

PROSPERITY BANCSHARES INC

Form 10-Q

August 09, 2012

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

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

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

**FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2012**

**OR**

☐ **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: 001-35388**

**PROSPERITY BANCSHARES, INC.<sup>®</sup>**

(Exact name of registrant as specified in its charter)

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

**74-2331986**  
(I.R.S. Employer  
Identification No.)

**Prosperity Bank Plaza**

**4295 San Felipe**

**Houston, Texas 77027**

(Address of principal executive offices, including zip code)

**(281) 269-7199**

(Registrant's telephone number, including area code)

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "accelerated filer", "large 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 ☒

As of August 1, 2012, there were 56,050,410 outstanding shares of the registrant's Common Stock, par value \$1.00 per share.

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**PROSPERITY BANCSHARES, INC.® AND SUBSIDIARIES**

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## PART I FINANCIAL INFORMATION

## ITEM 1. INTERIM CONSOLIDATED FINANCIAL STATEMENTS

**PROSPERITY BANCSHARES, INC.<sup>®</sup> AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS****(UNAUDITED)**

	June 30, 2012	December 31, 2011
	(In thousands, except share data)	
ASSETS		
Cash and due from banks	\$ 152,430	\$ 212,800
Federal funds sold	133	642
Total cash and cash equivalents	152,563	213,442
Interest-bearing time deposits in other financial institutions	248	
Securities available for sale, at fair value (amortized cost of \$255,026 and \$301,589, respectively)	272,735	322,316
Securities held to maturity, at cost (fair value of \$5,294,279 and \$4,492,988, respectively)	5,127,309	4,336,620
Loans held for investment	3,950,332	3,765,906
Allowance for credit losses	(50,382)	(51,594)
Loans, net	3,899,950	3,714,312
Accrued interest receivable	30,210	29,405
Goodwill	932,965	924,537
Core deposit intangibles, net of accumulated amortization of \$61,448 and \$58,158, respectively	17,706	20,996
Bank premises and equipment, net	166,273	159,656
Other real estate owned	10,236	8,328
Bank Owned Life Insurance (BOLI)	55,525	50,029
Federal Home Loan Bank stock	44,236	11,601
Other assets	30,395	31,429
TOTAL ASSETS	\$ 10,737,351	\$ 9,822,671

**LIABILITIES AND SHAREHOLDERS' EQUITY**

<b>LIABILITIES:</b>		
Deposits:		
Noninterest-bearing	\$ 2,083,910	\$ 1,972,226
Interest-bearing	6,310,672	6,088,028
Total deposits	8,394,582	8,060,254
Other borrowings	437,278	12,790
Securities sold under repurchase agreements	122,743	54,883
Accrued interest payable	2,131	2,803
Other liabilities	51,745	39,621
Junior subordinated debentures	85,055	85,055
Total liabilities	9,093,534	8,255,406

**COMMITMENTS AND CONTINGENCIES****SHAREHOLDERS' EQUITY:**

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Preferred stock, \$1 par value; 20,000,000 shares authorized; none issued or outstanding		
Common stock, \$1 par value; 200,000,000 shares authorized; 47,510,663 and 46,947,415 shares issued at June 30, 2012 and December 31, 2011, respectively; 47,473,575 and 46,910,327 shares outstanding at June 30, 2012 and December 31, 2011, respectively		
	47,511	46,947
Capital surplus	906,545	883,575
Retained earnings	678,857	623,878
Accumulated other comprehensive income net unrealized gain on available for sale securities, net of tax of \$6,198 and \$7,254, respectively		
	11,511	13,472
Less treasury stock, at cost, 37,088 shares	(607)	(607)
Total shareholders equity	1,643,817	1,567,265
<b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b>	<b>\$ 10,737,351</b>	<b>\$ 9,822,671</b>

See notes to interim consolidated financial statements.

**Table of Contents****PROSPERITY BANCSHARES, INC.® AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF INCOME****(UNAUDITED)**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
	(In thousands, except per share data)			
INTEREST INCOME:				
Loans, including fees	\$ 54,793	\$ 53,703	\$ 108,010	\$ 105,903
Securities	38,072	41,919	76,393	83,123
Federal funds sold and other temporary investments	9	30	87	35
Total interest income	92,874	95,652	184,490	189,061
INTEREST EXPENSE:				
Deposits	8,083	11,064	16,874	22,576
Junior subordinated debentures	648	598	1,311	1,745
Securities sold under repurchase agreements	59	110	96	179
Note payable and federal funds sold	418	250	697	518
Total interest expense	9,208	12,022	18,978	25,018
NET INTEREST INCOME	83,666	83,630	165,512	164,043
PROVISION FOR CREDIT LOSSES	600	1,400	750	3,100
NET INTEREST INCOME AFTER PROVISION FOR CREDIT LOSSES	83,066	82,230	164,762	160,943
NONINTEREST INCOME:				
Customer service fees	11,891	12,546	23,557	24,588
Other	1,765	984	4,044	2,809
Total noninterest income	13,656	13,530	27,601	27,397
NONINTEREST EXPENSE:				
Salaries and employee benefits	23,572	23,994	46,824	47,198
Net occupancy expense	3,492	3,547	7,049	7,195
Depreciation expense	2,028	2,037	4,063	4,058
Debit card, data processing and software amortization	1,906	1,780	3,438	3,452
Core deposit intangible amortization	1,595	1,943	3,290	3,977
Other	8,195	9,213	16,583	18,329
Total noninterest expense	40,788	42,514	81,247	84,209
INCOME BEFORE INCOME TAXES	55,934	53,246	111,116	104,131
PROVISION FOR INCOME TAXES	18,962	18,154	37,657	35,161
NET INCOME	\$ 36,972	\$ 35,092	\$ 73,459	\$ 68,970
EARNINGS PER SHARE				
Basic	\$ 0.78	\$ 0.75	\$ 1.55	\$ 1.47

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Diluted	\$	0.78	\$	0.75	\$	1.55	\$	1.47
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See notes to interim consolidated financial statements.

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**PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

**(UNAUDITED)**

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
	<b>(In thousands)</b>			
Net income	\$ 36,972	\$ 35,092	\$ 73,459	\$ 68,970
Other comprehensive (loss) income, before tax:				
Securities available for sale:				
Change in unrealized (loss) gain during period	(1,833)	2,559	(3,018)	1,640
Total other comprehensive (loss) income	(1,833)	2,559	(3,018)	1,640
Deferred tax benefit (expense) related to other comprehensive income	642	(897)	1,057	(573)
Other comprehensive (loss) income, net of tax	(1,191)	1,642	(1,961)	1,067
Comprehensive income	\$ 35,781	\$ 36,754	\$ 71,497	\$ 70,037

See notes to interim consolidated financial statements.



**Table of Contents****PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY****(UNAUDITED)**

	<b>Common Stock Shares</b>	<b>Common Stock Amount</b>	<b>Capital Surplus</b>	<b>Retained Earnings</b>	<b>Accumulated Other Comprehensive Income</b>	<b>Treasury Stock</b>	<b>Total Shareholders' Equity</b>
<b>(Amounts in thousands, except share and per share data)</b>							
BALANCE AT JANUARY 1, 2012	46,947,415	\$ 46,947	\$ 883,575	\$ 623,878	\$ 13,472	\$ (607)	\$ 1,567,265
Net income				73,459			73,459
Other comprehensive loss					(1,961)		(1,961)
Common stock issued in connection with the exercise of stock options and restricted stock awards	112,948	113	2,353				2,466
Common stock issued in connection with the acquisition of Texas Bankers, Inc.	314,953	315	12,393				12,708
Common stock issued in connection with the acquisition of The Bank Arlington	135,347	136	6,063				6,199
Stock based compensation expense			2,161				2,161
Cash dividends declared, \$0.39 per share				(18,480)			(18,480)
BALANCE AT JUNE 30, 2012	47,510,663	\$ 47,511	\$ 906,545	\$ 678,857	\$ 11,511	\$ (607)	\$ 1,643,817
BALANCE AT JANUARY 1, 2011	46,721,114	\$ 46,721	\$ 876,050	\$ 515,871	\$ 14,304	\$ (607)	\$ 1,452,339
Net income				68,970			68,970
Other comprehensive income					1,067		1,067
Common stock issued in connection with the exercise of stock options and restricted stock awards	204,418	205	3,816				4,021
Stock based compensation expense			1,643				1,643
Cash dividends declared, \$0.35 per share				(16,392)			(16,392)
BALANCE AT JUNE 30, 2011	46,925,532	\$ 46,926	\$ 881,509	\$ 568,449	\$ 15,371	\$ (607)	\$ 1,511,648

See notes to interim consolidated financial statements.

**Table of Contents****PROSPERITY BANCSHARES, INC.® AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS****(UNAUDITED)**

	Six Months Ended June 30,	
	2012	2011
	(In thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 73,459	\$ 68,970
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	7,353	8,035
Stock based compensation expense	2,161	1,643
Net accretion of discount on loans and deposits	(790)	(21)
Provision for credit losses	750	3,100
Net amortization of premium on investments	21,474	12,862
Net (gain) loss on sale of other real estate	(253)	526
Net gain on sale of premises and equipment	(63)	(360)
Net (increase) decrease in accrued interest receivable and other assets	(32,408)	5,898
Net increase in accrued interest payable and other liabilities	12,665	9,997
Net cash provided by operating activities	84,981	110,650
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from maturities and principal paydowns of securities held to maturity	732,832	590,984
Purchase of securities held to maturity	(1,545,313)	(678,500)
Proceeds from maturities, sales and principal paydowns of securities available for sale	956,913	751,747
Purchase of securities available for sale	(909,999)	(700,000)
Net increase in loans held for investment	(144,906)	(189,803)
Purchase of bank premises and equipment	(6,546)	(5,528)
Net proceeds from sale of bank premises, equipment and other real estate	7,385	8,869
Cash and cash equivalents acquired in the purchase of Texas Bankers, Inc.	44,550	
Cash and cash equivalents acquired in the purchase of The Bank Arlington	12,037	
Net cash used in investing activities	(853,048)	(222,231)

**Table of Contents****PROSPERITY BANCSHARES, INC.® AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS****(UNAUDITED)**

	Six Months Ended June 30,	
	2012	2011
	(In thousands)	
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net increase in noninterest-bearing deposits	82,171	115,566
Net increase in interest-bearing deposits	148,683	97,452
Net repayments of long-term debt	(512)	(593)
Redemption of junior subordinated debentures		(7,210)
Net proceeds from (repayments of) short-term debt	425,000	(125,000)
Net increase in securities sold under repurchase agreements	67,860	30,629
Proceeds from exercise of stock options	2,466	4,021
Payments of cash dividends	(18,480)	(16,392)
Net cash provided by financing activities	707,188	98,473
NET DECREASE IN CASH AND CASH EQUIVALENTS	\$ (60,879)	\$ (13,108)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	213,442	159,368
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 152,563	\$ 146,260
NONCASH ACTIVITIES:		
Stock issued in connection with the Texas Bankers, Inc. acquisition	\$ 12,708	
Stock issued in connection with The Bank Arlington acquisition	6,199	
SUPPLEMENTAL DISCLOSURES:		
Cash paid for income taxes	\$ 36,737	\$ 34,458
Cash paid for interest	19,651	25,835
Noncash investing and financing activities	acquisition of real estate through foreclosure of collateral	9,311
	See notes to interim consolidated financial statements.	7,948

**Table of Contents****PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES****NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS****JUNE 30, 2012****(UNAUDITED)****1. BASIS OF PRESENTATION**

The interim consolidated financial statements include the accounts of Prosperity Bancshares, Inc.® (the Company) and its wholly-owned subsidiaries, Prosperity Bank® (the Bank) and Prosperity Holdings of Delaware, LLC. All inter-company transactions and balances have been eliminated.

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, the statements reflect all adjustments necessary for a fair presentation of the financial position, results of operations and cash flows of the Company on a consolidated basis, and all such adjustments are of a normal recurring nature. These financial statements and the notes thereto should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2011. Operating results for the six-month period ended June 30, 2012 are not necessarily indicative of the results that may be expected for the year ending December 31, 2012 or any other period.

**2. INCOME PER COMMON SHARE**

The following table illustrates the computation of basic and diluted earnings per share:

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
	<b>(In thousands, except per share amounts)</b>			
Net income available to common shareholders	\$ 36,972	\$ 35,092	\$ 73,459	\$ 68,970
Weighted average common shares outstanding	47,456	46,864	47,347	46,799
Potential dilutive common shares	152	193	161	202
Weighted average common shares and equivalents outstanding	47,608	47,057	47,508	47,001
Basic earnings per common share	\$ 0.78	\$ 0.75	\$ 1.55	\$ 1.47
Diluted earnings per common share	\$ 0.78	\$ 0.75	\$ 1.55	\$ 1.47

The incremental shares for the assumed exercise of the outstanding options were determined by application of the treasury stock method. There were no stock options outstanding during the quarter ended June 30, 2012 or 2011 that would have had an anti-dilutive effect on the above computation.

**3. NEW ACCOUNTING STANDARDS***Accounting Standards Updates*

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*ASU 2011-03, Transfers and Servicing (Topic 860) Reconsideration of Effective Control for Repurchase Agreements.* ASU 2011-03 is intended to improve financial reporting of repurchase agreements and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. ASU 2011-03 removes from the assessment of effective control (i) the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee, and (ii) the collateral maintenance guidance related to that criterion. ASU 2011-03 became effective for the Company on January 1, 2012 and did not have a significant impact on the Company's financial statements.

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**PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES**

**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**JUNE 30, 2012**

**(UNAUDITED)**

*ASU 2011-04, Fair Value Measurement (Topic 820) Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs.* ASU 2011-04 amends Topic 820, Fair Value Measurements and Disclosures, to converge the fair value measurement guidance in U.S. generally accepted accounting principles and International Financial Reporting Standards. ASU 2011-04 clarifies the application of existing fair value measurement requirements, changes certain principles in Topic 820 and requires additional fair value disclosures. ASU 2011-04 became effective for the Company on January 1, 2012 and did not have a significant impact on the Company's financial statements (see Note 5-Fair Value).

*ASU 2011-05, Comprehensive Income (Topic 220) Presentation of Comprehensive Income.* ASU 2011-05 amends Topic 220, Comprehensive Income, to require that all non-owner changes in stockholders' equity be presented in either a single continuous statement of comprehensive income or in two separate but consecutive statements. Additionally, ASU 2011-05 requires entities to present, on the face of the financial statements, reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement or statements where the components of net income and the components of other comprehensive income are presented. The option to present components of other comprehensive income as part of the statement of changes in stockholders' equity was eliminated. ASU 2011-05 became effective for the Company on January 1, 2012; however, certain provisions related to the presentation of reclassification adjustments have been deferred by ASU 2011-12 Comprehensive Income (Topic 220) Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05, as further discussed below. In connection with the application of ASU 2011-05, the Company's financial statements now include a separate statement of comprehensive income.

*ASU 2011-08, Intangibles—Goodwill and Other (Topic 350) Testing Goodwill for Impairment.* ASU 2011-08 amends Topic 350, Intangibles—Goodwill and Other, to give entities the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. However, if an entity concludes otherwise, then it is required to perform the first step of the two-step impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying amount of the reporting unit. ASU 2011-08 became effective for the Company on January 1, 2012 and the Company is currently evaluating the impact of the adoption on its financial statements.

*ASU 2011-11, Balance Sheet (Topic 210) Disclosures about Offsetting Assets and Liabilities.* ASU 2011-11 amends Topic 210, Balance Sheet, to require an entity to disclose both gross and net information about financial instruments, such as sales and repurchase agreements and reverse sale and repurchase agreements and securities borrowing/lending arrangements, and derivative instruments that are eligible for offset in the statement of financial position and/or subject to a master netting arrangement or similar agreement. ASU 2011-11 is effective for annual and interim periods beginning on January 1, 2013, and is not expected to have a significant impact on the Company's financial statements.

*ASU 2011-12 Comprehensive Income (Topic 220) Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05.* ASU 2011-12 defers changes in ASU 2011-05 that relate to the presentation of reclassification adjustments to allow the FASB time to redeliberate whether to require presentation of such adjustments on the face of the financial statements to show the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income. ASU 2011-12 allows entities to continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect before ASU 2011-05. All other requirements in ASU 2011-05 are not affected by ASU 2011-12. ASU 2011-12 became effective for the Company on January 1, 2012. In connection with the application of ASU 2011-05, the Company's financial statements now include a separate statement of comprehensive income.

**Table of Contents****PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES****NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS****JUNE 30, 2012****(UNAUDITED)****4. LOANS AND ALLOWANCE FOR CREDIT LOSSES**

The loan portfolio consists of various types of loans made principally to borrowers located in South Texas, Houston, Central Texas, Bryan/College Station, East Texas and Dallas/Fort Worth and is classified by major type as follows:

	June 30, 2012	December 31, 2011
	(Dollars in thousands)	
Commercial and industrial	\$ 459,673	\$ 406,433
Real estate:		
Construction and land development	466,884	482,140
1-4 family residential	1,084,936	1,007,266
Home equity	154,147	146,999
Commercial mortgage	1,389,292	1,351,986
Agriculture real estate	147,482	136,008
Multi-family residential	95,495	89,240
Agriculture	44,980	34,226
Consumer (net of unearned discount)	75,209	78,187
Other	32,234	33,421
Total	\$ 3,950,332	\$ 3,765,906

(i) **Commercial and Industrial Loans.** In nearly all cases, the Company's commercial loans are made in the Company's market areas and are underwritten on the basis of the borrower's ability to service the debt from income. As a general practice, the Company takes as collateral a lien on any available real estate, equipment or other assets owned by the borrower and obtains a personal guaranty of the borrower or principal. Working capital loans are primarily collateralized by short-term assets whereas term loans are primarily collateralized by long-term assets. In general, commercial loans involve more credit risk than residential mortgage loans and commercial mortgage loans and, therefore, usually yield a higher return. The increased risk in commercial loans is due to the type of collateral securing these loans. The increased risk also derives from the expectation that commercial loans generally will be serviced principally from the operations of the business, and those operations may not be successful. Historical trends have shown these types of loans to have higher delinquencies than mortgage loans. As a result of these additional complexities, variables and risks, commercial loans require more thorough underwriting and servicing than other types of loans.

(ii) **Commercial Mortgages.** The Company makes commercial mortgage loans collateralized by owner-occupied and non-owner-occupied real estate to finance the purchase of real estate. The Company's commercial mortgage loans are collateralized by first liens on real estate, typically have variable interest rates (or five year or less fixed rates) and amortize over a 15 to 20 year period. Payments on loans secured by such properties are often dependent on the successful operation or management of the properties. Accordingly, repayment of these loans may be subject to adverse conditions in the real estate market or the economy to a greater extent than other types of loans. The Company seeks to minimize these risks in a variety of ways, including giving careful consideration to the property's operating history, future operating projections, current and projected occupancy, location and physical condition in connection with underwriting these loans. The underwriting analysis also includes credit verification, analysis of global cash flow, appraisals and a review of the financial condition of the borrower. At June 30, 2012, approximately 43.4% of the outstanding principal balance of the Company's commercial real estate loans was secured by owner-occupied properties. At June 30, 2012, the Company had commercial real estate loans totaling \$1.48 billion, which include the categories of commercial

mortgage loans and multi-family residential loans.



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**PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES**

**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**JUNE 30, 2012**

**(UNAUDITED)**

**(iii) 1-4 Family Residential Loans.** The Company originates 1-4 family residential mortgage loans collateralized by owner-occupied residential properties located in the Company's market areas. The Company offers a variety of mortgage loan products which generally are amortized over five to 25 years. Loans collateralized by 1-4 family residential real estate generally have been originated in amounts of no more than 89% of appraised value or have mortgage insurance. The Company requires mortgage title insurance and hazard insurance. The Company has elected to keep all 1-4 family residential loans for its own account rather than selling such loans into the secondary market. By doing so, the Company is able to realize a higher yield on these loans; however, the Company also incurs interest rate risk as well as the risks associated with nonpayments on such loans.

**(iv) Construction and Land Development Loans.** The Company makes loans to finance the construction of residential and, to a lesser extent, nonresidential properties. Construction loans generally are collateralized by first liens on real estate and have floating interest rates. The Company conducts periodic inspections, either directly or through an agent, prior to approval of periodic draws on these loans. Underwriting guidelines similar to those described above are also used in the Company's construction lending activities. Construction loans involve additional risks attributable to the fact that loan funds are advanced upon the security of a project under construction, and the project is of uncertain value prior to its completion. Because of uncertainties inherent in estimating construction costs, the market value of the completed project and the effects of governmental regulation on real property, it can be difficult to accurately evaluate the total funds required to complete a project and the related loan to value ratio. As a result of these uncertainties, construction lending often involves the disbursement of substantial funds with repayment dependent, in part, on the success of the ultimate project rather than the ability of a borrower or guarantor to repay the loan. If the Company is forced to foreclose on a project prior to completion, there is no assurance that the Company will be able to recover all of the unpaid portion of the loan. In addition, the Company may be required to fund additional amounts to complete a project and may have to hold the property for an indeterminate period of time. While the Company has underwriting procedures designed to identify what it believes to be acceptable levels of risks in construction lending, no assurance can be given that these procedures will prevent losses from the risks described above. At June 30, 2012, approximately 14.3% of the outstanding principal balance of the Company's construction and land development loans was secured by owner-occupied properties. At June 30, 2012, the Company had construction and land development loans totaling \$466.9 million

**(v) Agriculture Loans.** The Company provides agriculture loans for short-term crop production, including rice, cotton, milo and corn, farm equipment financing and agriculture real estate financing. The Company evaluates agriculture borrowers primarily based on their historical profitability, level of experience in their particular agriculture industry, overall financial capacity and the availability of secondary collateral to withstand economic and natural variations common to the industry. Because agriculture loans present a higher level of risk associated with events caused by nature, the Company routinely makes on-site visits and inspections in order to identify and monitor such risks.

**(vi) Consumer Loans.** Consumer loans made by the Company include direct credit automobile loans, recreational vehicle loans, boat loans, home improvement loans, home equity loans, personal loans (collateralized and uncollateralized) and deposit account collateralized loans. The terms of these loans typically range from 12 to 120 months and vary based upon the nature of collateral and size of loan. Generally, consumer loans entail greater risk than do real estate secured loans, particularly in the case of consumer loans that are unsecured or collateralized by rapidly depreciating assets such as automobiles. In such cases, any repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment for the outstanding loan balance. The remaining deficiency often does not warrant further substantial collection efforts against the borrower beyond obtaining a deficiency judgment. In addition, consumer loan collections are dependent on the borrower's continuing financial stability, and thus are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy. Furthermore, the application of various federal and state laws may limit the amount which can be recovered on such loans.

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The Company maintains an independent loan review department that reviews and validates the credit risk program on a periodic basis. Results of these reviews are presented to management. The loan review process complements and reinforces the risk identification and assessment decisions made by lenders and credit personnel, as well as the Company's policies and procedures.

*Concentrations of Credit.* Most of the Company's lending activity occurs within the State of Texas, including the four largest metropolitan areas of Austin, Dallas/Ft. Worth, Houston and San Antonio. The majority of the Company's loan portfolio consists of commercial real estate loans, 1-4 family real estate loans and commercial and industrial loans. As of June 30, 2012 and December 31, 2011, there were no concentrations of loans related to any single industry in excess of 10% of total loans.

*Foreign Loans.* The Company has U.S. dollar denominated loans and commitments to borrowers in Mexico. The outstanding balance of these loans and the unfunded amounts available under these commitments were not significant at June 30, 2012 or December 31, 2011.

*Related Party Loans.* As of June 30, 2012 and December 31, 2011, loans outstanding to directors, officers and their affiliates totaled \$6.7 million and \$9.8 million, respectively. All transactions entered into between the Company and such related parties are done in the ordinary course of business, made on the same terms and conditions as similar transactions with unaffiliated persons.

An analysis of activity with respect to these related party loans is as follows:

	<b>Six Months</b>	
	<b>Ended June 30, 2012</b>	<b>Year Ended December 31, 2011</b>
	<b>(Dollars in thousands)</b>	
Beginning balance	\$ 9,809	\$ 12,783
New loans and reclassified related loans	405	4,168
Repayments	(3,551)	(7,142)
Ending balance	\$ 6,663	\$ 9,809

*Nonaccrual and Past Due Loans.* The Company has several procedures in place to assist it in maintaining the overall quality of its loan portfolio. The Company has established underwriting guidelines to be followed by its officers and the Company also monitors its delinquency levels for any negative or adverse trends. There can be no assurance, however, that the Company's loan portfolio will not become subject to increasing pressures from deteriorating borrower credit due to general economic conditions.

The Company generally places a loan on nonaccrual status and ceases accruing interest when the payment of principal or interest is delinquent for 90 days, or earlier in some cases, unless the loan is in the process of collection and the underlying collateral fully supports the carrying value of the loan.



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The Company requires appraisals on loans collateralized by real estate. With respect to potential problem loans, an evaluation of the borrower's overall financial condition is made to determine the need, if any, for possible writedowns or appropriate additions to the allowance for credit losses.

As of the dates indicated, nonaccrual loans, segregated by class of loans, were as follows:

	<b>June 30, 2012</b>	<b>December 31, 2011</b>
	<b>(Dollars in thousands)</b>	
Construction and land development	\$ 121	\$ 1,175
Agriculture and agriculture real estate	44	49
1-4 family (includes home equity)	622	923
Commercial real estate (commercial mortgage and multi-family residential)	474	790
Commercial and industrial	358	633
Consumer and other	5	8
<b>Total</b>	<b>\$ 1,624</b>	<b>\$ 3,578</b>

An age analysis of past due loans, segregated by class of loans, as of the dates indicated, was as follows:

	<b>As of June 30, 2012</b>				
	<b>Loans 30-89 Days Past Due</b>	<b>Loans 90 or More Days Past Due</b>	<b>Total Past Due Loans (Dollars in thousands)</b>	<b>Current Loans</b>	<b>Accruing Loans 90 or More Days Past Due</b>
Construction and land development	\$ 1,217	\$ 121	\$ 1,338	\$ 465,546	\$
Agriculture and agriculture real estate	294	8	302	192,160	
1-4 family (includes home equity)	4,751	354	5,105	1,233,978	
Commercial real estate (commercial mortgage and multi-family residential)	4,216	354	4,570	1,480,217	
Commercial and industrial	737	90	827	458,846	
Consumer and other	696	1	697	106,746	
<b>Total</b>	<b>\$ 11,911</b>	<b>\$ 928</b>	<b>\$ 12,839</b>	<b>\$ 3,937,493</b>	<b>\$</b>

	As of December 31, 2011				
	Loans 30-89 Days Past Due	Loans 90 or More Days Past Due	Total Past Due Loans	Current Loans	Accruing Loans 90 or More Days Past Due
	(Dollars in thousands)				
Construction and land development	\$ 1,281	\$ 111	\$ 1,392	\$ 480,748	\$
Agriculture and agriculture real estate	365	9	374	169,860	
1-4 family (includes home equity)	1,527	314	1,841	1,152,424	
Commercial real estate (commercial mortgage and multi-family residential)	5,630	390	6,020	1,435,206	
Commercial and industrial	1,544	394	1,938	404,495	
Consumer and other	89		89	111,519	
Total	\$ 10,436	\$ 1,218	\$ 11,654	\$ 3,754,252	\$

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The following table presents information regarding past due loans and nonperforming assets as of the dates indicated:

	<b>June 30, 2012</b>	<b>December 31, 2011</b>
	<b>(Dollars in thousands)</b>	
Nonaccrual loans	\$ 1,624	\$ 3,578
Accruing loans 90 or more days past due		
Total nonperforming loans	1,624	3,578
Reposessed assets	13	146
Other real estate	10,236	8,328
Total nonperforming assets	\$ 11,873	\$ 12,052
Nonperforming assets to total loans and other real estate	0.30%	0.32%

The Company's conservative lending approach has resulted in sound asset quality. The Company had \$11.9 million in nonperforming assets at June 30, 2012 compared with \$12.1 million at December 31, 2011. If interest on nonaccrual loans had been accrued under the original loan terms, approximately \$176,000 and \$97,000 would have been recorded as income for the six months ended June 30, 2012 and 2011, respectively.

*Impaired Loans.* Loans are considered impaired when, based on current information and events, it is probable the Company will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Impairment is evaluated in total for smaller-balance loans of a similar nature and on an individual loan basis for other loans. If a loan is impaired, a specific valuation allowance is allocated, if necessary, so that the loan is reported net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Interest payments on impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. Impaired loans, or portions thereof, are charged off when deemed uncollectible.

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## PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES

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(UNAUDITED)

Impaired loans as of June 30, 2012 are set forth in the following table. No interest income was recognized on impaired loans subsequent to their classification as impaired.

	June 30, 2012				
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment Quarter to Date	Average Recorded Investment Year to Date
	(Dollars in thousands)				
With no related allowance recorded:					
Construction and land development	\$ 226	\$ 227	\$	\$ 251	\$ 204
Agriculture and agriculture real estate	4	5		5	5
1-4 family (includes home equity)	396	460		368	350
Commercial real estate (commercial mortgage and multi-family residential)	362	384		934	845
Commercial and industrial	3	5		4	40
Consumer and other					
With an allowance recorded:					
Construction and land development	101	101	17	582	743
Agriculture and agriculture real estate	40	44	35	41	41
1-4 family (includes home equity)	234	247	220	417	504
Commercial real estate (commercial mortgage and multi-family residential)	2,759	2,770	1,026	3,960	2,801
Commercial and industrial	500	1,944	354	555	544
Consumer and other	6	18	5	6	6
Total:					
Construction and land development	327	328	17	833	947
Agriculture and agriculture real estate	44	49	35	46	46
1-4 family (includes home equity)	630	707	220	785	854
Commercial real estate (commercial mortgage and multi-family residential)	3,121	3,154	1,026	4,894	3,646
Commercial and industrial	503	1,949	354	559	584
Consumer and other	6	18	5	6	6

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Impaired loans as of December 31, 2011 are set forth in the following table. No interest income was recognized on impaired loans subsequent to their classification as impaired. The average recorded investment is reported on a year-to-date basis.

	Recorded Investment	December 31, 2011 Unpaid Principal Balance (Dollars in thousands)	Related Allowance	Average Recorded Investment
<b>With no related allowance recorded:</b>				
Construction and land development	\$ 111	\$ 111	\$	\$ 58
Agriculture and agriculture real estate	6	6		5
1-4 family (includes home equity)	313	344		291
Commercial real estate (commercial mortgage and multi-family residential)	668	705		637
Commercial and industrial	112	1,513		253
Consumer and other				3
<b>With an allowance recorded:</b>				
Construction and land development	1,064	1,064	312	584
Agriculture and agriculture real estate	43	46	39	21
1-4 family (includes home equity)	677	731	362	663
Commercial real estate (commercial mortgage and multi-family residential)	483	485	165	309
Commercial and industrial	521	535	300	642
Consumer and other	8	20	8	18
<b>Total:</b>				
Construction and land development	1,175	1,175	312	642
Agriculture and agriculture real estate	49	52	39	26
1-4 family (includes home equity)	990	1,075	362	954
Commercial real estate (commercial mortgage and multi-family residential)	1,151	1,190	165	946
Commercial and industrial	633	2,048	300	895
Consumer and other	8	20	8	21

**Credit Quality Indicators.** As part of the ongoing monitoring of the credit quality of the Company's loan portfolio and methodology for calculating the allowance for credit losses, management assigns and tracks loan grades to be used as credit quality indicators. The following is a general description of the loan grades used (1-7):

**Grade 1** Credits in this category are of the highest standards of credit quality with virtually no risk of loss. These borrowers would represent top rated companies and individuals with unquestionable financial standing with excellent global cash flow coverage, net worth, liquidity and collateral coverage and/or secured by CD/savings accounts.

**Grade 2** Credits in this category are not immune for risk but are well-protected by the collateral and paying capacity of the borrower. These loans may exhibit a minor unfavorable credit factor, but the overall credit is sufficiently strong to minimize the possibility of loss.



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**Grade 3** Credits graded 3 constitute an undue and unwarranted credit risk, however the factors do not rise to a level of substandard. These credits have potential weaknesses and/or declining trends that, if not corrected, could expose the Company to risk at a future date. Credits graded 3 are monitored on the Company's internally generated watch list and evaluated on a quarterly basis.

**Grade 4** Credits in this category are deemed substandard loans in accordance with regulatory guidelines. Loans in this category have well-defined weakness that, if not corrected, could make default of principal and interest possible, but it is not yet certain. Loans in this category are still accruing interest and may be dependent upon secondary sources of repayment and/or collateral liquidation.

**Grade 5** Credits in this category are deemed substandard and impaired pursuant to regulatory guidelines. As such, the Company has determined that it is probable that less than 100% of the principal and interest will be collected. Loans graded 5 are individually evaluated for a specific reserve valuation and will typically have the accrual of interest stopped.

**Grade 6** Credits in this category include doubtful loans in accordance with regulatory guidance. Such loans are on nonaccrual and factors have indicated a loss is imminent. These loans are also deemed impaired. While a specific reserve may be in place while the loan and collateral is being evaluated these loans are typically charged down to an amount the Company deems collectable.

**Grade 7** Credits in this category are deemed a loss in accordance with regulatory guidelines and charged off or charged down. The Company may continue collection efforts and may have partial recovery in the future.

The following table presents risk grades and classified loans by class of loan at June 30, 2012. Classified loans include loans in risk grades 5, 6 and 7.

	Construction and Land Development	Agriculture and Agriculture Real Estate	1-4 Family (Includes Home Equity)	Commercial Real Estate (Commercial Mortgage and Multi- Family)	Commercial and Industrial	Consumer and Other	Total
	(Dollars in thousands)						
Grade 1	\$	\$ 2,782	\$	\$	\$ 44,760	\$ 28,700	\$ 76,242
Grade 2	460,205	189,520	1,223,678	1,448,873	410,662	78,601	3,811,539
Grade 3	1,620	109	9,150	13,698	3,255		27,832
Grade 4	4,732	7	5,625	19,095	493	136	30,088
Grade 5	327	44	611	3,121	493	5	4,601
Grade 6			19		10	1	30
Grade 7							
Total	\$ 466,884	\$ 192,462	\$ 1,239,083	\$ 1,484,787	\$ 459,673	\$ 107,443	\$ 3,950,332

The following table presents risk grades and classified loans by class of loan at December 31, 2011. Classified loans include loans in risk grades 5, 6 and 7.

**Total**

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	Construction and Land Development	Agriculture and Agriculture Real Estate	1-4 Family (Includes Home Equity)	Commercial Real Estate (Commercial Mortgage and Multi- Family)	Commercial and Industrial	Consumer and Other								
	(Dollars in thousands)													
Grade 1	\$	\$	3,319	\$	\$	45,218	\$	31,602	\$	80,139				
Grade 2		465,572	166,656	1,140,210		1,399,915		355,862		79,996	3,608,211			
Grade 3		1,757	210	9,131		14,335		4,189			29,622			
Grade 4		13,636		3,934		25,825		531		2	43,928			
Grade 5		1,175	49	970		1,151		532		8	3,885			
Grade 6				20				101			121			
Grade 7														
Total		\$ 482,140	\$	170,234	\$	1,154,265	\$	1,441,226	\$	406,433	\$	111,608	\$	3,765,906

**Table of Contents****PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES****NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS****JUNE 30, 2012****(UNAUDITED)**

Net charge-offs/recoveries, segregated by class of loans, for the three and six months ended June 30, 2012 and 2011 were as follows:

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
Construction and land development	\$ (1,179)	\$ (455)	\$ (1,201)	\$ (1,152)
1-4 family (includes home equity)	(90)	(157)	(141)	(383)
Commercial real estate and agriculture (includes multi-family)	(293)	(177)	(310)	(496)
Commercial and industrial	(180)	(271)	(165)	(486)
Consumer and other	(118)	(169)	(145)	(235)
Total	\$ (1,860)	\$ (1,229)	\$ (1,962)	\$ (2,752)

*Allowance for Credit Losses.* The allowance for credit losses is a valuation established through charges to earnings in the form of a provision for credit losses. Management has established an allowance for credit losses which it believes is adequate for estimated losses in the Company's loan portfolio. The amount of the allowance for credit losses is affected by the following: (i) charge-offs of loans that occur when loans are deemed uncollectible and decrease the allowance, (ii) recoveries on loans previously charged off that increase the allowance and (iii) provisions for credit losses charged to earnings that increase the allowance. Based on an evaluation of the loan portfolio and consideration of the factors listed below, management presents a quarterly review of the allowance for credit losses to the Bank's Board of Directors, indicating any change in the allowance since the last review and any recommendations as to adjustments in the allowance.

The Company's allowance for credit losses consists of two components: a specific valuation allowance based on probable losses on specifically identified loans and a general valuation allowance based on historical loan loss experience, general economic conditions and other qualitative risk factors both internal and external to the Company.

In setting the specific valuation allowance, the Company follows a loan review program to evaluate the credit risk in the loan portfolio. Through this loan review process, the Company maintains an internal list of impaired loans which, along with the delinquency list of loans, helps management assess the overall quality of the loan portfolio and the adequacy of the allowance for credit losses. All loans that have been identified as impaired are reviewed on a quarterly basis in order to determine whether a specific reserve is required. For each impaired loan, the Company allocates a specific loan loss reserve primarily based on the value of the collateral securing the impaired loan in accordance with ASC Topic 310, *Receivables*. The specific reserves are determined on an individual loan basis. Loans for which specific reserves are provided are excluded from the general valuation allowance described below.

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**PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES**

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In determining the amount of the general valuation allowance, management considers factors such as historical loan loss experience, industry diversification of the Company's commercial loan portfolio, concentration risk of specific loan types, the volume, growth and composition of the Company's loan portfolio, current economic conditions that may affect the borrower's ability to pay and the value of collateral, the evaluation of the Company's loan portfolio through its internal loan review process, general economic conditions and other qualitative risk factors both internal and external to the Company and other relevant factors in accordance with ASC Topic 450. Based on a review of these factors for each loan type, the Company applies an estimated percentage to the outstanding balance of each loan type, excluding any loan that has a specific reserve allocated to it. The Company uses this information to establish the amount of the general valuation allowance.

In connection with its review of the loan portfolio, the Company considers risk elements attributable to particular loan types or categories in assessing the quality of individual loans. Some of the risk elements include:

for 1-4 family residential mortgage loans, the borrower's ability to repay the loan, including a consideration of the debt to income ratio and employment and income stability, the loan to value ratio, and the age, condition and marketability of collateral;

for commercial mortgage loans and multifamily residential loans, the debt service coverage ratio (income from the property in excess of operating expenses compared to loan payment requirements), operating results of the owner in the case of owner-occupied properties, the loan to value ratio, the age and condition of the collateral and the volatility of income, property value and future operating results typical of properties of that type;

for construction and land development loans, the perceived feasibility of the project including the ability to sell developed lots or improvements constructed for resale or the ability to lease property constructed for lease, the quality and nature of contracts for presale or prelease, if any, experience and ability of the developer and loan to value ratio;

for commercial and industrial loans, the operating results of the commercial, industrial or professional enterprise, the borrower's business, professional and financial ability and expertise, the specific risks and volatility of income and operating results typical for businesses in that category and the value, nature and marketability of collateral;

for agriculture real estate loans, the experience and financial capability of the borrower, projected debt service coverage of the operations of the borrower and loan to value ratio; and

for non-real estate agriculture loans, the operating results, experience and financial capability of the borrower, historical and expected market conditions and the value, nature and marketability of collateral.

In addition, for each category, the Company considers secondary sources of income and the financial strength and credit history of the borrower and any guarantors.

At June 30, 2012, the allowance for credit losses totaled \$50.4 million or 1.28% of total loans. At December 31, 2011, the allowance aggregated \$51.6 million or 1.37% of total loans.



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The following table details the recorded investment in loans and activity in the allowance for credit losses by portfolio segment for the six months ended June 30, 2012. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

	Construction and Land Development	Agriculture and Agriculture Real Estate	1-4 Family (includes Home Equity)	Commercial Real Estate (Commercial) Mortgage and Multi-Family)	Commercial and Industrial	Consumer and Other	Total
(Dollars in thousands)							
<b>Allowance for credit losses:</b>							
Beginning balance	\$ 12,094	\$ 511	\$ 12,645	\$ 21,460	\$ 3,826	\$ 1,058	\$ 51,594
Provision for credit losses	(828)	228	822	259	577	(308)	750
Charge-offs	(1,209)		(151)	(369)	(321)	(438)	(2,488)
Recoveries	8	3	10	56	156	293	526
Net charge-offs	(1,201)	3	(141)	(313)	(165)	(145)	(1,962)
Ending balance	10,065	742	13,326	21,406	4,238	605	50,382
Ending balance: individually evaluated for impairment	17	35	220	1,026	354	5	1,657
Ending balance: collectively evaluated for impairment	\$ 10,048	\$ 707	\$ 13,106	\$ 20,380	\$ 3,884	\$ 600	\$ 48,725
<b>Loans:</b>							
Ending balance: individually evaluated for impairment	327	44	630	3,121	503	6	4,631
Ending balance: collectively evaluated for impairment	466,577	192,418	1,238,453	1,481,666	459,170	107,437	3,945,701
Ending balance	\$ 466,884	\$ 192,462	\$ 1,239,083	\$ 1,484,787	\$ 459,673	\$ 107,443	\$ 3,950,332

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The following table details the recorded investment in loans and activity in the allowance for credit losses by portfolio segment for the year ended December 31, 2011. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

	Construction and Land Development	Agriculture and Agriculture Real Estate	1-4 Family (includes Home Equity)	Commercial Real Estate (Commercial Mortgage and Multi-Family)	Commercial and Industrial	Consumer and Other	Total
(Dollars in thousands)							
<b>Allowance for credit losses:</b>							
Beginning balance	\$ 12,994	\$ 271	\$ 12,837	\$ 20,436	\$ 3,891	\$ 1,155	\$ 51,584
Provision for credit losses	209	239	1,168	2,011	1,103	470	5,200
Charge-offs	(1,509)		(1,392)	(1,027)	(1,694)	(1,228)	(6,850)
Recoveries	400	1	32	40	526	661	1,660
Net charge-offs	(1,109)	1	(1,360)	(987)	(1,168)	(567)	(5,190)
Ending balance	12,094	511	12,645	21,460	3,826	1,058	51,594
Ending balance: individually evaluated for impairment	312	39	362	165	300	8	1,186
Ending balance: collectively evaluated for impairment	\$ 11,782	\$ 472	\$ 12,283	\$ 21,295	\$ 3,526	\$ 1,050	\$ 50,408
<b>Loans:</b>							
Ending balance: individually evaluated for impairment	1,175	49	990	1,151	633	8	4,006
Ending balance: collectively evaluated for impairment	480,965	170,185	1,153,275	1,440,075	405,800	111,600	3,761,900
Ending balance	\$ 482,140	\$ 170,234	\$ 1,154,265	\$ 1,441,226	\$ 406,433	\$ 111,608	\$ 3,765,906

*Troubled Debt Restructurings.* The restructuring of a loan is considered a troubled debt restructuring if both (i) the borrower is experiencing financial difficulties and (ii) the creditor has granted a concession. Concessions may include interest rate reductions or below market interest rates, principal forgiveness, restructuring amortization schedules and other actions intended to minimize potential losses. Effective July 1, 2011, the Company adopted the provisions of ASU No. 2011-02, *Receivables (Topic 310) A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring*. As such, the Company reassessed all loan modifications occurring since January 1, 2011 for identification as troubled debt restructurings.

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The Company had the following troubled debt restructurings outstanding as of the dates indicated:

	As of June 30, 2012			As of December 31, 2011		
	Number of	Pre- Modification Outstanding Recorded Investment	Post- Modification Outstanding Recorded Investment	Number of	Pre- Modification Outstanding Recorded Investment	Post- Modification Outstanding Recorded Investment
	Contracts			Contracts		
(Dollars in thousands)						
<b>Troubled Debt Restructurings</b>						
Construction and land development		\$	\$		\$	\$
Agriculture and agriculture real estate						
1-4 family (includes home equity)	4	109	72	4	109	84
Commercial real estate (commercial mortgage and multi-family)	1	2,560	2,481	2	5,264	5,171
Commercial and industrial	3	114	89	3	114	93
Consumer and other						
<b>Total</b>	<b>8</b>	<b>\$ 2,783</b>	<b>\$ 2,642</b>	<b>9</b>	<b>\$ 5,487</b>	<b>\$ 5,348</b>

As of June 30, 2012, there have been no defaults on any loans that were modified as troubled debt restructurings during the preceding twelve months. Default is determined at 90 or more days past due. The modifications primarily related to extending the amortization periods of the loans, which includes loans modified during bankruptcy. The Company did not grant principal reductions on any restructured loan. Loans restructured during the six months ended June 30, 2012 on non-accrual status as of June 30, 2012 totaled \$128,000. The remaining restructured loans are performing and accruing loans. These modifications did not have a material impact on the Company's determination of the allowance for credit losses.

**5. FAIR VALUE**

Effective January 1, 2008, the Company adopted FASB ASC Topic 820, *Fair Value Measurement and Disclosures*. ASC Topic 820, which defines fair value, addresses aspects of the expanding application of fair value accounting and establishes a consistent framework for measuring fair value. Fair value represents the estimated price that would be received from selling an asset or paid to transfer a liability, otherwise known as an exit price.

***Fair Value Hierarchy***

ASC Topic 820 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. In accordance with ASC Topic 820, these inputs are summarized in the three broad levels listed below:

Level 1 Quoted prices in active markets for identical assets or liabilities. Level 1 assets include U.S. Treasury securities and CRA funds that are highly liquid and are actively traded in over-the-counter markets.



Level 2 Other significant observable inputs (including quoted prices in active markets for similar assets or liabilities) or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. The Company's Level 2 assets include U.S. government and agency mortgage-backed debt securities, corporate securities and municipal bonds.

Level 3 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 similar techniques, as well as instruments for which the determination of fair values requires significant management judgment or estimation.

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In determining the appropriate levels, the Company performs a detailed analysis of the assets and liabilities that are subject to ASC Topic 820.

The following table summarizes financial assets and financial liabilities measured at fair value on a recurring basis as of June 30, 2012 and December 31, 2011, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value:

	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>June 30, 2012</b>			
	<b>(Dollars in thousands)</b>			
Available for sale securities (at fair value):				
States and political subdivisions	\$	\$ 37,305	\$	\$ 37,305
Corporate debt securities and other	7,713	1,558		9,271
Collateralized mortgage obligations		674		674
Mortgage-backed securities		225,485		225,485
Total	\$ 7,713	\$ 265,022	\$	\$ 272,735

	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>December 31, 2011</b>			
	<b>(Dollars in thousands)</b>			
Available for sale securities (at fair value):				
States and political subdivisions	\$	\$ 39,076	\$	\$ 39,076
Corporate debt securities and other	7,656	1,613		9,269
Collateralized mortgage obligations		765		765
Mortgage-backed securities		273,206		273,206
Total	\$ 7,656	\$ 314,660	\$	\$ 322,316

Certain assets and liabilities are measured at fair value on a non-recurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). Financial assets measured at fair value on a non-recurring basis during the reported periods include certain impaired loans reported at the fair value of the underlying collateral if repayment is expected solely from the collateral. Collateral values are estimated using Level 2 inputs based on observable market data, typically in the case of real estate collateral. For the three months ended June 30, 2012, the Company had additions to impaired loans of \$6.8 million, of which \$3.2 million were outstanding at June 30, 2012.

Assets measured at fair value on a non-recurring basis during the reported periods also include other real estate owned and repossessed assets. For the three months ended June 30, 2012, the Company had additions to other real estate owned of \$8.3 million, of which \$4.7 million were outstanding at June 30, 2012. The remaining assets and liabilities measured at fair value on a non-recurring basis that were recorded in 2012 and remained outstanding at June 30, 2012 were not significant. During the reported periods, all fair value measurements for assets and liabilities measured at fair value on a non-recurring basis utilized Level 2 inputs based on observable market data. There were no transfers between Level 1 and Level 2 assets during the six months ended June 30, 2012.

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The fair value of an asset or liability is the price that would be received to sell that asset or paid to transfer that liability in an orderly transaction occurring in the principal market (or most advantageous market in the absence of a principal market) for such asset or liability. In estimating fair value, the Company utilizes valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. Such valuation techniques are consistently applied. Inputs to valuation techniques include the assumptions that market participants would use in pricing an asset or liability. FASB ASC Topic 820 establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs.

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**PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES**

**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

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**(UNAUDITED)**

These fair value disclosures represent the Company's estimates based on relevant market information and information about the financial instruments. Fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of the various 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 the above methodologies and assumptions could significantly affect the estimates.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

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

**Federal Funds Sold** The carrying amount is a reasonable estimate of fair value.

**Securities** For securities held as investments, fair value equals quoted market price, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

**Loans Held for Investment** For fixed rate loans and certain homogeneous categories of loans (such as some residential mortgages and other consumer loans), fair value is estimated by discounting the future cash flows using the risk-free Treasury rate for the applicable maturity, adjusted for servicing and credit risk. An overall valuation adjustment is made for specific credit risks as well as general portfolio credit risk. The carrying value of variable rate loans approximates fair value because the loans reprice frequently to current market rates.

**Deposits** The fair value of demand deposits, savings accounts and certain money market deposits is the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit is estimated using the rates currently offered for deposits of similar remaining maturities.

**Junior Subordinated Debentures** The fair value of the junior subordinated debentures was calculated using the quoted market prices, if available. If quoted market prices are not available, fair value is estimated using quoted market prices for similar subordinated debentures.

**Other Borrowings** Rates currently available to the Company for debt with similar terms and remaining maturities are used to estimate the fair value of existing debt using a discounted cash flows methodology.

**Securities Sold Under Repurchase Agreements** The fair value of securities sold under repurchase agreements is the amount payable on demand at the reporting date.

**Off-Balance Sheet Financial Instruments** The fair value of commitments to extend credit and standby letters of credit is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreement and the present creditworthiness of the counterparties.

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FASB ASC Topic 825, *Financial Instruments*, requires disclosure of the fair value of financial assets and financial liabilities, including those financial assets and financial liabilities that are not measured and reported at fair value on a recurring basis or non-recurring basis. The Company provides fair value estimates for loans not recorded at fair value. During the reported periods, fair value measurements for loans utilized Level 3 inputs. The estimated fair value is determined based on characteristics such as loan category, repricing features and remaining maturity, and includes prepayment and credit loss estimates. The model used to estimate fair value of loans employs a discount rate that reflects the Company's current pricing for loans with similar characteristics and remaining maturity, adjusted by an amount for estimated credit losses inherent in the portfolio and liquidity risk, at the balance sheet date. The adjustment approximates 25 basis points for the reported periods. The rates take into account the expected yield curve, as well as an adjustment for prepayment risk, when applicable. The Company utilizes a third party to assist with its fair value measurements. Inputs used in the pricing model are validated by management.

All fair value measurements for remaining financial assets and financial liabilities utilized Level 2 inputs based on observable market data. The carrying amount and estimated fair value of the Company's financial instruments, as of the dates indicated, are as follows:

	<b>June 30, 2012</b>		<b>December 31, 2011</b>	
	<b>Carrying Amount</b>	<b>Estimated Fair Value</b>	<b>Carrying Amount</b>	<b>Estimated Fair Value</b>
	<b>(Dollars in thousands)</b>			
<b>Financial Assets:</b>				
Cash and due from banks	\$ 152,430	\$ 152,430	\$ 212,800	\$ 212,800
Federal funds sold	133	133	642	642
Interest-bearing time deposits in other financial institutions	248	248		
Held to maturity securities	5,127,309	5,294,279	4,336,620	4,492,988
Available for sale securities	272,735	272,735	322,316	322,316
Loans held for investment, net of allowance for credit losses	3,899,950	3,977,716	3,714,312	3,814,858
<b>Total</b>	<b>\$ 9,452,805</b>	<b>\$ 9,697,758</b>	<b>\$ 8,586,690</b>	<b>\$ 8,843,604</b>
<b>Financial liabilities:</b>				
Deposits	\$ 8,394,582	\$ 8,412,522	\$ 8,060,254	\$ 8,074,093
Junior subordinated debentures	85,055	71,717	85,055	71,001
Other borrowings	437,278	439,617	12,790	14,974
Securities sold under repurchase agreements	122,743	122,743	54,883	54,883
<b>Total</b>	<b>\$ 9,039,658</b>	<b>\$ 9,046,599</b>	<b>\$ 8,212,982</b>	<b>\$ 8,214,951</b>

The Company's off-balance sheet commitments, which total \$538.9 million at June 30, 2012, are funded at current market rates at the date they are drawn upon. It is management's opinion that the fair value of these commitments would approximate their carrying value, if drawn upon.

The fair value estimates presented herein are based on pertinent information available to management at June 30, 2012. Although management is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since those dates and, therefore, current estimates of fair value may differ significantly from the amounts presented herein.

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Under ASC Topic 825, entities may choose to measure eligible financial instruments at fair value at specified election dates. The fair value measurement option (i) may be applied instrument by instrument, with certain exceptions, (ii) is generally irrevocable and (iii) is applied only to entire instruments and not to portions of instruments. Unrealized gains and losses on items for which the fair value measurement option has been elected must be reported in earnings at each subsequent reporting date. During the reported periods, the Company had no financial instruments measured at fair value under the fair value measurement option.

### 6. GOODWILL AND CORE DEPOSIT INTANGIBLES

Changes in the carrying amount of the Company's goodwill and core deposit intangibles (CDI) for the six months ended June 30, 2012 were as follows:

	Goodwill	Core Deposit Intangibles
	(Dollars in thousands)	
Balance as of December 31, 2011	\$ 924,537	\$ 20,996
Amortization		(3,290)
Acquisition of Texas Bankers, Inc.	5,867	
Acquisition of The Bank Arlington	2,561	
Balance as of June 30, 2012	\$ 932,965	\$ 17,706

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Goodwill is recorded on the acquisition date of each entity. The Company may record subsequent adjustments to goodwill for amounts undeterminable at acquisition date, such as deferred taxes and real estate valuations, and therefore the goodwill amounts reflected in the table above may change accordingly. The Company initially records the total premium paid on acquisitions as goodwill. After finalizing the valuation, core deposit intangibles are identified and reclassified from goodwill to core deposit intangibles on the balance sheet. This reclassification has no effect on total assets or liabilities. Management performs an evaluation annually, and more frequently if a triggering event occurs, of whether any impairment of the goodwill and other intangibles has occurred. If any such impairment is determined, a write down is recorded. As of June 30, 2012, there were no impairments recorded on goodwill or other intangibles.

Although the Company completed the Texas Bankers, Inc. acquisition in January 2012 and The Bank Arlington acquisition in April 2012, the Company has not yet finalized the allocation of the purchase price.

Core deposit intangibles are amortized on an accelerated basis over their estimated lives, which the Company believes is between 8 and 10 years. Gross core deposit intangibles outstanding were \$79.1 million at June 30, 2012 and December 31, 2011. Net core deposit intangibles outstanding were \$17.7 million and \$21.0 million at the same dates, respectively. Amortization expense related to intangible assets totaled \$1.6 million and \$1.9 million for the three months ended June 30, 2012 and 2011, respectively, and \$3.3 million and \$4.0 million for the six months ended June 30, 2012 and 2011, respectively. The estimated aggregate future amortization expense for intangible assets remaining as of June 30, 2012 is as follows (dollars in thousands):

Remaining 2012	\$ 3,058
2013	4,465
2014	3,314
2015	2,804
2016	2,481
Thereafter	1,584
<b>Total</b>	<b>\$ 17,706</b>

**7. STOCK BASED COMPENSATION**

At June 30, 2012, the Company had four stock-based employee compensation plans and one stock option plan assumed in connection with an acquisition under which no additional options will be granted. Two of the four plans adopted by the Company have expired and therefore no additional awards may be issued under those plans. The Company accounts for stock-based employee compensation plans using the fair value-based method of accounting in accordance with ASC Topic 718. ASC Topic 718 was effective for companies in 2006; however, the Company has been recognizing compensation expense since January 1, 2003. The Company recognized \$2.2 million and \$1.6 million in stock-based compensation expense for the six months ended June 30, 2012 and 2011, respectively, and \$946,000 and \$936,000 in stock-based compensation expense for the three months ended June 30, 2012 and 2011, respectively. There was approximately \$745,000 and \$548,000 of income tax benefit recorded for the stock-based compensation expense for the six months ended June 30, 2012 and 2011, respectively, and \$326,000 and \$314,000 of income tax benefit recorded for the stock-based compensation expense for the three months ended June 30, 2012 and 2011, respectively.

On February 22, 2012, the Company's Board of Directors adopted the Prosperity Bancshares, Inc. 2012 Stock Incentive Plan (the "2012 Plan"), subject to approval by the Company's shareholders. The Company's shareholders approved the 2012 Plan at the annual meeting of shareholders on April 17, 2012. The 2012 Plan authorizes the issuance of up to 1,250,000 shares of common stock upon the exercise of options granted under

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the 2012 Plan or pursuant to the grant or exercise, as the case may be, of other awards granted under the 2012 Plan, including restricted stock, stock appreciation rights, phantom stock awards and performance awards. As of June 30, 2012, no options or other awards have been granted under the 2012 Plan.



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During 2004, the Company's Board of Directors adopted the Prosperity Bancshares, Inc. 2004 Stock Incentive Plan (the "2004 Plan") which authorizes the issuance of up to 1,250,000 shares of common stock pursuant to the exercise or grant, as the case may be, of awards under such plan and the shareholders approved the 2004 Plan in 2005. The Company has granted shares with forfeiture restrictions (restricted stock) to certain directors, officers and associates under the 2004 Plan. The awardee is not entitled to the shares until they vest, which is generally over a one to five year period, but the awardee is entitled to receive dividends on and vote the shares prior to vesting. The shares granted do not have a cost to the awardee and the only requirement of vesting is continued service to the Company. Compensation cost related to restricted stock is calculated based on the fair value of the shares at the date of grant. If the awardee leaves the Company before the shares vest, the unvested shares are forfeited. Options to purchase a total of 169,250 shares of common stock of the Company granted under the 2004 Plan were outstanding at June 30, 2012, of which 81,375 were exercisable. As of June 30, 2012, there were 393,396 shares of restricted stock outstanding with a weighted average grant date fair value of \$37.53 per share. Remaining shares available for grant under the 2004 Plan totaled 530,375 at June 30, 2012.

Stock options are issued at the current market price on the date of the grant, subject to a pre-determined vesting period with a contractual term of 10 years. The fair value of stock options granted is estimated at the date of grant using the Black-Scholes option-pricing model. Stock-based compensation expense is recognized ratably over the requisite service period for all awards.

The fair value of options was estimated using an option-pricing model with the following weighted average assumptions:

	June 30,	
	2012	2011
Expected life (years)	5.24	5.29
Risk free interest rate	3.68%	3.66%
Volatility	20.83%	20.99%
Dividend yield	1.27%	1.25%

A summary of changes in outstanding vested and unvested options during the six months ended June 30, 2012 is set forth below:

	Number of Options  (In thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term  (In years)	Aggregate Intrinsic Value (In thousands)
Options outstanding, beginning of period	525	\$ 28.18		
Options granted				
Options forfeited	(6)	31.63		
Options exercised	(93)	26.64		
Options outstanding, end of period	426	\$ 28.43	3.63	\$ 5,801
Options vested or expected to vest	414	\$ 28.13	3.59	\$ 5,749
Options exercisable, end of period	263	\$ 27.38	2.81	\$ 3,849

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No options were granted during the six months ended June 30, 2012 or June 30, 2011. The total intrinsic value of the options exercised during the six month periods ended June 30, 2012 and 2011 was \$1.7 million and \$3.2 million, respectively. The total fair value of shares vested during the six month periods ended June 30, 2012 and 2011 was \$68,000 and \$144,000, respectively.

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A summary of changes in non-vested options is set forth below:

		Six Months Ended June 30,		
	Number of Options (In thousands)	2012 Weighted Average Grant Date Fair Value	Number of Options (In thousands)	2011 Weighted Average Grant Date Fair Value
Non-vested options outstanding, beginning of period	177	\$ 6.96	313	\$ 6.89
Options granted				
Non-vested options forfeited	(4)	6.76		
Options vested	(9)	7.43	(23)	6.30
Non-vested options outstanding, end of period	164	\$ 6.92	290	\$ 6.93

The Company received \$2.5 million and \$4.0 million in cash from the exercise of stock options during the six month periods ended June 30, 2012 and 2011, respectively. There was no tax benefit realized from option exercises of the stock-based compensation arrangements during the six month periods ended June 30, 2012 and 2011.

As of June 30, 2012, there was \$7.7 million of total unrecognized compensation expense related to non-vested stock-based compensation arrangements. That cost is expected to be recognized over a weighted average period of 2.3 years.

**8. SECURITIES**

The carrying cost of securities totaled \$5.40 billion at June 30, 2012 compared with \$4.66 billion at December 31, 2011, an increase of \$741.1 million or 15.9%. At June 30, 2012, securities represented 50.3% of total assets compared with 47.4% of total assets at December 31, 2011.

The following tables present the amortized cost and fair value of securities classified as available for sale at June 30, 2012:

		June 30, 2012		
	Amortized Cost	Gross Unrealized Gains (Dollars in thousands)	Gross Unrealized Losses	Fair Value
Available for Sale				
States and political subdivisions	\$ 35,418	\$ 1,900	\$ (13)	\$ 37,305
Corporate debt securities and other	8,782	489		9,271
Collateralized mortgage obligations	688		(14)	674
Mortgage-backed securities	210,138	15,407	(60)	225,485
Total	\$ 255,026	\$ 17,796	\$ (87)	\$ 272,735

**Held to Maturity**

U.S. Treasury securities and obligations of U.S. government agencies	\$ 8,719	\$ 251	\$	\$ 8,970
States and political subdivisions (including QSCB)	47,594	4,322	(106)	51,810
Corporate debt securities and other	1,500	59		1,559
Collateralized mortgage obligations	197,365	3,565	(132)	200,798
Mortgage-backed securities	4,872,131	159,014	(3)	5,031,142
<b>Total</b>	<b>\$ 5,127,309</b>	<b>\$ 167,211</b>	<b>\$ (241)</b>	<b>\$ 5,294,279</b>

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The amortized cost and fair value of investment securities as of December 31, 2011 are as follows:

	Amortized Cost	December 31, 2011 Gross Unrealized Gains (Dollars in thousands)	December 31, 2011 Gross Unrealized Losses (Dollars in thousands)	Fair Value
<b>Available for Sale</b>				
States and political subdivisions	\$ 37,060	\$ 2,022	\$ (6)	\$ 39,076
Collateralized mortgage obligations	786		(21)	765
Mortgage-backed securities	254,965	18,307	(66)	273,206
Corporate debt and other securities	8,778	491		9,269
Total	\$ 301,589	\$ 20,820	\$ (93)	\$ 322,316
<b>Held to Maturity</b>				
U.S. Treasury securities and obligations of U.S. government agencies	\$ 8,696	\$ 455	\$	\$ 9,151
States and political subdivisions (including QSCB)	50,814	3,324	(284)	53,854
Corporate debt securities	1,500	114		1,614
Collateralized mortgage obligations	281,778	5,009	(150)	286,637
Mortgage-backed securities	3,993,832	147,991	(91)	4,141,732
Total	\$ 4,336,620	\$ 156,893	\$ (525)	\$ 4,492,988

Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. The investment securities portfolio is evaluated for OTTI by segregating the portfolio into two general segments and applying the appropriate OTTI model. Investment securities classified as available for sale or held-to-maturity are evaluated for OTTI under FASB ASC Topic 320, *Investments Debt and Equity Securities*. Certain purchased beneficial interests, including non-agency mortgage-backed securities, asset-backed securities, and collateralized debt obligations, that had credit ratings at the time of purchase of below AA are evaluated using the model outlined in ASC Topic 325, *Investments Other*. The Company currently does not own any securities that are accounted for under ASC Topic 325.

In determining OTTI under ASC Topic 320, management considers many factors, including: (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, (3) whether the market decline was affected by macroeconomic conditions, and (4) whether the entity has the intent to sell the debt security or more likely than not will be required to sell the debt security before its anticipated recovery. The assessment of whether an other-than-temporary decline exists involves a high degree of subjectivity and judgment and is based on the information available to management at a point in time. If applicable, the second segment of the portfolio uses the OTTI guidance provided by ASC Topic 325 that is specific to purchased beneficial interests that, on the purchase date, were rated below AA. Under the ASC Topic 325 model, an impairment is considered other than temporary if, based on the Company's best estimate of cash flows that a market participant would use in determining the current fair value of the beneficial interest, there has been an adverse change in those estimated cash flows.

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When OTTI occurs under either model, the amount of the other-than-temporary impairment recognized in earnings depends on whether an entity intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss. If an entity intends to sell or more likely than not will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss, the OTTI shall be recognized in earnings equal to the entire difference between the investment's amortized cost basis and its fair value at the balance sheet date. If an entity does not intend to sell the security and it is not more likely than not that the entity will be required to sell the security before recovery of its

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amortized cost basis less any current-period loss, the OTTI shall be separated into the amount representing the credit-related portion of the impairment loss ( credit loss ) and the noncredit portion of the impairment loss ( noncredit portion ). The amount of the total OTTI related to the credit loss is determined based on the difference between the present value of cash flows expected to be collected and the amortized cost basis and such difference is recognized in earnings. The amount of the total OTTI related to the noncredit portion is recognized in other comprehensive income, net of applicable taxes. The previous amortized cost basis less the OTTI recognized in earnings shall become the new amortized cost basis of the investment.

As of June 30, 2012, the Company does not intend to sell any debt securities and management believes that the Company more likely than not will not be required to sell any debt securities before their anticipated recovery, at which time the Company will receive full value for the securities. Furthermore, as of June 30, 2012, management does not have the intent to sell any of its securities and believes that it is more likely than not that the Company will not have to sell any such securities before a recovery of cost. The unrealized losses are largely due to increases in market interest rates over the yields available at the time the underlying securities were purchased. The fair value is expected to recover as the securities approach their maturity date or repricing date or if market yields for such investments decline. Management does not believe any of the securities are impaired due to reasons of credit quality. Accordingly, as of June 30, 2012, management believes any impairment in the Company's securities are temporary and no impairment loss has been realized in the Company's consolidated statements of income.

Securities with unrealized losses segregated by length of time such securities have been in a continuous loss position at June 30, 2012 were as follows:

	Less than 12 Months		More than 12 Months		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
(Dollars in thousands)						
Available for Sale						
States and political subdivisions	\$ 372	\$ (3)	\$ 505	\$ (10)	\$ 877	\$ (13)
Collateralized mortgage obligations			674	(14)	674	(14)
Mortgage-backed securities	280	(1)	6,861	(59)	7,141	(60)
Total	\$ 652	\$ (4)	\$ 8,040	\$ (83)	\$ 8,692	\$ (87)
Held to Maturity						
States and political subdivisions	\$ 3,091	\$ (69)	\$ 1,688	\$ (37)	\$ 4,779	\$ (106)
Collateralized mortgage obligations	1,985	(127)	131	(5)	2,116	(132)
Mortgage-backed securities	174		328	(3)	502	(3)
Total	\$ 5,250	\$ (196)	\$ 2,147	\$ (45)	\$ 7,397	\$ (241)

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

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	June 30, 2012			
	Held to Maturity		Available for Sale	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(Dollars in thousands)			
Due in one year or less	\$ 8,944	\$ 9,114	\$ 8,927	\$ 9,417
Due after one year through five years	11,600	12,148	1,878	2,008
Due after five years through ten years	10,164	10,563	21,400	22,620
Due after ten years	27,105	30,514	11,995	12,531
Subtotal	57,813	62,339	44,200	46,576
Mortgage-backed securities and collateralized mortgage obligations	5,069,496	5,231,940	210,826	226,159
Total	\$ 5,127,309	\$ 5,294,279	\$ 255,026	\$ 272,735



**Table of Contents****PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES****NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS****JUNE 30, 2012****(UNAUDITED)**

The Company had no gain or loss on sale of securities for the three and six months ended June 30, 2012 compared with a net loss of \$581,000 for the three and six months ended June 30, 2011. The Company sold two non-agency CMOs with a total book value of \$3.2 million due to a downgrade of the CMOs to less than investment grade in the second quarter of 2011. As of June 30, 2012, the Company had eight non-agency CMOs remaining with a total book value of \$2.9 million and total market value of \$2.8 million.

At June 30, 2012 and December 31, 2011, the Company did not own securities of any one issuer (other than the U.S. government and its agencies) for which aggregate adjusted cost exceeded 10% of the consolidated shareholders' equity at such respective dates.

Securities with an amortized cost of \$2.93 billion and \$2.48 billion and a fair value of \$3.04 billion and \$2.57 billion at June 30, 2012 and December 31, 2011, respectively, were pledged to collateralize public deposits and for other purposes required or permitted by law.

**9. CONTRACTUAL OBLIGATIONS AND OFF-BALANCE SHEET ITEMS*****Contractual Obligations***

The following table summarizes the Company's contractual obligations and other commitments to make future payments as of June 30, 2012 (other than deposit obligations). The payments do not include pre-payment options that may be available to the Company. The Company's future cash payments associated with its contractual obligations pursuant to its junior subordinated debentures, FHLB borrowings and operating leases as of June 30, 2012 are summarized below. Payments for junior subordinated debentures include interest of \$52.7 million that will be paid over the future periods. The future interest payments were calculated using the current rate in effect at June 30, 2012. The current principal balance of the junior subordinated debentures at June 30, 2012 was \$85.1 million. Payments for FHLB borrowings include interest of \$3.1 million that will be paid over the future periods. Payments related to leases are based on actual payments specified in underlying contracts.

	Remaining Fiscal 2012	Payments due in:			Total
		Fiscal 2013-2014	Fiscal 2015-2016	Thereafter	
		(Dollars in thousands)			
Junior subordinated debentures	\$ 1,240	\$ 4,958	\$ 4,958	\$ 126,630	\$ 137,786
Federal Home Loan Bank borrowings	425,703	3,258	3,456	8,002	440,419
Operating leases	2,525	7,727	3,125	517	13,894
Total	\$ 429,467	\$ 15,943	\$ 11,539	\$ 135,150	\$ 592,099

***Off-Balance Sheet Items***

In the normal course of business, the Company enters into various transactions, which, in accordance with accounting principles generally accepted in the United States, are not included in its consolidated balance sheets. The Company enters into these transactions to meet the financing needs of its customers. These transactions include commitments to extend credit and standby letters of credit, which involve, to varying degrees, elements of credit risk and interest rate risk in excess of the amounts recognized in the consolidated balance sheets.

**Table of Contents****PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES****NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS****JUNE 30, 2012****(UNAUDITED)**

The Company's commitments associated with outstanding standby letters of credit and commitments to extend credit as of June 30, 2012 are summarized below. Since commitments associated with letters of credit and commitments to extend credit may expire unused, the amounts shown do not necessarily reflect the actual future cash funding requirements.

	<b>Remaining Fiscal 2012</b>	<b>Fiscal 2013-2014</b>	<b>Fiscal 2015-2016</b>	<b>Thereafter</b>	<b>Total</b>
	<b>(Dollars in thousands)</b>				
Standby letters of credit	\$ 7,214	\$ 7,839	\$ 513	\$	\$ 15,566
Commitments to extend credit	126,917	213,802	6,136	176,491	523,346
<b>Total</b>	<b>\$ 134,131</b>	<b>\$ 221,641</b>	<b>\$ 6,649</b>	<b>\$ 176,491</b>	<b>\$ 538,912</b>

**10. OTHER COMPREHENSIVE INCOME (LOSS)**

The tax effects allocated to each component of other comprehensive income (loss) were as follows:

	<b>Three Months Ended June 30, 2012</b>			<b>Three Months Ended June 30, 2011</b>		
	<b>Before Tax Amount</b>	<b>Tax Expense, (Benefit)</b>	<b>Net of Tax Amount</b>	<b>Before Tax Amount</b>	<b>Tax Expense, (Benefit)</b>	<b>Net of Tax Amount</b>
Securities available for sale:						
Change in net unrealized (loss) gain during the period	\$ (1,833)	\$ (642)	\$ (1,191)	\$ 2,559	\$ 897	\$ 1,662
<b>Total other comprehensive (loss) income</b>	<b>\$ (1,833)</b>	<b>\$ (642)</b>	<b>\$ (1,191)</b>	<b>\$ 2,559</b>	<b>\$ 897</b>	<b>\$ 1,662</b>

	<b>Six Months Ended June 30, 2012</b>			<b>Six Months Ended June 30, 2011</b>		
	<b>Before Tax Amount</b>	<b>Tax Expense, (Benefit)</b>	<b>Net of Tax Amount</b>	<b>Before Tax Amount</b>	<b>Tax Expense, (Benefit)</b>	<b>Net of Tax Amount</b>
Securities available for sale:						
Change in net unrealized (loss) gain during the period	\$ (3,018)	\$ (1,057)	\$ (1,961)	\$ 1,640	\$ 573	\$ 1,067
<b>Total other comprehensive (loss) income</b>	<b>\$ (3,018)</b>	<b>\$ (1,057)</b>	<b>\$ (1,961)</b>	<b>\$ 1,640</b>	<b>\$ 573</b>	<b>\$ 1,067</b>

Activity in accumulated other comprehensive income, net of tax, was as follows:

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	Securities Available For Sale	Accumulated Other Comprehensive Income
(Dollars in thousands)		
Balance January 1, 2012	\$ 13,472	\$ 13,472
Other comprehensive (loss) income	(1,961)	(1,961)
Balance June 30, 2012	\$ 11,511	\$ 11,511
Balance as of January 1, 2011	\$ 14,304	\$ 14,304
Other comprehensive (loss) income	(1,067)	(1,067)
Balance June 30, 2011	\$ 15,371	\$ 15,371

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**PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES**

**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**JUNE 30, 2012**

**(UNAUDITED)**

**11. SUBSEQUENT EVENTS AND RECENT ACQUISITIONS**

*Pending Acquisition of Community National Bank* - On June 27, 2012, the Company announced the signing of a definitive agreement to acquire Community National Bank, Bellaire, Texas. Community National Bank operates one (1) banking office in Bellaire, Texas, in the Houston Metropolitan Area.

As of June 30, 2012, Community National Bank reported total assets of \$180.6 million, total loans of \$68.6 million and total deposits of \$162.6 million. Under the terms of the definitive agreement, the Company will issue up to 372,396 shares of Company common stock plus \$11.4 million in cash for all outstanding shares of Community National Bank capital stock, subject to certain conditions and potential adjustments. The transaction is subject to customary closing conditions, including the receipt of regulatory approvals and approval of the Community National Bank shareholders.

*Pending Acquisition of East Texas Financial Services, Inc.* - On December 9, 2011, the Company entered into a definitive agreement to acquire East Texas Financial Services, Inc. (OTC BB: FFBT) and its wholly-owned subsidiary, First Federal Bank Texas ( Firstbank ). Firstbank operates four banking offices in the Tyler MSA, including three locations in Tyler, Texas and one location in Gilmer, Texas.

As June 30, 2012, Firstbank reported total assets of \$196.2 million, total loans of \$143.6 million and total deposits of \$120.9 million. Under the terms of the definitive agreement, the Company will issue up to 531,000 shares of Company common stock for all outstanding shares of East Texas Financial Services capital stock, subject to certain conditions and potential adjustments. The transaction is subject to customary closing conditions, including the receipt of regulatory approvals and approval of the stockholders of East Texas Financial Services. On May 4, 2012, East Texas Financial Services and each of its directors were named defendants in a suit brought by East Texas Financial Corporation, a shareholder of East Texas Financial Services, to block the proposed merger. The suit was dismissed on July 18, 2012. The closing date of the transaction is uncertain at this time.

*Acquisition of American State Financial Corporation* - On July 1, 2012, the Company completed the previously announced acquisition of American State Financial Corporation and its wholly owned subsidiary American State Bank (collectively referred to as ASB ). American State Bank operated thirty-seven (37) full service banking offices in eighteen (18) counties across West Texas.

As of June 30, 2012, ASB, on a consolidated basis, reported total assets of \$3.16 billion, total loans of \$1.24 billion and total deposits of \$2.51 billion. Under the terms of the agreement, the Company issued 8,524,835 shares of Company common stock plus \$178.5 million in cash for all outstanding shares of American State Financial Corporation capital stock, which resulted in a premium of \$240.4 million.

*Acquisition of The Bank Arlington* - On April 1, 2012, the Company completed the previously announced acquisition of The Bank Arlington. The Bank Arlington operated one banking office in Arlington, Texas, in the Dallas/Fort Worth CMSA. The Company acquired The Bank Arlington to increase its market share in the Dallas/Fort Worth area. The acquisition is not considered significant to the Company's financial statements and therefore pro forma financial data is not included. The Company incurred approximately \$147,000 in expense related to this acquisition which is primarily recorded in legal and professional fees and data processing.

As of March 31, 2012, The Bank Arlington reported total assets of \$37.3 million, total loans of \$22.8 million and total deposits of \$33.2 million. Under the terms of the agreement, the Company issued 135,347 shares of Company common stock for all outstanding shares of The Bank Arlington capital stock, which resulted in a premium of \$2.8 million.

*Acquisition of Texas Bankers, Inc.* - On January 1, 2012, the Company completed the previously announced acquisition of Texas Bankers, Inc. and its wholly-owned subsidiary, Bank of Texas, Austin, Texas. The three (3) Bank of Texas banking offices in the Austin, Texas CMSA consisted of a location in Rollingwood, which was consolidated with the Company's Westlake location and remains in Bank of Texas

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Rollingwood banking office; one banking center in downtown Austin, which was consolidated into the Company's downtown Austin location; and another banking center in Thorndale. The Company acquired Texas Bankers, Inc. to increase its market share in the Central Texas area. The acquisition is not considered significant to the Company's financial statements and therefore pro forma financial data is not included. The Company incurred approximately \$326,000 in expense related to this acquisition which is primarily recorded in legal and professional fees and data processing.

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**PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES**

**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**JUNE 30, 2012**

**(UNAUDITED)**

Texas Bankers, on a consolidated basis, reported total assets of \$77.0 million, total loans of \$27.6 million and total deposits of \$70.4 million as of December 31, 2011. Under the terms of the agreement, the Company issued 314,953 shares of Company common stock for all outstanding shares of Texas Bankers capital stock, which resulted in a premium of \$5.2 million.

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

***Special Cautionary Notice Regarding Forward-Looking Statements***

Statements and financial discussion and analysis contained in this quarterly report on Form 10-Q that are not historical facts are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on assumptions and involve a number of risks and uncertainties, many of which are beyond the Company's control. Many possible events or factors could affect the future financial results and performance of the Company and could cause such results or performance to differ materially from those expressed in the forward-looking statements. These possible events or factors include, without limitation:

changes in the strength of the United States economy in general and the strength of the local economies in which the Company conducts operations resulting in, among other things, a deterioration in credit quality or reduced demand for credit, including the result and effect on the Company's loan portfolio and allowance for credit losses;

changes in interest rates and market prices, which could reduce the Company's net interest margins, asset valuations and expense expectations;

changes in the levels of loan prepayments and the resulting effects on the value of the Company's loan portfolio;

changes in local economic and business conditions which adversely affect the Company's customers and their ability to transact profitable business with the company, including the ability of the Company's borrowers to repay their loans according to their terms or a change in the value of the related collateral;

increased competition for deposits and loans adversely affecting rates and terms;

the timing, impact and other uncertainties of any future acquisitions, including the Company's ability to identify suitable future acquisition candidates, the success or failure in the integration of their operations, and the ability to enter new markets successfully and capitalize on growth opportunities;

the possible impairment of goodwill associated with an acquisition and possible adverse short-term effects on the results of operations;

increased credit risk in the Company's assets and increased operating risk caused by a material change in commercial, consumer and/or real estate loans as a percentage of the total loan portfolio;

the concentration of the Company's loan portfolio in loans collateralized by real estate;

the failure of assumptions underlying the establishment of and provisions made to the allowance for credit losses;

changes in the availability of funds resulting in increased costs or reduced liquidity;

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a deterioration or downgrade in the credit quality and credit agency ratings of the securities in the Company's securities portfolio;

increased asset levels and changes in the composition of assets and the resulting impact on the Company's capital levels and regulatory capital ratios;

the Company's ability to acquire, operate and maintain cost effective and efficient systems without incurring unexpectedly difficult or expensive but necessary technological changes;

the loss of senior management or operating personnel and the potential inability to hire qualified personnel at reasonable compensation levels;

government intervention in the U.S. financial system;

changes in statutes and government regulations or their interpretations applicable to financial holding companies and the Company's present and future banking and other subsidiaries, including changes in tax requirements and tax rates;

increases in FDIC deposit insurance assessments;

acts of terrorism, an outbreak of hostilities or other international or domestic calamities, weather or other acts of God and other matters beyond the Company's control; and

other risks and uncertainties listed from time to time in the Company's reports and documents filed with the Securities and Exchange Commission.

A forward-looking statement may include a statement of the assumptions or bases underlying the forward-looking statement. The Company believes it has chosen these assumptions or bases in good faith and that they are reasonable. However, the Company cautions you that assumptions or bases almost always vary from actual results, and the differences between assumptions or bases and actual results can be material. The Company undertakes no obligation to publicly update or otherwise revise any forward-looking statements, whether as a result of new information, future events or otherwise.



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Management's Discussion and Analysis of Financial Condition and Results of Operations analyzes the major elements of the Company's interim consolidated financial statements and accompanying notes. This section should be read in conjunction with the Company's interim consolidated financial statements and accompanying notes included elsewhere in this report and with the consolidated financial statements and accompanying notes and other detailed information appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

## ***OVERVIEW***

The Company, a Texas corporation, was formed in 1983 as a vehicle to acquire the former Allied First Bank in Edna, Texas which was chartered in 1949 as The First National Bank of Edna and is now known as Prosperity Bank. The Company is a registered financial holding company that derives substantially all of its revenues and income from the operation of its bank subsidiary, Prosperity Bank® ( Prosperity Bank® or the Bank ). The Bank provides a wide array of financial products and services to small and medium-sized businesses and consumers. As of June 30, 2012, the Bank operated one hundred seventy-six (176) full-service banking locations; with fifty-nine (59) in the Houston area, twenty (20) in the South Texas area including Corpus Christi and Victoria, thirty-four (34) in the Central Texas, ten (10) in the Bryan/College Station area, twenty-one (21) in East Texas and thirty-two (32) in the Dallas/Fort Worth, Texas area. After giving effect to the acquisition of American State Financial Corporation on July 1, 2012, the Bank operates two hundred thirteen (213) full-service banking centers in Texas. The Company's headquarters are located at Prosperity Bank Plaza, 4295 San Felipe in Houston, Texas and its telephone number is (281) 269-7199. The Company's website address is [www.prosperitybanktx.com](http://www.prosperitybanktx.com). Information contained on the Company's website is not incorporated by reference into this quarterly report on Form 10-Q and is not part of this or any other report.

The Company generates the majority of its revenues from interest income on loans, service charges on customer accounts and income from investment in securities. The revenues are partially offset by interest expense paid on deposits and other borrowings and noninterest expenses such as administrative and occupancy expenses. Net interest income is the difference between interest income on earning assets such as loans and securities and interest expense on liabilities such as deposits and borrowings which are used to fund those assets. The level of interest rates and the volume and mix of earning assets and interest-bearing liabilities impact net interest income and margin.

Three principal components of the Company's growth strategy are internal growth, stringent cost control practices and strategic merger transactions. The Company focuses on continuous internal growth. Each banking center is operated as a separate profit center, maintaining separate data with respect to its net interest income, efficiency ratio, deposit growth, loan growth and overall profitability. Banking center presidents and managers are accountable for performance in these areas and compensated accordingly. The Company also focuses on maintaining stringent cost control practices and policies. The Company has invested significantly in the infrastructure required to centralize many of its critical operations, such as data processing and loan processing. Management believes that this centralized infrastructure can accommodate substantial additional growth while enabling the Company to minimize operational costs through certain economies of scale. The Company also intends to continue to seek expansion opportunities. On January 1, 2012, the Company completed the acquisition of Texas Bankers, Inc. which added three banking centers, of which two were consolidated with nearby existing banking centers. On April 1, 2012, the Company completed the acquisition of The Bank Arlington which added one banking center. On July 1, 2012, the Company completed the acquisition of American State Financial Corporation, which added 37 banking centers. In addition, the Company has previously announced the pending acquisitions of East Texas Financial Services, Inc. and Community National Bank.

Total assets were \$10.74 billion at June 30, 2012 compared with \$9.82 billion at December 31, 2011, an increase of \$914.7 million or 9.3%. Total loans were \$3.95 billion at June 30, 2012 compared with \$3.77 billion at December 31, 2011, an increase of \$184.4 million or 4.9%. Total deposits were \$8.39 billion at June 30, 2012 compared with \$8.06 billion December 31, 2011, an increase of \$334.3 million or 4.1%. Total shareholders' equity was \$1.64 billion at June 30, 2012 compared with \$1.57 billion at December 31, 2011, an increase of \$76.6 million or 4.9%.

## ***CRITICAL ACCOUNTING POLICIES***

The Company's accounting policies are integral to understanding the financial results reported. Accounting policies are described in detail in Note 1 to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011. The Company believes that of its significant accounting policies, the following may involve a higher degree of judgment and complexity:

*Allowance for Credit Losses* The allowance for credit losses is established through charges to earnings in the form of a provision for credit losses. Management has established an allowance for credit losses which it believes is adequate for estimated losses in the Company's loan portfolio. Based on an evaluation of the loan portfolio, management presents a monthly review of the allowance for credit losses to the Bank's Board of Directors, indicating any change in the allowance since the last review and any recommendations as to adjustments in the allowance. In making its evaluation, management considers factors such as historical loan loss experience, industry diversification of the Company's commercial loan portfolio, the amount of nonperforming assets and related collateral, the volume, growth and composition of the Company's loan portfolio, current economic conditions that may affect the



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borrower's ability to pay and the value of collateral, the evaluation of the Company's loan portfolio through its internal loan review process and other relevant factors. Portions of the allowance may be allocated for specific credits; however, the entire allowance is available for any credit that, in management's judgment, should be charged off. Charge-offs occur when loans are deemed to be uncollectible. The allowance for credit losses includes allowance allocations calculated in accordance with FASB ASC Topic 310, *Receivables*, and allowance allocations determined in accordance with FASB ASC Topic 450, *Contingencies*.

**Goodwill and Intangible Assets** Goodwill and intangible assets that have indefinite useful lives are subject to an impairment test at least annually, or more often, if events or circumstances indicate that it is more likely than not that the fair value of Prosperity Bank, the Company's only reporting unit with assigned goodwill, is below the carrying value of its equity. Goodwill is tested for impairment using a two-step process that begins with an estimation of the fair value of the Company's reporting unit compared with its carrying value. If the carrying amount exceeds the fair value of the reporting unit, a second test is completed comparing the implied fair value of the reporting unit's goodwill to its carrying value to measure the amount of impairment. The Company estimated the fair value of its reporting unit through several valuation techniques that consider, among other things, the historical and current financial position and results of operations of the Company, general economic and market conditions and exit prices for recent market transactions. The Company had no intangible assets with indefinite useful lives at June 30, 2012. Other identifiable intangible assets that are subject to amortization are amortized on an accelerated basis over the years expected to be benefited, which the Company believes is between eight and ten years. These amortizable intangible assets are reviewed for impairment if circumstances indicate their value may not be recoverable based on a comparison of fair value to carrying value. Based on the Company's annual goodwill impairment test as of September 30, 2011, management does not believe any of its goodwill is impaired as of June 30, 2012 because the fair value of the Company's equity exceeded its carrying value. While the Company believes no impairment existed at June 30, 2012 under accounting standards applicable at that date, different conditions or assumptions, or changes in cash flows or profitability, if significantly negative or unfavorable, could have a material adverse effect on the outcome of the Company's impairment evaluation and financial condition or future results of operations.

**Stock-Based Compensation** The Company accounts for stock-based employee compensation plans using the fair value-based method of accounting in accordance with FASB ASC Topic 718, *Stock Compensation*. ASC 718 was effective for companies in 2006; however, the Company had been recognizing compensation expense since January 1, 2003. The Company's results of operations reflect compensation expense for all employee stock-based compensation, including the unvested portion of stock options granted prior to 2003. ASC 718 requires that management make assumptions including stock price volatility and employee turnover that are utilized to measure compensation expense. The fair value of stock options granted is estimated at the date of grant using the Black-Scholes option-pricing model. This model requires the input of subjective assumptions.

**Other-Than-Temporarily Impaired Securities** The Company's available for sale securities portfolio is reported at fair value. When the fair value of a security is below its amortized cost, and depending on the length of time the condition exists and the extent the fair market value is below amortized cost, additional analysis is performed to determine whether an impairment exists. Available for sale and held to maturity securities are analyzed quarterly for possible other-than-temporary impairment. The analysis considers (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer, (iii) whether the market decline was affected by macroeconomic conditions, and (iv) whether the entity has the intent to sell the debt security or more likely than not will be required to sell the debt security before its anticipated recovery. Often, the information available to conduct these assessments is limited and rapidly changing, making estimates of fair value subject to judgment. If actual information or conditions are different than estimated, the extent of the impairment of the security may be different than previously estimated, which could have a material effect on the Company's results of operations and financial condition.

## **SUBSEQUENT EVENTS AND RECENT ACQUISITIONS**

**Pending Acquisition of Community National Bank** - On June 27, 2012, the Company announced the signing of a definitive agreement to acquire Community National Bank, Bellaire, Texas. Community National Bank operates one (1) banking office in Bellaire, Texas, in the Houston Metropolitan Area.

As of June 30, 2012, Community National Bank reported total assets of \$180.6 million, total loans of \$68.6 million and total deposits of \$162.6 million. Under the terms of the definitive agreement, the Company will issue up to 372,396 shares of Company common stock plus \$11.4 million in cash for all outstanding shares of Community National Bank capital stock, subject to certain conditions and potential adjustments. The transaction is subject to customary closing conditions, including the receipt of regulatory approvals and approval of the Community National Bank shareholders.

**Pending Acquisition of East Texas Financial Services, Inc.** - On December 9, 2011, the Company entered into a definitive agreement to acquire East Texas Financial Services, Inc. (OTC BB: FFBT) and its wholly-owned subsidiary, First Federal Bank Texas (Firstbank). Firstbank operates four banking offices in the Tyler MSA, including three locations in Tyler, Texas and one location in Gilmer, Texas.



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As June 30, 2012, Firstbank reported total assets of \$196.2 million, total loans of \$143.6 million and total deposits of \$120.9 million. Under the terms of the definitive agreement, the Company will issue up to 531,000 shares of Company common stock for all outstanding shares of East Texas Financial Services capital stock, subject to certain conditions and potential adjustments. The transaction is subject to customary closing conditions, including the receipt of regulatory approvals and approval of the stockholders of East Texas Financial Services. On May 4, 2012, East Texas Financial Services and each of its directors were named defendants in a suit brought by East Texas Financial Corporation, a shareholder of East Texas Financial Services, to block the proposed merger. The suit was dismissed on July 18, 2012. The closing date of the transaction is uncertain at this time.

*Acquisition of American State Financial Corporation* - On July 1, 2012, the Company completed the previously announced acquisition of American State Financial Corporation and its wholly owned subsidiary American State Bank (collectively referred to as ASB). American State Bank operated thirty-seven (37) full service banking offices in eighteen (18) counties across West Texas.

As of June 30, 2012, ASB, on a consolidated basis, reported total assets of \$3.16 billion, total loans of \$1.24 billion and total deposits of \$2.51 billion. Under the terms of the agreement, the Company issued 8,524,835 shares of Company common stock plus \$178.5 million in cash for all outstanding shares of American State Financial Corporation capital stock, which resulted in a premium of \$240.4 million.

*Acquisition of The Bank Arlington* - On April 1, 2012, the Company completed the previously announced acquisition of The Bank Arlington. The Bank Arlington operated one banking office in Arlington, Texas, in the Dallas/Fort Worth CMSA. The Company acquired The Bank Arlington to increase its market share in the Dallas/Fort Worth area.

As of March 31, 2012, The Bank Arlington reported total assets of \$37.3 million, total loans of \$22.8 million and total deposits of \$33.2 million. Under the terms of the agreement, the Company issued 135,347 shares of Company common stock for all outstanding shares of The Bank Arlington capital stock, which resulted in a premium of \$2.8 million.

*Acquisition of Texas Bankers, Inc.* On January 1, 2012, the Company completed the previously announced acquisition of Texas Bankers, Inc. and its wholly-owned subsidiary, Bank of Texas, Austin, Texas. The three (3) Bank of Texas banking offices in the Austin, Texas CMSA consisted of a location in Rollingwood, which was consolidated with the Company's Westlake location and remains in Bank of Texas Rollingwood banking office; one banking center in downtown Austin, which was consolidated into the Company's downtown Austin location; and another banking center in Thorndale.

Texas Bankers, on a consolidated basis, reported total assets of \$77.0 million, total loans of \$27.6 million and total deposits of \$70.4 million as of December 31, 2011. Under the terms of the agreement, the Company issued 314,953 shares of Company common stock for all outstanding shares of Texas Bankers capital stock, which resulted in a premium of \$5.2 million.

## **RESULTS OF OPERATIONS**

Net income available to common shareholders was \$37.0 million (\$0.78 per common share on a diluted basis) for the quarter ended June 30, 2012 compared with \$35.1 million (\$0.75 per common share on a diluted basis) for the quarter ended June 30, 2011, an increase in net income of \$1.9 million or 5.4%. The Company posted returns on average common equity of 9.06% and 9.36%, returns on average assets of 1.35% and 1.45% and efficiency ratios of 41.94% and 43.58% for the quarters ended June 30, 2012 and 2011, respectively. The efficiency ratio is calculated by dividing total noninterest expense (excluding credit loss provisions) by net interest income plus noninterest income (excluding net gains and losses on the sale of securities and assets). Additionally, taxes are not part of this calculation.

For the six months ended June 30, 2012, net income available to common shareholders was \$73.5 million (\$1.55 per common share on a diluted basis) compared with \$69.0 million (\$1.47 per common share on a diluted basis) for the same period in 2011, an increase in net income of \$4.5 million or 6.5%. The Company posted returns on average common equity of 9.10% and 9.29%, returns on average assets of 1.37% and 1.43% and efficiency ratios of 42.09% and 43.94% for the six months ended June 30, 2012 and 2011, respectively.

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### *Net Interest Income*

The Company's net interest income is affected by changes in the amount and mix of interest-earning assets and interest-bearing liabilities, referred to as a volume change. It is also affected by changes in yields earned on interest-earning assets and rates paid on interest-bearing deposits and other borrowed funds, referred to as a rate change.

Net interest income before the provision for credit losses was \$83.7 million for the quarter ended June 30, 2012 compared with \$83.6 million for the quarter ended June 30, 2011, an increase of \$36,000, or 0.04%. Net interest income increased as a result of an increase in average interest-earning assets to \$8.57 billion for the quarter ended June 30, 2012 compared with \$8.35 billion for the quarter ended June 30, 2011, an increase of \$1.22 billion, or 14.6%. The increase in net interest income was also partially due to decreased interest expense resulting from lower deposit pricing.

The net interest margin on a tax equivalent basis decreased to 3.55% for the quarter ended June 30, 2012 compared with 4.06% for the quarter ended June 30, 2011. The average rate paid on interest-bearing liabilities decreased 24 basis points from 0.76% for the quarter ended June 30, 2011 to 0.52% for the quarter ended June 30, 2012. The average yield on earning assets decreased 69 basis points from 4.59% for the quarter ended June 30, 2011 to 3.90% for the quarter ended June 30, 2010. The volume of interest-bearing liabilities increased \$806.7 million and the volume of interest-earning assets increased \$1.22 billion for the same periods.

Net interest income before the provision for credit losses increased \$1.5 million, or 0.9%, to \$165.5 million for the six months ended June 30, 2012 compared with \$164.0 million for the same period in 2011. This increase was mainly attributable to higher average interest-earning assets. The net interest margin on a tax equivalent basis decreased to 3.60% compared with 4.04% for the same periods.

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The following tables set forth, for each category of interest-earning assets and interest-bearing liabilities, the average amounts outstanding, the interest earned or paid on such amounts, and the average rate earned or paid for the three and the six month periods ended June 30, 2012 and 2011. The tables also set forth the average rate paid on total interest-bearing liabilities, and the net interest margin on average total interest-earning assets for the same periods. Except as indicated in the footnotes, no tax-equivalent adjustments were made and all average balances are daily average balances. Any nonaccruing loans have been included in the table as loans carrying a zero yield.

	Average Outstanding Balance	Three Months Ended June 30,			2011 Interest Earned/ Paid	Average Yield/ Rate (2)
		2012 Interest Earned/ Paid	Average Yield/ Rate (2)	Average Outstanding Balance (Dollars in thousands)		
Assets						
Interest-earning assets:						
Loans	\$ 3,914,352	\$ 54,793	5.63%	\$ 3,631,256	\$ 53,703	5.93%
Securities (1)	5,635,810	38,072	2.70	4,707,217	41,919	3.56
Federal funds sold and other temporary investments	20,916	9	0.17	13,218	30	0.91
Total interest-earning assets	9,571,078	92,874	3.90%	8,351,691	95,652	4.59%
Less allowance for credit losses	(50,746)			(51,861)		
Total interest-earning assets, net of allowance	9,520,332			8,299,830		
Noninterest-earning assets	1,398,857			1,378,738		
Total assets	\$ 10,919,189			\$ 9,678,568		
Liabilities and shareholders' equity						
Interest-bearing liabilities:						
Interest-bearing demand deposits	\$ 1,706,176	\$ 2,089	0.49%	\$ 1,403,331	\$ 2,061	0.59%
Savings and money market accounts	2,779,524	2,444	0.35	2,403,330	3,348	0.56
Certificates of deposit	1,880,096	3,550	0.76	2,175,165	5,655	1.04
Junior subordinated debentures	85,055	648	3.06	85,055	598	2.82
Federal funds purchased and other borrowings	610,499	418	0.28	218,310	250	0.46
Securities sold under repurchase agreements	98,968	59	0.24	68,413	110	0.64
Total interest-bearing liabilities	7,160,318	9,208	0.52%	6,353,604	12,022	0.76%
Noninterest-bearing liabilities:						
Noninterest-bearing demand deposits	2,069,965			1,770,664		
Other liabilities	56,742			54,915		
Total liabilities	9,287,025			8,179,183		
Shareholders' equity	1,632,164			1,499,385		
Total liabilities and shareholders' equity	\$ 10,919,189			\$ 9,678,568		
Net interest rate spread			3.39%			3.83%
Net interest income and margin (3)		\$ 83,666	3.52%		\$ 83,630	4.02%

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Net interest income and margin (tax-equivalent basis) (4)	\$ 84,498	3.55%	\$ 84,603	4.06%
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- (1) Yield is based on amortized cost and does not include any component of unrealized gains or losses.
- (2) Annualized.
- (3) The net interest margin is equal to net interest income divided by average interest-earning assets.
- (4) In order to make pretax income and resultant yields on tax-exempt investments and loans comparable to those on taxable investments and loans, a tax-equivalent adjustment has been computed using a federal income tax rate of 35%.



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	Six Months Ended June 30,					
	Average Outstanding Balance	2012 Interest Earned/ Paid	Average Yield/ Rate (2)	Average Outstanding Balance	2011 Interest Earned/ Paid	Average Yield/ Rate (2)
(Dollars in thousands)						
<b>Assets</b>						
Interest-earning assets:						
Loans	\$ 3,866,672	\$ 108,010	5.62%	\$ 3,574,207	\$ 105,903	5.98%
Securities (1)	5,414,033	76,393	2.82	4,692,639	83,123	3.54
Federal funds sold and other temporary investments	73,536	87	0.24	13,200	35	0.53
Total interest-earning assets	9,354,241	184,490	3.97%	8,280,046	189,061	4.60%
Less allowance for credit losses	(51,174)			(51,780)		
Total interest-earning assets, net of allowance	9,303,067			8,228,266		
Noninterest-earning assets	1,403,182			1,387,885		
Total assets	\$ 10,706,249			\$ 9,616,151		
<b>Liabilities and shareholders equity</b>						
Interest-bearing liabilities:						
Interest-bearing demand deposits	\$ 1,700,208	\$ 4,152	0.49%	\$ 1,446,008	\$ 4,299	0.60%
Savings and money market accounts	2,785,936	5,033	0.36	2,381,326	6,684	0.57
Certificates of deposit	1,925,584	7,689	0.80	2,176,359	11,593	1.07
Junior subordinated debentures	85,055	1,311	3.10	88,059	1,745	4.00
Federal funds purchased and other borrowings	441,630	697	0.32	205,201	518	0.51
Securities sold under repurchase agreements	76,136	96	0.25	60,058	179	0.60
Total interest-bearing liabilities	7,014,549	18,978	0.54%	6,357,011	25,018	0.79%
Noninterest-bearing liabilities:						
Noninterest-bearing demand deposits	2,020,453			1,721,967		
Other liabilities	57,523			52,956		
Total liabilities	9,092,525			8,131,934		
Shareholders equity	1,613,724			1,484,217		
Total liabilities and shareholders equity	\$ 10,706,249			\$ 9,616,151		
Net interest rate spread			3.42%			3.81%
Net interest income and margin (3)		\$ 165,512	3.56%		\$ 164,043	4.00%
Net interest income and margin (tax-equivalent basis) (4)		\$ 167,240	3.60%		\$ 165,905	4.04%

(1) Yield is based on amortized cost and does not include any component of unrealized gains or losses.

(2) Annualized.

(3) The net interest margin is equal to net interest income divided by average interest-earning assets.

(4) In order to make pretax income and resultant yields on tax-exempt investments and loans comparable to those on taxable investments and loans, a tax-equivalent adjustment has been computed using a federal income tax rate of 35%.



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The following tables present the dollar amount of changes in interest income and interest expense for the major components of interest-earning assets and interest-bearing liabilities and distinguishes between the increase (decrease) related to changes in outstanding balances and the volatility of interest rates. For purposes of these tables, changes attributable to both rate and volume that cannot be segregated have been allocated to rate.

Three Months Ended June 30, 2012 vs. 2011			
Increase (Decrease)			
Due to			
	Volume	Rate (In thousands)	Total
Interest-earning assets:			
Loans	\$ 4,187	\$ (3,097)	\$ 1,090
Securities	8,269	(12,116)	(3,847)
Federal funds sold and other temporary investments	17	(38)	(21)
Total increase (decrease) in interest income	12,473	(15,251)	(2,778)
Interest-bearing liabilities:			
Interest-bearing demand deposits	445	(417)	28
Savings and money market accounts	524	(1,428)	(904)
Certificates of deposit	(767)	(1,338)	(2,105)
Junior subordinated debentures		50	50
Federal funds purchased and other borrowings	449	(281)	168
Securities sold under repurchase agreements	49	(100)	(51)
Total increase (decrease) in interest expense	700	(3,514)	(2,814)
Increase (decrease) in net interest income	\$ 11,773	\$ (11,737)	\$ 36

Six Months Ended June 30, 2012 vs. 2011			
Increase (Decrease)			
Due to			
	Volume	Rate (In thousands)	Total
Interest-earning assets:			
Loans	\$ 8,666	\$ (6,559)	\$ 2,107
Securities	12,778	(19,508)	(6,730)
Federal funds sold and other temporary investments	160	(108)	52
Total increase (decrease) in interest income	21,604	(26,175)	(4,571)
Interest-bearing liabilities:			
Interest-bearing demand deposits	756	(903)	(147)
Savings and money market accounts	1,136	(2,787)	(1,651)
Certificates of deposit	(1,336)	(2,568)	(3,904)
Junior subordinated debentures	(60)	(374)	(434)
Federal funds purchased and other borrowings	597	(418)	179
Securities sold under repurchase agreements	48	(131)	(83)
Total increase (decrease) in interest expense	1,141	(7,181)	(6,040)
Increase (decrease) in net interest income	\$ 20,463	\$ (18,994)	\$ 1,469

*Provision for Credit Losses*

Management actively monitors the Company's asset quality and provides specific loss provisions when necessary. Provisions for credit losses are charged to income to bring the total allowance for credit losses to a level deemed appropriate by management of the Company based on such factors as historical credit loss experience, industry diversification of the Company's commercial loan portfolio, the amount of nonperforming loans and related collateral, the volume growth and composition of the loan portfolio, current economic conditions that may affect the borrower's ability to pay and the value of collateral, the evaluation of the loan portfolio through the internal loan review process and other relevant factors.

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Loans are charged-off against the allowance for credit losses when appropriate. Although management believes it uses the best information available to make determinations with respect to the provision for credit losses, future adjustments may be necessary if economic conditions differ from the assumptions used in making the initial determinations.

The Company made a \$600,000 provision for credit losses for the quarter ended June 30, 2012 and a \$1.4 million provision for the quarter ended June 30, 2011. Net charge-offs were \$1.9 million for the quarter ended June 30, 2012 compared with net charge-offs of \$1.2 million for the quarter ended June 30, 2011. The Company made a \$750,000 provision for credit losses for the six months ended June 30, 2012 and a \$3.1 million provision for the six months ended June 30, 2011. Net charge-offs were \$2.0 million for the six months ended June 30, 2012 compared with \$2.8 million for the six months ended June 30, 2011.

*Noninterest Income*

The Company's primary sources of recurring noninterest income are non-sufficient funds fees (NSF fees), debit card and ATM card income and service charges on deposit accounts. Noninterest income does not include loan origination fees which are recognized over the life of the related loan as an adjustment to yield using the interest method. Noninterest income totaled \$13.7 million for the three months ended June 30, 2012 compared with \$13.5 million for the same period in 2011, an increase of \$126,000 or 0.9%. Noninterest income totaled \$27.6 million for the six months ended June 30, 2012 compared with \$27.4 million for the same period in 2011, an increase of \$204,000 or 0.7%. Both increases were primarily due to the increases in debit card and ATM card income and decreases in net loss on sale of ORE and decreases in loss on sale of securities, partially offset by decreases in NSF fees.

The following table presents, for the periods indicated, the major categories of noninterest income:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
	(In thousands)			
Non-sufficient funds	\$ 5,167	\$ 6,226	\$ 10,556	\$ 12,333
Debit card and ATM card income	4,292	3,809	8,128	7,261
Service charges on deposit accounts	2,432	2,511	4,873	4,994
Banking related service fees	570	523	1,105	1,024
Investment income	136	175	276	328
Bank owned life insurance income (BOLI)	345	346	694	681
Net gain on sale of assets	70	195	63	360
Net (loss) gain on sale of ORE	(165)	(366)	253	(526)
Net loss on sale of securities		(581)		(581)
Other noninterest income	809	692	1,653	1,523
<b>Total noninterest income</b>	<b>\$ 13,656</b>	<b>\$ 13,530</b>	<b>\$ 27,601</b>	<b>\$ 27,397</b>

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Noninterest expense totaled \$40.8 million for the quarter ended June 30, 2012 compared with \$42.5 million for the quarter ended June 30, 2011, a decrease of \$1.7 million or 4.1%. Noninterest expense totaled \$81.2 million for the six months ended June 30, 2012 compared with \$84.2 million for the six months ended June 30, 2011, a decrease of \$3.0 million or 3.5%. Both decreases are primarily due a decline in regulatory assessments and FDIC insurance costs and core deposit intangibles amortization. The following table presents, for the periods indicated, the major categories of noninterest expense:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
	(In thousands)			
Salaries and employee benefits <sup>(1)</sup>	\$ 23,572	\$ 23,994	\$ 46,824	\$ 47,198
Non-staff expenses:				
Net occupancy	3,492	3,547	7,049	7,195
Depreciation	2,028	2,037	4,063	4,058
Debit card, data processing and software amortization	1,906	1,780	3,438	3,452
Communications <sup>(2)</sup>	1,802	1,747	3,550	3,439
Printing and supplies	483	458	944	902
Professional fees	835	670	1,545	1,242
Regulatory assessments and FDIC insurance	1,659	2,894	3,207	5,895
Ad valorem and franchise taxes	1,031	1,005	2,042	2,011
Core deposit intangibles amortization	1,595	1,943	3,290	3,977
Other real estate	383	294	1,074	586
Other	2,002	2,145	4,221	4,254
Total non-staff expenses	17,216	18,520	34,423	37,011
Total noninterest expense	\$ 40,788	\$ 42,514	\$ 81,247	\$ 84,209

(1) Includes stock based compensation expense of \$946,000 and \$936,000 for the three months ended June 30, 2012 and 2011, respectively, and \$2.2 million and \$1.6 million for the six months ended June 30, 2012 and 2011, respectively.

(2) Communications expense includes telephone, data circuits, postage and courier expenses.

*Income Taxes*

Income tax expense increased \$808,000 or 4.5% to \$19.0 million for the quarter ended June 30, 2012 compared with \$18.2 million for the same period in 2011. For the six months ended June 30, 2012, income tax expense totaled \$37.7 million, an increase of \$2.5 million or 7.1% compared with \$35.2 million for the same period in 2011. The increase was primarily attributable to higher pretax net earnings for the three and six months ended June 30, 2012 compared with the same respective periods in 2011. The effective tax rate for the three months ended June 30, 2012 and 2011 was 33.9% and 34.1%, respectively. The effective tax rate for the six months ended June 30, 2012 and 2011 was 33.9% and 33.8%, respectively.

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## FINANCIAL CONDITION

*Loan Portfolio*

Total loans were \$3.95 billion at June 30, 2012, an increase of \$184.4 million or 4.9% compared with \$3.77 billion at December 31, 2011. Loan growth was impacted by the acquisition of Texas Bankers, Inc. and The Bank Arlington. Loans attributed to these acquisitions totaled \$28.4 million and \$22.5 million at June 30, 2012, respectively.

The following table summarizes the loan portfolio of the Company by type of loan as of June 30, 2012 and December 31, 2011:

	June 30, 2012		December 31, 2011	
	Amount	Percent (Dollars in thousands)	Amount	Percent
Commercial and industrial	\$ 459,673	11.7%	\$ 406,433	10.8%
Real estate:				
Construction and land development	466,884	11.8	482,140	12.8
1-4 family residential	1,084,936	27.5	1,007,266	26.7
Home equity	154,147	3.9	146,999	3.9
Commercial mortgages	1,389,292	35.2	1,351,986	35.9
Agriculture real estate	147,482	3.7	136,008	3.6
Multifamily residential	95,495	2.4	89,240	2.4
Agriculture	44,980	1.1	34,226	0.9
Consumer (net of unearned discount)	75,209	1.9	78,187	2.1
Other	32,234	0.8	33,421	0.9
Total loans	\$ 3,950,332	100.0%	\$ 3,765,906	100.0%

*Nonperforming Assets*

The Company had \$11.9 million in nonperforming assets at June 30, 2012 and \$12.1 million in nonperforming assets at December 31, 2011, a decrease of 179,000 or 1.5%. The ratio of nonperforming assets to loans and other real estate was 0.30% at June 30, 2012 compared with 0.32% at December 31, 2011.

The Company generally places a loan on nonaccrual status and ceases accruing interest when the payment of principal or interest is delinquent for 90 days, or earlier in some cases, unless the loan is in the process of collection and the underlying collateral fully supports the carrying value of the loan.

The following table presents information regarding past due loans and nonperforming assets as of the dates indicated:

	June 30, 2012	December 31, 2011
	(Dollars in thousands)	
Nonaccrual loans	\$ 1,624	\$ 3,578
Total nonperforming loans	1,624	3,578
Reposessed assets	13	146
Other real estate	10,236	8,328
Total nonperforming assets	\$ 11,873	\$ 12,052

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Nonperforming assets to total loans and other real estate	0.30%	0.32%
Nonperforming assets to average earning assets	0.13%	0.15%

### *Allowance for Credit Losses*

Management actively monitors the Company's asset quality and provides specific loss allowances when necessary. Loans are charged-off against the allowance for credit losses when appropriate. Although management believes it uses the best information available to make determinations with respect to the allowance for credit losses, future adjustments may be necessary if economic conditions differ from the assumptions used in making the initial determinations. As of June 30, 2012, the allowance for credit losses amounted to \$50.4 million or 1.28% of total loans compared with \$51.6 million or 1.37% of total loans at December 31, 2011.



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Set forth below is an analysis of the allowance for credit losses for the six months ended June 30, 2012 and the year ended December 31, 2011:

	Six Months Ended June 30, 2012	Year Ended December 31, 2011
	(Dollars in thousands)	
Average loans outstanding	\$ 3,866,672	\$ 3,648,701
Gross loans outstanding at end of period	\$ 3,950,332	\$ 3,765,906
Allowance for credit losses at beginning of period	\$ 51,594	\$ 51,584
Provision for credit losses	750	5,200
Charge-offs:		
Commercial and industrial	(321)	(1,694)
Real estate and agriculture	(1,729)	(3,927)
Consumer	(438)	(1,229)
Recoveries:		
Commercial and industrial	156	481
Real estate and agriculture	73	472
Consumer	297	707
Net charge-offs	(1,962)	(5,190)
Allowance for credit losses at end of period	\$ 50,382	\$ 51,594
Ratio of allowance to end of period loans	1.28%	1.37%
Ratio of net charge-offs to average loans (annualized)	0.10%	0.14%
Ratio of allowance to end of period nonperforming loans	3,102.3%	1,442.0%

## Securities

The carrying cost of securities totaled \$5.40 billion at June 30, 2012 compared with \$4.66 billion at December 31, 2011, an increase of \$741.1 million or 15.9%. At June 30, 2012, securities represented 50.3% of total assets compared with 47.4% of total assets at December 31, 2011.

The Company had no gain or loss on sale of securities for the three and six months ended June 30, 2012 compared with a net loss of \$581,000 for the three and six months ended June 30, 2011. In the second quarter of 2011, the Company sold two non-agency CMOs with a total book value of \$3.2 million due to a downgrade of the CMOs to less than investment grade. As of June 30, 2012, the Company had eight non-agency CMOs remaining with a total book value of \$2.9 million and total market value of \$2.8 million. The following table summarizes the amortized cost of securities as of the dates shown (available for sale securities are not adjusted for unrealized gains or losses):

	June 30, 2012	December 31, 2011
	(In thousands)	
U.S. Treasury securities and obligations of U.S. government agencies	\$ 8,719	\$ 8,696
States and political subdivisions	70,112	74,974
Corporate debt securities	2,994	2,990
Collateralized mortgage obligations	198,053	282,565
Mortgage-backed securities	5,082,269	4,248,796
Qualified School Construction Bonds (QSCB)	12,900	12,900
Equity securities	7,288	7,288
Total amortized cost	\$ 5,382,335	\$ 4,638,209

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Total fair value	\$ 5,567,014	\$ 4,815,304
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Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. The investment securities portfolio is evaluated for OTTI by segregating the portfolio into two general segments and applying the appropriate OTTI model. Investment securities classified as available for sale or held-to-maturity are evaluated for OTTI under FASB ASC Topic 320, *Investments Debt and Equity Securities*. Certain purchased beneficial interests, including non-agency mortgage-backed securities, asset-backed securities, and collateralized debt obligations, that had credit ratings at the time of purchase of below AA are evaluated using the model outlined in ASC Topic 325, *Investments Other*. The Company currently does not own any securities that are accounted for under ASC Topic 325.

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In determining OTTI under ASC Topic 320, management considers many factors, including: (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, (3) whether the market decline was affected by macroeconomic conditions, and (4) whether the entity has the intent to sell the debt security or more likely than not will be required to sell the debt security before its anticipated recovery. The assessment of whether an other-than-temporary decline exists involves a high degree of subjectivity and judgment and is based on the information available to management at a point in time. If applicable, the second segment of the portfolio uses the OTTI guidance provided by ASC Topic 325 that is specific to purchased beneficial interests that, on the purchase date, were rated below AA. Under the ASC Topic 325 model, an impairment is considered other than temporary if, based on the Company's best estimate of cash flows that a market participant would use in determining the current fair value of the beneficial interest, there has been an adverse change in those estimated cash flows.

When OTTI occurs under either model, the amount of the other-than-temporary impairment recognized in earnings depends on whether an entity intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss. If an entity intends to sell or more likely than not will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss, the OTTI shall be recognized in earnings equal to the entire difference between the investment's amortized cost basis and its fair value at the balance sheet date. If an entity does not intend to sell the security and it is not more likely than not that the entity will be required to sell the security before recovery of its amortized cost basis less any current-period loss, the OTTI shall be separated into the amount representing the credit-related portion of the impairment loss (credit loss) and the noncredit portion of the impairment loss (noncredit portion). The amount of the total OTTI related to the credit loss is determined based on the difference between the present value of cash flows expected to be collected and the amortized cost basis and such difference is recognized in earnings. The amount of the total OTTI related to the noncredit portion is recognized in other comprehensive income, net of applicable taxes. The previous amortized cost basis less the OTTI recognized in earnings shall become the new amortized cost basis of the investment.

As of June 30, 2012, the Company does not intend to sell any debt securities and management believes that the Company more likely than not will not be required to sell any debt securities before their anticipated recovery, at which time the Company will receive full value for the securities. Furthermore, as of June 30, 2012, management does not have the intent to sell any of its securities and believes that it is more likely than not that the Company will not have to sell any such securities before a recovery of cost. The unrealized losses are largely due to increases in market interest rates over the yields available at the time the underlying securities were purchased. The fair value is expected to recover as the securities approach their maturity date or repricing date or if market yields for such investments decline. Management does not believe any of the securities are impaired due to reasons of credit quality. Accordingly, as of June 30, 2012, management believes any impairment in the Company's securities are temporary and no impairment loss has been realized in the Company's consolidated statements of income.

The following tables present the amortized cost and fair value of securities classified as available for sale at June 30, 2012:

		June 30, 2012		
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In thousands)				
Available for Sale				
States and political subdivisions	\$ 35,418	\$ 1,900	\$ (13)	\$ 37,305
Corporate debt securities and other	8,782	489		9,271
Collateralized mortgage obligations	688		(14)	674
Mortgage-backed securities	210,138	15,407	(60)	225,485
Total	\$ 255,026	\$ 17,796	\$ (87)	\$ 272,735
Held to Maturity				
U.S. Treasury securities and obligations of U.S. government agencies	\$ 8,719	\$ 251	\$	\$ 8,970
States and political subdivisions (including QSCB)	47,594	4,322	(106)	51,810
Corporate debt securities and other	1,500	59		1,559
Collateralized mortgage obligations	197,365	3,565	(132)	200,798
Mortgage-backed securities	4,872,131	159,014	(3)	5,031,142
Total	\$ 5,127,309	\$ 167,211	\$ (241)	\$ 5,294,279



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The amortized cost and fair value of investment securities as of December 31, 2011 are as follows:

	Amortized Cost	December 31, 2011 Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In thousands)				
<b>Available for Sale</b>				
States and political subdivisions	\$ 37,060	\$ 2,022	\$ (6)	\$ 39,076
Collateralized mortgage obligations	786		(21)	765
Mortgage-backed securities	254,965	18,307	(66)	273,206
Corporate debt and other securities	8,778	491		9,269
Total	\$ 301,589	\$ 20,820	\$ (93)	\$ 322,316
<b>Held to Maturity</b>				
U.S. Treasury securities and obligations of U.S. government agencies	\$ 8,696	\$ 455	\$	\$ 9,151
States and political subdivisions (including QSCB)	50,814	3,324	(284)	53,854
Corporate debt securities	1,500	114		1,614
Collateralized mortgage obligations	281,778	5,009	(150)	286,637
Mortgage-backed securities	3,993,832	147,991	(91)	4,141,732
Total	\$ 4,336,620	\$ 156,893	\$ (525)	\$ 4,492,988

## Premises and Equipment

Premises and equipment, net of accumulated depreciation, totaled \$166.3 million and \$159.7 million at June 30, 2012 and December 31, 2011, respectively, an increase of \$6.6 million or 4.1%.

## Deposits

Total deposits were \$8.39 billion at June 30, 2012 compared with \$8.06 billion at December 31, 2011, an increase of \$334.3 million or 4.1%. Deposit growth was impacted by the acquisition of Texas Bankers, Inc. and The Bank Arlington. Deposits for these acquisitions totaled \$62.7 million and \$33.5 million at June 30, 2012, respectively. At June 30, 2012, noninterest-bearing deposits accounted for approximately 24.8% of total deposits compared with 24.5% of total deposits at December 31, 2011. Interest-bearing demand deposits totaled \$6.31 billion or 75.2% of total deposits at June 30, 2012 compared with \$6.09 billion or 75.5% of total deposits at December 31, 2011.

The following table summarizes the daily average balances and weighted average rates paid on deposits for the periods presented below:

	Six Months Ended June 30, 2012	Year Ended December 31, 2011		
	Average Balance	Average Rate	Average Balance	Average Rate
(Dollars in thousands)				
Interest-bearing demand	\$ 1,700,208	0.49%	\$ 1,393,501	0.53%
Regular savings	547,774	0.20	472,983	0.32
Money market savings	2,238,162	0.73	1,948,752	0.53
Time deposits	1,925,584	0.80	2,135,858	1.02
Total interest-bearing deposits	6,411,728	0.64	5,951,094	0.69

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Noninterest-bearing deposits	2,020,453		1,800,102	
Total deposits	\$ 8,432,181	0.49%	\$ 7,751,196	0.53%

### *Other Borrowings*

The Company utilizes borrowings to supplement deposits to fund its lending and investment activities. Borrowings consist of funds from the Federal Home Loan Bank ( FHLB ) and correspondent banks. FHLB advances are considered short-term, overnight borrowings. At June 30, 2012, the Company had \$425.0 million in FHLB advances compared with no FHLB advances at

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December 31, 2011. The highest outstanding balance of FHLB advances during the six months ended June 30, 2012 was \$1.01 billion compared with \$474.0 million for the year ended December 31, 2011. The annualized average rate paid on FHLB advances for the quarter ended June 30, 2012 was 0.17%. At June 30, 2012, the Company had \$12.3 million in FHLB long-term notes payable compared with \$12.8 million at December 31, 2011. The weighted average interest rate paid on the FHLB notes payable at June 30, 2012 was 5.2%. The maturity dates on the FHLB notes payable range from the years 2013 to 2028 and have interest rates ranging from 4.1% to 6.1%. FHLB borrowings are available to the Company under a security and pledge agreement. At June 30, 2012, the Company had total funds of \$3.80 billion available under this agreement, of which \$437.3 million was outstanding.

At June 30, 2012, the Company had \$122.7 million in securities sold under repurchase agreements compared with \$54.9 million at December 31, 2011, an increase of \$67.9 million or 123.6%, with average rates paid of 0.25% and 0.54%, respectively.

The following table presents the Company's borrowings at June 30, 2012 and December 31, 2011:

	June 30, 2012	December 31, 2011
	(In thousands)	
FHLB advances	\$ 425,000	\$
FHLB long-term notes payable	12,278	12,790
Total other borrowings	437,278	12,790
Securities sold under repurchase agreements	122,743	54,883
Total	\$ 560,021	\$ 67,673

*Junior Subordinated Debentures*

At June 30, 2012 and December 31, 2011, the Company had outstanding \$85.1 million in junior subordinated debentures issued to the Company's unconsolidated subsidiary trusts.

A summary of pertinent information related to the Company's seven issues of junior subordinated debentures outstanding at June 30, 2012 is set forth in the table below:

Description	Issuance Date	Trust Preferred Securities Outstanding	Interest Rate <sup>(1)</sup>	Junior Subordinated Debt Owed to Trusts	Maturity Date <sup>(2)</sup>
Prosperity Statutory Trust II	July 31, 2001	\$ 15,000,000	3 month LIBOR	\$ 15,464,000	July 31, 2031
			+ 3.58%, not to exceed		
			12.50%		
Prosperity Statutory Trust III	Aug. 15, 2003	12,500,000	3 month LIBOR + 3.00%	12,887,000	Sept. 17, 2033
Prosperity Statutory Trust IV	Dec. 30, 2003	12,500,000	3 month LIBOR + 2.85%	12,887,000	Dec. 30, 2033
SNB Capital Trust IV <sup>(3)</sup>	Sept. 25, 2003	10,000,000	3 month LIBOR + 3.00%	10,310,000	Sept. 25, 2033
TXUI Statutory Trust II <sup>(4)</sup>	Dec. 19, 2003	5,000,000	3 month LIBOR + 2.85%	5,155,000	Dec. 19, 2033
TXUI Statutory Trust III <sup>(4)</sup>	Nov. 30, 2005	15,500,000	3 month LIBOR + 1.39%	15,980,000	Dec. 15, 2035
TXUI Statutory Trust IV <sup>(4)</sup>	Mar. 31, 2006	12,000,000	3 month LIBOR + 1.39%	12,372,000	June 30, 2036
				\$ 85,055,000	

- (1) The 3-month LIBOR in effect as of June 30, 2012 was 0.461%.
- (2) All debentures are callable five years from issuance date.
- (3) Assumed in connection with the SNB acquisition on April 1, 2006.
- (4) Assumed in connection with the TXUI acquisition on January 31, 2007.

*Liquidity*

Liquidity involves the Company's ability to raise funds to support asset growth or reduce assets to meet deposit withdrawals and other payment obligations, to maintain reserve requirements and otherwise to operate the Company on an ongoing basis. The Company's largest source of funds is deposits and its largest use of funds is loans. The Company does not expect a change in the source or use of its funds in the future. Although access to purchased funds from correspondent banks is available and has been utilized on occasion to take advantage of investment opportunities, the Company does not generally rely on these external funding sources. The cash and federal funds sold position, supplemented by amortizing investment and loan portfolios, has generally created an adequate liquidity position.



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As of June 30, 2012, the Company had outstanding \$523.3 million in commitments to extend credit and \$15.6 million in commitments associated with outstanding standby letters of credit. Since commitments associated with letters of credit and commitments to extend credit may expire unused, the total outstanding may not necessarily reflect the actual future cash funding requirements.

The Company has no exposure to future cash requirements associated with known uncertainties or capital expenditures of a material nature.

Asset liquidity is provided by cash and assets which are readily marketable or which will mature in the near future. As of June 30, 2012, the Company had cash and cash equivalents of \$152.6 million compared with \$213.4 million at December 31, 2011, a decrease of \$60.9 million. The decrease was primarily due to purchases of securities of \$2.46 billion, an increase in loans of \$144.9 million and dividends paid of \$18.5 million, partially offset by proceeds from the maturities and repayments of securities of \$1.69 billion, net proceeds from short-term debt of \$425.0 million, an increase in deposits of \$230.9 million, net earnings of \$73.5 million, an increase in securities sold under repurchase agreements of \$67.9 million, cash received from acquisitions of \$56.6 million and net amortization of discount on investments of \$21.5 million.

## Contractual Obligations

The following table summarizes the Company's contractual obligations and other commitments to make future payments as of June 30, 2012 (other than deposit obligations). The payments do not include pre-payment options that may be available to the Company. The Company's future cash payments associated with its contractual obligations pursuant to its junior subordinated debentures, FHLB borrowings and operating leases as of June 30, 2012 are summarized below. Payments for junior subordinated debentures include interest of \$52.7 million that will be paid over the future periods. The future interest payments were calculated using the current rate in effect at June 30, 2012. The current principal balance of the junior subordinated debentures at June 30, 2012 was \$85.1 million. Payments for FHLB borrowings include interest of \$3.1 million that will be paid over the future periods. Payments related to leases are based on actual payments specified in underlying contracts.

	Remaining Fiscal 2012	Fiscal 2013-2014	Fiscal 2015-2016	Thereafter	Total
	Payments due in: (Dollars in thousands)				
Junior subordinated debentures	\$ 1,240	\$ 4,958	\$ 4,958	\$ 126,630	\$ 137,786
Federal Home Loan Bank borrowings	425,703	3,258	3,456	8,002	440,419
Operating leases	2,525	7,727	3,125	517	13,894
Total	\$ 429,467	\$ 15,943	\$ 11,539	\$ 135,150	\$ 592,099

## Off-Balance Sheet Items

In the normal course of business, the Company enters into various transactions, which, in accordance with accounting principles generally accepted in the United States, are not included in its consolidated balance sheets. The Company enters into these transactions to meet the financing needs of its customers. These transactions include commitments to extend credit and standby letters of credit, which involve, to varying degrees, elements of credit risk and interest rate risk in excess of the amounts recognized in the consolidated balance sheets.

The Company's commitments associated with outstanding standby letters of credit and commitments to extend credit as of June 30, 2012 are summarized below. Since commitments associated with letters of credit and commitments to extend credit may expire unused, the amounts shown do not necessarily reflect the actual future cash funding requirements:

	Remaining Fiscal 2012	Fiscal 2013-2014	Fiscal 2015-2016	Thereafter	Total
	(Dollars in thousands)				
Standby letters of credit	\$ 7,214	\$ 7,839	\$ 513	\$	\$ 15,566
Commitments to extend credit	126,917	213,802	6,136	176,491	523,346
Total	\$ 134,131	\$ 221,641	\$ 6,649	\$ 176,491	\$ 538,912



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

Total shareholders' equity was \$1.64 billion at June 30, 2012 compared with \$1.57 billion at December 31, 2011, an increase of \$76.6 million or 4.9%. The increase was due primarily to net earnings of \$73.5 million, the issuance of common stock in connection with the exercise of stock options and restricted stock awards of \$2.5 million and the issuance of common stock in connection with the acquisition of Texas Bankers and The Bank Arlington of \$18.9 million, which was partially offset by dividends paid of \$18.5 million for the six months ended June 30, 2012.

Both the Board of Governors of the Federal Reserve System with respect to the Company, and the Federal Deposit Insurance Corporation (FDIC) with respect to the Bank, have established certain minimum risk-based capital standards that apply to bank holding companies and federally insured banks. The following table sets forth the Company's total risk-based capital, Tier 1 risk-based capital and Tier 1 to average assets (leverage) ratios as of June 30, 2012:

<b>Consolidated Capital Ratios:</b>	
Total capital (to risk weighted assets)	17.49%
Tier 1 capital (to risk weighted assets)	16.42%
Tier 1 capital (to average assets)	7.69%

As of June 30, 2012, the Bank's risk-based capital ratios were above the levels required for the Bank to be designated as well capitalized by the FDIC. To be designated as well capitalized, the minimum ratio requirements for the Bank's total risk-based capital, Tier 1 risk-based capital, and Tier 1 to average assets (leverage) capital ratios must be 10.0%, 6.0% and 5.0%, respectively. The following table sets forth the Bank's total risk-based capital, Tier 1 risk-based capital and Tier 1 to average assets (leverage) ratios as of June 30, 2012:

<b>Capital Ratios (Bank Only):</b>	
Total capital (to risk weighted assets)	17.22%
Tier 1 capital (to risk weighted assets)	16.14%
Tier 1 capital (to average assets)	7.56%

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The Company manages market risk, which for the Company is primarily interest rate risk, through its Asset Liability Committee which is composed of senior officers of the Company, in accordance with policies approved by the Company's Board of Directors.

The Company uses simulation analysis to examine the potential effects of market changes on net interest income and market value. The Company considers macroeconomic variables, Company strategy, liquidity and other factors as it quantifies market risk. See the Company's Annual Report on Form 10-K for the year ended December 31, 2011, Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations-Interest Rate Sensitivity and Liquidity which was filed on February 29, 2012 for further discussion.

**ITEM 4. CONTROLS AND PROCEDURES**

*Evaluation of disclosure controls and procedures.* As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of its management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management was required to apply judgment in evaluating its controls and procedures. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) were effective as of the end of the period covered by this report.

*Changes in internal control over financial reporting.* There were no changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended June 30, 2012 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.



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### **PART II OTHER INFORMATION**

#### **ITEM 1. LEGAL PROCEEDINGS**

The Company and the Bank are defendants, from time to time, in legal actions arising from transactions conducted in the ordinary course of business. The Company and Bank believe, after consultations with legal counsel, that the ultimate liability, if any, arising from such actions will not have a material adverse effect on their financial statements.

#### **ITEM 1A. RISK FACTORS**

There have been no material changes in the Company's risk factors from those disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

#### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

a. Not applicable

b. Not applicable

c. Not applicable

#### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

Not applicable

#### **ITEM 4. MINE SAFETY DISCLOSURES**

None.

#### **ITEM 5. OTHER INFORMATION**

Not applicable

#### **ITEM 6. EXHIBITS**

##### **Exhibit**

##### **Number**

##### **Description of Exhibit**

- |     |   |
|-----|---|
| 3.1 | Amended and Restated Articles of Incorporation of Prosperity Bancshares, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 (Registration No. 333-63267) (the "Registration Statement")) |
| 3.2 | Articles of Amendment to Amended and Restated Articles of Incorporation of Prosperity Bancshares, Inc. (incorporated herein by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006)    |

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3.3	Amended and Restated Bylaws of Prosperity Bancshares, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on October 19, 2007)
4.1	Form of certificate representing shares of the Company's common stock (incorporated by reference to Exhibit 4 to the Registration Statement)
31.1*	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended
31.2*	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended
32.1**	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101*	Interactive Financial Data

\* Filed with this Quarterly Report on Form 10-Q.

\*\* Furnished with this Quarterly Report on Form 10-Q.

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**SIGNATURES**

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

PROSPERITY BANCSHARES, INC. ®

(Registrant)

Date: 08/09/12

/s/ DAVID ZALMAN

**David Zalman**  
**Chairman and Chief Executive Officer**

Date: 08/09/12

/s/ DAVID HOLLAWAY

**David Hollaway**  
**Chief Financial Officer**