nine months of 2011 was negatively impacted by a valuation allowance taken for a foreclosed real estate project, included in net expense, other real estate owned in the table above. After evaluation of the carrying value of the foreclosed real estate, the Company determined that the property required a valuation allowance. Non-interest expense for the nine months ended September 30, 2010 was negatively impacted by a reserve for a dispute related to certain tax deductions that were inherited by the Company in its 2004 acquisition of LFIN. On March 31, 2010, the Company recorded an additional reserve of \$21.8 million related to this matter, and this amount is included in litigation expense. The Company recorded other-than-temporary impairment charges of \$701,000 and \$8.0 million on non-agency mortgage-backed securities, representing the credit related impairment on the securities for the nine months ended September 30, 2011 and 2010, respectively

## **Financial Condition**

### **Allowance for Probable Loan Losses**

The allowance for probable loan losses decreased 7.2% to \$78,406,000 at September 30, 2011 from \$84,482,000 at December 31, 2010. The provision for probable loan losses charged to expense decreased 49.4% to \$7,833,000 for the nine months ended September 30, 2011 from \$15,495,000 for the same period in 2010. The allowance for probable loan losses was 1.5% of total loans at September 30, 2011 and 1.6% of total loans at December 31, 2010.

### **Investment Securities**

Mortgage-backed securities are securities primarily issued by the Federal Home Loan Mortgage Corporation ( Freddie Mac ), Federal National Mortgage Association ( Fannie Mae ), and the Government National Mortgage Association ( Ginnie Mae ). Investments in residential mortgage-backed securities issued by Ginnie Mae are fully guaranteed by the U.S. Government. Investments in residential mortgage-backed securities issued by Freddie Mac and Fannie Mae are not fully guaranteed by the U.S. Government, however, the Company believes that the quality of the bonds is similar to other AAA rated bonds with limited credit risk, particularly given the placement of Fannie Mae and Freddie Mac into conservatorship by the federal government in early September 2008.

### **Loans**

Net loans decreased 5.3% to \$5,043,794,000 at September 30, 2011, from \$5,325,521,000 at December 31, 2010. The decrease in loans can be attributed to the lack of demand for loans that the Company is experiencing as the result of the negative economic conditions.

### **Deposits**

Deposits increased by 2.0% to \$7,753,586,000 at September 30, 2011, from \$7,599,558,000 at December 31, 2010. The increase in deposits is the result of the increased demand for deposits and the result of the increased availability of deposits in the banking market. Even though the



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Company increased its deposits, the Company is still experiencing a substantial amount of competition for deposits at higher than market rates. As a result, the Company has attempted to maintain certain deposit relationships but has allowed certain deposits to leave as the result of aggressive pricing.

### **Foreign Operations**

On September 30, 2011, the Company had \$11,593,856,000 of consolidated assets, of which approximately \$245,774,000, or 2.1%, was related to loans outstanding to borrowers domiciled in foreign countries, compared to \$245,625,000, or 2.1%, at December 31, 2010. Of the \$245,774,000, 87.5% is directly or indirectly secured by U.S. assets, certificates of deposits and real estate; 12.1% is secured by foreign real estate; and .4% is unsecured.

### **Critical Accounting Policies**

The Company has established various accounting policies which govern the application of accounting principles in the preparation of the Company's consolidated financial statements. The significant accounting policies are described in the notes to the consolidated financial statements. Certain accounting policies involve significant subjective judgments and assumptions by management which have a material impact on the carrying value of certain assets and liabilities; management considers such accounting policies to be critical accounting policies.

The Company considers its Allowance for Probable Loan Losses as a policy critical to the sound operations of the subsidiaries that hold loans. The allowance for probable loan losses consists of the aggregate loan loss allowances of the subsidiaries. The allowances are established through charges to operations in the form of provisions for probable loan losses. Loan losses or recoveries are charged or credited directly to the allowances. The allowance for probable loan losses of each subsidiary is maintained at a level considered appropriate by management, based on estimated probable losses in the loan portfolio. The allowance is derived from the following elements: (i) allowances established on specific loans, which are based on a review of the individual characteristics of each loan, including the customer's ability to repay the loan, the underlying collateral values, and the industry in which the customer operates (ii) allowances based on actual historical loss experience for similar types of loans in the Company's loan portfolio and (iii) allowances based on general economic conditions, changes in the mix of loans, Company resources, border risk and credit quality indicators, among other things. See also discussion regarding the allowance for probable loan losses and provision for probable loan losses included in the results of operations and Provision and Allowance for Probable Loan Losses included in Notes 1 and 4 of the notes to Consolidated Financial Statements in the Company's latest Annual Report on Form 10-K for further information regarding the Company's provision and allowance for probable loan losses policy.

### **Liquidity and Capital Resources**

The maintenance of adequate liquidity provides the Company's bank subsidiaries with the ability to meet potential depositor withdrawals, provide for customer credit needs, maintain adequate statutory reserve levels and take full advantage of high-yield investment opportunities as they arise. Liquidity is afforded by access to financial markets and by holding appropriate amounts of liquid assets. The Company's bank subsidiaries derive their liquidity largely from deposits of individuals and business entities. Deposits from persons and entities domiciled in Mexico comprise a stable portion of the deposit base of the Company's bank subsidiaries. Other important funding sources for the Company's bank subsidiaries during 2011 and 2010 were borrowings from FHLB, securities sold under repurchase agreements and large certificates of deposit, requiring management to closely monitor its asset/liability mix in terms of both rate sensitivity and maturity distribution. Primary liquidity of the Company and its subsidiaries has been maintained by means of increased investment in shorter-term securities, certificates of deposit and repurchase agreements. As in the past, the Company will continue to monitor the volatility and cost of funds in an attempt to match maturities of rate-sensitive assets and liabilities and respond accordingly to anticipated fluctuations in interest rates over reasonable periods of time.

The Company maintains an adequate level of capital as a margin of safety for its depositors and shareholders. At September 30, 2011, shareholders' equity was \$1,583,052,000 compared to \$1,459,217,000 at December 31, 2010, an increase of \$123,835,000, or 8.5%. The increase is primarily due to the retention of earnings, offset by dividends paid to the preferred and common shareholders and an increase in accumulated other comprehensive income on the Company's investment securities portfolio.

The Company had a leverage ratio of 12.15% and 11.58%, risk-weighted Tier 1 capital ratio of 22.09% and 19.47% and risk-weighted total capital ratio of 23.34% and 20.72% at September 30, 2011 and December 31, 2010, respectively. The identified intangibles and goodwill of \$295,972,000 as of September 30, 2011, recorded in connection with the Company's acquisitions, are deducted from the sum of core capital elements when determining the capital ratios of the Company.

As in the past, the Company will continue to monitor the volatility and cost of funds in an attempt to match maturities of rate-sensitive assets and liabilities, and respond accordingly to anticipate fluctuations in interest rates by adjusting the balance between sources and uses of funds as deemed appropriate. The net-interest rate sensitivity as of September 30, 2011 is illustrated in the table on the following page. This information reflects the balances of assets and liabilities for which rates are subject to change. A mix of assets and liabilities that are roughly equal in volume and re-pricing characteristics represents a matched interest rate sensitivity position. Any excess of assets or liabilities results in an interest rate sensitivity gap.

The Company undertakes an interest rate sensitivity analysis to monitor the potential risk on future earnings resulting from the impact of possible future changes in interest rates on currently existing net asset or net liability positions. However, this type of analysis is as of a point-in-time position, when in fact that position can quickly change as market conditions, customer needs, and management strategies change. Thus, interest rate changes do not affect all categories of asset and liabilities equally or at the same time. As indicated in the table, the Company is liability sensitive during the early time periods and asset sensitive in the longer periods. The Company's Asset and Liability Committee semi-annually reviews the consolidated position along with simulation and duration models, and makes adjustments as needed to control the Company's interest rate risk position. The Company uses modeling of future events as a primary tool for monitoring interest rate risk.

### Interest Rate Sensitivity

(Dollars in Thousands)

September 30, 2011	3 Months or Less	Over 3 Months to 1 Year	Rate/Maturity Over 1 Year to 5 Years	Over 5 Years	Total
<b>Rate sensitive assets</b>					
Investment securities	\$ 418,525	\$ 976,808	\$ 3,371,640	\$ 224,515	\$ 4,991,488
Loans, net of non-accruals	3,770,316	310,500	224,411	710,355	5,015,582
<b>Total earning assets</b>	<b>\$ 4,188,841</b>	<b>\$ 1,287,308</b>	<b>\$ 3,596,051</b>	<b>\$ 934,870</b>	<b>\$ 10,007,070</b>
<b>Cumulative earning assets</b>	<b>\$ 4,188,841</b>	<b>\$ 5,476,149</b>	<b>\$ 9,072,200</b>	<b>\$ 10,007,070</b>	
<b>Rate sensitive liabilities</b>					
Time deposits	\$ 1,386,216	\$ 1,562,405	\$ 376,596	\$ 432	\$ 3,325,649
Other interest bearing deposits	2,625,154				2,625,154
Securities sold under repurchase agreements	345,054	37,865	3,898	1,000,000	1,386,817
Other borrowed funds	451,050	100,000		6,694	557,744
Junior subordinated deferrable interest debentures	103,096	87,630			190,726
<b>Total interest bearing liabilities</b>	<b>\$ 4,910,570</b>	<b>\$ 1,787,900</b>	<b>\$ 380,494</b>	<b>\$ 1,007,126</b>	<b>\$ 8,086,090</b>
<b>Cumulative sensitive liabilities</b>	<b>\$ 4,910,570</b>	<b>\$ 6,698,470</b>	<b>\$ 7,078,964</b>	<b>\$ 8,086,090</b>	
Repricing gap	\$ (721,729)	\$ (500,592)	\$ 3,215,557	\$ (72,256)	\$ 1,920,980
<b>Cumulative repricing gap</b>	<b>(721,729)</b>	<b>(1,222,321)</b>	<b>1,993,236</b>	<b>1,920,980</b>	
Ratio of interest-sensitive assets to liabilities	.85	.72	9.45	.93	1.24
Ratio of cumulative, interest-sensitive assets to liabilities	.85	.82	1.28	1.24	

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

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During the first nine months of 2011, there were no material changes in market risk exposures that affected the quantitative and qualitative disclosures regarding market risk presented under the caption "Liquidity and Capital Resources" located on pages 19 through 25 of the Company's 2010 Annual Report as filed as an exhibit to the Company's Form 10-K for the year ended December 31, 2010.

**Item 4. Controls and Procedures**

*Disclosure Controls and Procedures*

The Company maintains disclosure controls and procedures designed to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within specified time periods. As of the end of the period covered by this Quarterly Report on Form 10-Q, the Company's principal executive officer and principal financial officer evaluated, with the participation of the Company's management, the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act rules 13a-15(e) and 15d-15(e)). Based on the evaluation, which disclosed no material weaknesses, the Company's principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report.

*Internal Control Over Financial Reporting*

There were no changes in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

**PART II - OTHER INFORMATION**

**Item 1. Legal Proceedings**

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

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

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In October 2010, the Company was named as a defendant in a purported class-action lawsuit filed in the United States District Court for the Southern District of Florida where similar lawsuits against a number of other banks are currently pending in a multi-district proceeding known as *In re Checking Account Overdraft Litigation*. The lawsuit was dismissed without prejudice on September 30, 2011, when the parties settled the matter. The amount expensed by the Company in connection with the settlement of the lawsuit was not significant. The settlement of the lawsuit resolved all pending cases against the Company connected with overdraft fees or posting order, and no other substantively similar litigation against the Company or any of its subsidiary banks is known to exist.

### **1A. Risk Factors**

There were no material changes in the risk factors as previously disclosed in Item 1A to Part I of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010.

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

From time to time, the Company's Board of Directors has authorized stock repurchase plans. The Company terminated its stock repurchase program on December 19, 2008, in connection with participating in the TARP Capital Purchase Program, which program prohibited stock repurchases, except for repurchases made in connection with the administration of an employee benefit plan in the ordinary course of business and consistent with past practices. On April 7, 2009 and March 14, 2011, the Company obtained consent from the Treasury and a modification to expand the original consent to include the redemption of trust preferred securities, respectively, which permit the Company to repurchase shares of the Company's common stock; provided, however, that in no event will the aggregate amount of cash dividends, common stock repurchases and redemptions of trust preferred securities for a given semi-annual period exceed the aggregate amount that would be used to pay the originally permitted semi-annual cash dividend of \$.33 per share. The Company also received consent from the Treasury to pay quarterly dividends. The Company will determine on an ongoing basis the best use of the funds and whether a more frequent dividend program and expanded repurchase program are warranted and beneficial to its shareholders. Following receipt of the Treasury Department's original consent on April 7, 2009, the Board of Directors established a formal stock repurchase program that authorized the repurchase of up to \$40 million of common stock within the following twelve months and on March 10, 2011, the Board of Directors extended the repurchase program and again authorized the repurchase of up to \$40 million of common stock during the twelve month period expiring on April 9, 2012, which repurchase cap the Board is inclined to increase over time, subject to the limitations imposed by the Treasury Department's original consent and modification. Stock repurchases may be made from time to time, on the open market or through private transactions. During the third quarter, the Company's Board of Directors adopted a Rule 10b5-1 plan and intends to adopt additional Rule 10b5-1 trading plans that will allow the Company to purchase its shares of common stock during certain trading blackout periods when the Company ordinarily would not be in the market due to trading restrictions in its internal trading policy. Shares repurchased in this program will be held in treasury for reissue for various corporate purposes, including employee stock option plans. As of October 31, 2011, a total of 7,747,827 shares had been repurchased under all programs at a cost of \$235,819,000. The Company is not obligated to repurchase shares under its stock purchase program or to enter into additional Rule 10b5-1 plans. The timing, actual number and value of shares purchased will depend on many factors, including the Company's cash flow and the liquidity and price performance of its shares of common stock.

Except for repurchases in connection with the administration of an employee benefit plan in the ordinary course of business and consistent with past practices, common stock repurchases are only conducted under publicly announced repurchase programs approved by the Board of Directors. The following table includes information about common stock share repurchases for the quarter ended September 30, 2011.

	Total Number of Shares Purchased	Average Price Paid Per Share	Shares Purchased as Part of a Publicly-Announced Program	Approximate Dollar Value of Shares Available for Repurchase (1)
July 1 - July 31, 2011				\$ 37,048,000
August 1 - August 31, 2011	182,372	14.46	182,372	34,411,000
September 1 - September 30, 2011	56,000	13.31	56,000	33,666,000
	238,372	14.19	238,372	

(1) The repurchase program was extended on March 10, 2011 and allows for the repurchase of up to an additional \$40,000,000 of treasury stock through April 9, 2012.



**Item 6. Exhibits**

The following exhibits are filed as a part of this Report:

31(a) Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31(b) Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32(a) Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32(b) Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

101++ Interactive Data File

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++ Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) the Condensed Consolidated Statement of Earnings for the three and nine months ended September 30, 2011 and 2010, (ii) the Condensed Consolidated Balance Sheet as of September 30, 2011 and December 31, 2010, and (iii) the Condensed Consolidated Statement of Cash Flows for the nine months ended September 30, 2011 and 2010. Users of this data are advised pursuant to Rule 406T of Regulation S-T that this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities and Exchange Act of 1934, and otherwise is not subject to liability under these sections.

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.

INTERNATIONAL BANCSHARES CORPORATION

Date: November 7, 2011

/s/ Dennis E. Nixon  
Dennis E. Nixon  
President

Date: November 7, 2011

/s/ Imelda Navarro  
Imelda Navarro  
Treasurer