

FIRST FINANCIAL BANKSHARES INC  
Form 10-Q  
July 31, 2018  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-Q**

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

**For the quarterly period ended June 30, 2018**

**Commission file number 0-7674**

**FIRST FINANCIAL BANKSHARES, INC.**

**(Exact name of registrant as specified in its charter)**

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

**75-0944023**  
**(I.R.S. Employer**  
**Identification No.)**

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

**79601**  
**(Zip Code)**  
**(325) 627-7155**

**(Registrant's telephone number, including area code)**

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

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

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

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

Class	<u>Outstanding at July 31, 2018</u>
Common Stock, \$0.01 par value per share	67,669,658

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**PART I**

**FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

The consolidated balance sheets of First Financial Bankshares, Inc. (the Company or we ) at June 30, 2018 and 2017 and December 31, 2017, and the consolidated statements of earnings and comprehensive earnings for the three and six months ended June 30, 2018 and 2017, and the consolidated statements of shareholders' equity and cash flows for the six months ended June 30, 2018 and 2017, follow on pages 4 through 8.

Table of Contents**FIRST FINANCIAL BANKSHARES, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS****(Dollars in thousands, except per share amounts)**

	June 30, 2018	June 30, 2017	December 31, 2017
	(Unaudited)		
<b><u>ASSETS</u></b>			
CASH AND DUE FROM BANKS	\$ 178,217	\$ 163,435	\$ 209,583
FEDERAL FUNDS SOLD	8,450	3,740	
INTEREST-BEARING DEPOSITS IN BANKS	99,499	53,336	162,764
Total cash and cash equivalents	286,166	220,511	372,347
INTEREST-BEARING TIME DEPOSITS IN BANKS	1,458	1,458	1,458
SECURITIES AVAILABLE-FOR-SALE, at fair value	3,197,567	2,964,513	3,087,473
SECURITIES HELD-TO-MATURITY (fair value of \$107 at June 30, 2017)		105	
<b>LOANS:</b>			
Held for investment	3,831,480	3,439,352	3,485,569
Less - allowance for loan losses	(49,951)	(47,410)	(48,156)
Net loans held for investment	3,781,529	3,391,942	3,437,413
Held for sale	24,289	18,327	15,130
Net loans	3,805,818	3,410,269	3,452,543
BANK PREMISES AND EQUIPMENT, net	130,366	123,620	124,026
INTANGIBLE ASSETS	175,185	143,120	141,143
OTHER ASSETS	88,910	83,796	75,725
Total assets	\$ 7,685,470	\$ 6,947,392	\$ 7,254,715
<b><u>LIABILITIES AND SHAREHOLDERS' EQUITY</u></b>			
NONINTEREST-BEARING DEPOSITS	\$ 2,105,953	\$ 1,856,439	\$ 2,041,650
INTEREST-BEARING DEPOSITS	4,104,654	3,770,170	3,921,311
Total deposits	6,210,607	5,626,609	5,962,961
DIVIDENDS PAYABLE	14,211	12,572	12,589
BORROWINGS	456,935	379,324	331,000
OTHER LIABILITIES	18,089	41,445	25,397
Total liabilities	6,699,842	6,059,950	6,331,947
<b>COMMITMENTS AND CONTINGENCIES</b>			

**SHAREHOLDERS EQUITY:**

Common stock - (\$0.01 par value, authorized 120,000,000 shares; 67,669,658, 66,170,312 and 66,260,444 shares issued at June 30, 2018 and 2017 and December 31, 2017, respectively)	677	662	663
Capital surplus	439,731	374,391	378,062
Retained earnings	556,615	476,912	517,257
Treasury stock (shares at cost: 491,170, 501,198, and 495,964 at June 30, 2018 and 2017 and December 31, 2017, respectively)	(7,419)	(6,948)	(7,148)
Deferred compensation	7,419	6,948	7,148
Accumulated other comprehensive earnings (loss)	(11,395)	35,477	26,786
<b>Total shareholders equity</b>	<b>985,628</b>	<b>887,442</b>	<b>922,768</b>
<b>Total liabilities and shareholders equity</b>	<b>\$ 7,685,470</b>	<b>\$ 6,947,392</b>	<b>\$ 7,254,715</b>

See notes to consolidated financial statements.

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

(Dollars in thousands, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
<b>INTEREST INCOME:</b>				
Interest and fees on loans	\$ 49,105	\$ 41,311	\$ 95,851	\$ 80,894
Interest on investment securities:				
Taxable	12,719	8,343	24,073	15,774
Exempt from federal income tax	9,983	11,408	20,324	22,900
Interest on federal funds sold and interest-bearing deposits in banks	271	120	912	397
<b>Total interest income</b>	<b>72,078</b>	<b>61,182</b>	<b>141,160</b>	<b>119,965</b>
<b>INTEREST EXPENSE:</b>				
Interest on deposits	4,005	1,930	7,524	3,520
Other	462	167	576	340
<b>Total interest expense</b>	<b>4,467</b>	<b>2,097</b>	<b>8,100</b>	<b>3,860</b>
Net interest income	67,611	59,085	133,060	116,105
<b>PROVISION FOR LOAN LOSSES</b>	<b>1,105</b>	<b>1,725</b>	<b>2,415</b>	<b>3,675</b>
Net interest income after provision for loan losses	66,506	57,360	130,645	112,430
<b>NONINTEREST INCOME:</b>				
Trust fees	7,070	5,747	13,975	11,764
Service charges on deposit accounts	5,375	4,883	10,259	9,433
ATM, interchange and credit card fees	7,041	6,598	14,037	12,762
Real estate mortgage operations	3,951	4,188	6,884	7,605
Net gain on sale of available-for-sale securities (includes \$67 and \$747 for the three months ended June 30, 2018 and 2017, respectively, and \$1,288 and \$750 for the six months ended June 30, 2018 and 2017, respectively, related to accumulated other comprehensive earnings reclassifications)	67	747	1,288	750
Net gain (loss) on sale of foreclosed assets	19	(72)	118	(31)
Net gain (loss) on sale of assets		(200)	(91)	(196)
Interest on loan recoveries	289	337	408	491
Other	1,676	942	3,034	1,877
<b>Total noninterest income</b>	<b>25,488</b>	<b>23,170</b>	<b>49,912</b>	<b>44,455</b>
<b>NONINTEREST EXPENSE:</b>				

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Salaries and employee benefits	26,862	23,465	53,065	46,724
Net occupancy expense	2,806	2,771	5,689	5,370
Equipment expense	3,440	3,665	6,957	7,102
FDIC insurance premiums	632	550	1,199	1,097
ATM, interchange and credit card expenses	2,205	1,803	4,348	3,516
Professional and service fees	2,026	2,025	4,439	3,842
Printing, stationery and supplies	612	536	1,098	974
Operational and other losses	305	574	871	1,559
Software amortization and expense	479	995	1,003	1,495
Amortization of intangible assets	384	165	771	333
Other	7,393	7,226	15,503	13,914
<b>Total noninterest expense</b>	<b>47,144</b>	<b>43,775</b>	<b>94,943</b>	<b>85,926</b>
<b>EARNINGS BEFORE INCOME TAXES</b>	<b>44,850</b>	<b>36,755</b>	<b>85,614</b>	<b>70,959</b>
<b>INCOME TAX EXPENSE</b> (includes \$14 and \$261 for the three months ended June 30, 2018 and 2017, respectively, and \$270 and \$263 for the six months ended June 30, 2018 and 2017, respectively, related to income tax expense from reclassification items)	7,217	8,500	13,462	16,105
<b>NET EARNINGS</b>	<b>\$ 37,633</b>	<b>\$ 28,255</b>	<b>\$ 72,152</b>	<b>\$ 54,854</b>
<b>EARNINGS PER SHARE, BASIC</b>	<b>\$ 0.56</b>	<b>\$ 0.43</b>	<b>\$ 1.07</b>	<b>\$ 0.83</b>
<b>EARNINGS PER SHARE, ASSUMING DILUTION</b>	<b>\$ 0.55</b>	<b>\$ 0.43</b>	<b>\$ 1.06</b>	<b>\$ 0.83</b>
<b>DIVIDENDS PER SHARE</b>	<b>\$ 0.21</b>	<b>\$ 0.19</b>	<b>\$ 0.40</b>	<b>\$ 0.37</b>

See notes to consolidated financial statements.



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

(Dollars in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
<b>NET EARNINGS</b>	\$ 37,633	\$ 28,255	\$ 72,152	\$ 54,854
<b>OTHER ITEMS OF COMPREHENSIVE EARNINGS (LOSS):</b>				
Change in unrealized gain (loss) on investment securities available-for-sale, before income taxes	(11,600)	17,725	(54,306)	26,953
Reclassification adjustment for realized gains on investment securities included in net earnings, before income tax	(67)	(747)	(1,288)	(750)
Total other items of comprehensive earnings (loss)	(11,667)	16,978	(55,594)	26,203
Income tax benefit (expense) related to other items of comprehensive earnings	2,450	(5,842)	11,675	(9,171)
Reclassification of certain income tax effects related to the change in the U.S. statutory federal income tax rate under the Tax Cuts and Jobs Act to retained earnings			5,759	
<b>COMPREHENSIVE EARNINGS</b>	\$ 28,416	\$ 39,391	\$ 33,992	\$ 71,886

See notes to consolidated financial statements.

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

(Dollars in thousands, except per share amounts)

	Common Stock Shares	Common Stock Amount	Capital Surplus	Retained Earnings	Treasury Stock Shares	Treasury Stock Amount	Deferred Compensation	Accumulated Other Comprehensive Earnings	Total Shareholders' Equity
Balances at December 31, 2016	66,094,695	\$ 661	\$ 372,245	\$ 446,534	(507,409)	\$(6,671)	\$ 6,671	\$ 18,445	\$ 837,885
Net earnings (unaudited)				54,854					54,854
Stock option exercises (unaudited)	60,967	1	1,114						1,115
Restricted stock grant (unaudited)	14,650		600						600
Cash dividends declared, \$0.37 per share (unaudited)				(24,476)					(24,476)
Change in unrealized gain in investment securities available-for-sale, net of related income taxes (unaudited)								17,032	17,032
Shares purchased (redeemed) in connection with directors' deferred compensation plan, net (unaudited)					6,211	(277)	277		
Stock option expense (unaudited)			432						432
Balances at June 30, 2017 (unaudited)	66,170,312	\$ 662	\$ 374,391	\$ 476,912	(501,198)	\$(6,948)	\$ 6,948	\$ 35,477	\$ 887,442

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Balances at December 31, 2017	66,260,444	\$ 663	\$ 378,062	\$ 517,257	(495,964)	\$(7,148)	\$ 7,148	\$ 26,786	\$ 922,768
Net earnings (unaudited)				72,152					72,152
Stock option exercises (unaudited)	109,133	1	2,318						2,319
Restricted stock grant (unaudited)	10,710		523						523
Cash dividends declared, \$0.40 per share (unaudited)				(27,056)					(27,056)
Stock issued in acquisition of Commercial Bancshares, Inc.	1,289,371	13	58,074						58,087
Change in unrealized gain (loss) in investment securities available-for-sale, net of related income taxes (unaudited)							(43,919)		(43,919)
Shares purchased (redeemed) in connection with directors deferred compensation plan, net (unaudited)					4,794	(271)	271		
Stock option expense (unaudited)			754						754
Reclassification of certain income tax effects related to the change in the U.S. statutory federal income tax rate under the Tax Cuts and Jobs Act to retained earnings (unaudited)				(5,759)			5,759		
Reclassification of unrealized gain				21			(21)		

in equity  
 securities at  
 December 31,  
 2017 from  
 accumulated  
 other  
 comprehensive  
 earnings to  
 retained earnings  
 (unaudited)

Balances at June 30, 2018 (unaudited)	67,669,658	\$ 677	\$ 439,731	\$ 556,615	(491,170)	\$(7,419)	\$ 7,419	\$(11,395)	\$ 985,628
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See notes to consolidated financial statements.

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

(Dollars in thousands)

	Six Months Ended June 30,	
	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net earnings	\$ 72,152	\$ 54,854
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	6,433	6,209
Provision for loan losses	2,415	3,675
Securities premium amortization (discount accretion), net	14,109	15,592
Gain on sale of assets, net	(1,245)	(523)
Deferred federal income tax benefit	(908)	(614)
Change in loans held-for-sale	(9,009)	8,572
Change in other assets	(1,192)	4,210
Change in other liabilities	6,218	5,533
Total adjustments	16,821	42,654
Net cash provided by operating activities	88,973	97,508
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Cash received in acquisition of Commercial Bancshares, Inc.	18,653	
Net decrease in interest-bearing time deposits in banks		249
Activity in available-for-sale securities:		
Sales	149,125	36,971
Maturities	3,208,139	604,582
Purchases	(3,471,387)	(741,922)
Activity in held-to-maturity securities - maturities		17
Net increase in loans	(80,480)	(85,212)
Purchases of bank premises and equipment and other assets	(8,544)	(7,705)
Proceeds from sale of bank premises and equipment and other assets	776	599
Net cash used in investing activities	(183,718)	(192,421)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Net increase (decrease) in noninterest-bearing deposits	(97,737)	138,717
Net increase in interest-bearing deposits	3,481	9,353
Net increase (decrease) in borrowings	125,935	(66,446)
Common stock transactions:		
Proceeds from stock issuances	2,319	1,115
Dividends paid	(25,434)	(23,801)

Net cash provided by (used in) financing activities	8,564	58,938
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	(86,181)	(35,975)
<b>CASH AND CASH EQUIVALENTS, beginning of period</b>	372,347	256,486
<b>CASH AND CASH EQUIVALENTS, end of period</b>	\$ 286,166	\$ 220,511
<b>SUPPLEMENTAL INFORMATION AND NONCASH TRANSACTIONS:</b>		
Interest paid	\$ 8,074	\$ 3,921
Federal income taxes paid	12,762	13,348
Transfer of loans and bank premises to other real estate	126	1,916
Investment securities purchased but not settled		4,325
Restricted stocks grant to directors and officers	523	600
Stock issued in acquisition of Commercial Bancshares, Inc.	58,087	
See notes to consolidated financial statements.		

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

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

**Note 1 Basis of Presentation**

The unaudited interim consolidated financial statements include the accounts of the Company, a Texas corporation and a financial holding company registered under the Bank Holding Company Act of 1956, as amended, or BHCA, and its wholly-owned subsidiaries: First Financial Bank, National Association, Abilene, Texas; First Technology Services, Inc.; First Financial Trust & Asset Management Company, National Association; First Financial Investments, Inc.; and First Financial Insurance Agency, Inc.

Through our subsidiary bank, we conduct a full-service commercial banking business. Our banking centers are located primarily in Central, North Central, Southeast and West Texas. As of June 30, 2018, we had 72 financial centers across Texas, with eleven locations in Abilene, three locations in Weatherford, two locations in Cleburne, Conroe, San Angelo, Stephenville and Granbury, and one location each in Acton, Albany, Aledo, Alvarado, Beaumont, Boyd, Bridgeport, Brock, Bursleson, Cisco, Clyde, Cut and Shoot, Decatur, Eastland, El Campo, Fort Worth, Fulshear, Glen Rose, Grapevine, Hereford, Huntsville, Keller, Kingwood, Magnolia, Mauriceville, Merkel, Midlothian, Mineral Wells, Montgomery, Moran, New Waverly, Newton, Odessa, Orange, Palacios, Port Arthur, Ranger, Rising Star, Roby, Southlake, Sweetwater, Tomball, Trent, Trophy Club, Vidor, Waxahachie, Willis and Willow Park, all in Texas. Our trust subsidiary has seven locations which are located in Abilene, Fort Worth, Odessa, Beaumont, San Angelo, Stephenville and Sweetwater.

In the opinion of management, the unaudited interim consolidated financial statements reflect all adjustments necessary for a fair presentation of the Company's financial position and unaudited results of operations and should be read in conjunction with the Company's audited consolidated financial statements, and notes thereto in the Company's Annual Report on Form 10-K, for the year ended December 31, 2017. All adjustments were of a normal recurring nature. However, the results of operations for the three and six months ended June 30, 2018, are not necessarily indicative of the results to be expected for the year ending December 31, 2018, due to seasonality, changes in economic conditions and loan credit quality, interest rate fluctuations, regulatory and legislative changes and other factors. The preparation of financial statements in conformity with United States generally accepted accounting principles ( GAAP ) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the financial statement date. Actual results could vary. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted under U.S. Securities and Exchange Commission ( SEC ) rules and regulations. The Company evaluated subsequent events for potential recognition and/or disclosure through the date the consolidated financial statements were issued.

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

**New Revenue Recognition Standard**

ASC 606, Revenue from Contracts with Customers established principles for reporting information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts to provide goods or services to customers. The core principle requires an entity to recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration that it expects to be entitled to receive in exchange for those goods or services recognized as performance obligations are satisfied.





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The majority of the Company's revenue is derived from loan and investment income which are specifically excluded from the scope of this standard. Of the Company's remaining sources of income, substantially all sources of revenue are recognized either by transaction (ATM, interchange, wire transfer, etc.) or when the Company charges a customer for a service that has already been rendered (monthly service charges, account fees, monthly trust management fees, etc.). Payment for such performance obligations are generally received at the time the performance obligations are satisfied. Other non-interest income primarily includes items such as letter of credit fees, gains on the sale of loans held for sale and servicing fees, none of which are subject to the requirements of ASC 606. See note 13 for additional discussion related to the Company's adoption of ASC 606.

**Note 2 Stock Repurchase**

On July 25, 2017, the Company's Board of Directors authorized the repurchase of up to 2,000,000 common shares through September 30, 2020. The shares buyback plan authorizes management to repurchase the shares at such time as repurchases are considered beneficial to shareholders. Any repurchase of shares will be made through the open market, block trades or in privately negotiated transactions in accordance with applicable laws and regulations. Under the repurchase plan, there is no minimum number of shares that the Company is required to repurchase. Through June 30, 2018, no shares were repurchased under this authorization.

**Note 3 Earnings Per Share**

Basic earnings per common share is computed by dividing net income available to common shareholders by the weighted average number of shares outstanding during the periods presented. In computing diluted earnings per common share for the three months and six months ended June 30, 2018, and 2017, the Company assumes that all dilutive outstanding options to purchase common shares have been exercised at the beginning of the period (or the time of issuance, if later). The dilutive effect of the outstanding options and the restricted shares is reflected by application of the treasury stock method, whereby the proceeds from exercised options and restricted shares are assumed to be used to purchase common shares at the average market price during the respective periods. The weighted average common shares outstanding used in computing basic earnings per common share for the three months ended June 30, 2018 and 2017 were 67,597,275 and 66,100,089 shares, respectively. The weighted average common shares outstanding used in computing basic earnings per common share for the six months ended June 30, 2018 and 2017 were 67,562,336 and 66,086,817 shares, respectively. The weighted average common shares outstanding used in computing fully diluted earnings per common share for the three months ended June 30, 2018 and 2017 were 67,924,168 and 66,344,943 shares, respectively. The weighted average common shares outstanding used in computing fully diluted earnings per common share for the six months ended June 30, 2018 and 2017 were 67,867,965 and 66,362,191 shares, respectively. For the three and six months ended June 30, 2018 and 2017, there were no weighted average outstanding stock options that were anti-dilutive that have been excluded from the earnings per share calculation.

**Note 4 Interest-bearing Time Deposits in Banks and Securities**

Interest-bearing time deposits in banks totaled \$1,458,000 at June 30, 2018 and 2017 and December 31, 2017, respectively, and have original maturities generally ranging from one to two years.

Management classifies debt and equity securities as held-to-maturity, available-for-sale, or trading based on its intent. Debt securities that management has the positive intent and ability to hold to maturity are classified as held-to-maturity and recorded at cost, adjusted for amortization of premiums and accretion of discounts, which are recognized as adjustments to interest income using the interest method. Securities not classified as held-to-maturity or trading are classified as available-for-sale and recorded at fair value, with all unrealized gains and unrealized losses

judged to be temporary, net of deferred income taxes, excluded from earnings and reported in the consolidated statements of comprehensive earnings. Available-for-sale securities that have unrealized losses that are judged other-than-temporary are included in gain (loss) on sale of securities and a new cost basis is established. Securities classified as trading are recorded at fair value with unrealized gains and losses included in earnings.

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

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

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

A summary of the Company's available-for-sale securities follows (in thousands):

	June 30, 2018			Estimated Fair Value
	Amortized Cost Basis	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	
U.S. Treasury Securities	\$ 9,957	\$ 8	\$	\$ 9,965
Obligations of U.S. government sponsored enterprises and agencies	304		(1)	303
Obligations of states and political subdivisions	1,257,547	29,924	(2,696)	1,284,775
Corporate bonds and other	4,861		(79)	4,782
Residential mortgage-backed securities	1,464,345	1,630	(30,718)	1,435,257
Commercial mortgage-backed securities	471,398		(8,913)	462,485
<b>Total securities available-for-sale</b>	<b>\$ 3,208,412</b>	<b>\$ 31,562</b>	<b>\$ (42,407)</b>	<b>\$ 3,197,567</b>



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	June 30, 2017			
	Amortized Cost Basis	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Estimated Fair Value
U.S. Treasury securities	\$ 10,578	\$	\$ (5)	\$ 10,573
Obligations of U.S. government sponsored enterprises and agencies	73,666	60	(21)	73,705
Obligations of states and political subdivisions	1,476,714	58,707	(3,548)	1,531,873
Corporate bonds and other	30,079	163	(2)	30,240
Residential mortgage-backed securities	971,557	8,083	(4,558)	975,082
Commercial mortgage-backed securities	342,651	1,202	(813)	343,040
<b>Total securities available-for-sale</b>	<b>\$ 2,905,245</b>	<b>\$ 68,215</b>	<b>\$ (8,947)</b>	<b>\$ 2,964,513</b>

	December 31, 2017			
	Amortized Cost Basis	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Estimated Fair Value
Obligations of U.S. government sponsored enterprises and agencies	\$ 60,516	\$	\$ (186)	\$ 60,330
Obligations of states and political subdivisions	1,369,295	52,491	(936)	1,420,850
Corporate bonds and other	11,421	43	(5)	11,459
Residential mortgage-backed securities	1,223,452	4,561	(8,916)	1,219,097
Commercial mortgage-backed securities	377,934	263	(2,460)	375,737
<b>Total securities available-for-sale</b>	<b>\$ 3,042,618</b>	<b>\$ 57,358</b>	<b>\$ (12,503)</b>	<b>\$ 3,087,473</b>

Disclosures related to the Company's held-to-maturity securities, which totaled \$105,000 at June 30, 2017 have not been presented due to insignificance. There were no such balances in held-to-maturity securities at June 30, 2018 or December 31, 2017.

The Company invests in mortgage-backed securities that have expected maturities that differ from their contractual maturities. These differences arise because borrowers may have the right to call or prepay obligations with or without a prepayment penalty. These securities include collateralized mortgage obligations (CMOs) and other asset backed securities. The expected maturities of these securities at June 30, 2018 were computed by using scheduled amortization of balances and historical prepayment rates. At June 30, 2018 and 2017, and December 31, 2017, the Company did not hold CMOs that entail higher risks than standard mortgage-backed securities.

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The amortized cost and estimated fair value of available-for-sale securities at June 30, 2018, by contractual and expected maturity, are shown below (in thousands):

	Amortized Cost Basis	Estimated Fair Value
Due within one year	\$ 183,132	\$ 184,671
Due after one year through five years	609,481	626,252
Due after five years through ten years	478,355	486,921
Due after ten years	1,701	1,981
Mortgage-backed securities	1,935,743	1,897,742
Total	\$ 3,208,412	\$ 3,197,567

The following tables disclose the Company's investment securities that have been in a continuous unrealized-loss position for less than 12 months and for 12 or more months (in thousands):

	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
<b>June 30, 2018</b>						
Obligations of U.S. government sponsored enterprises and agencies	\$ 303	\$ 1	\$	\$	\$ 303	\$ 1
Obligations of states and political subdivisions	136,950	1,122	43,239	1,574	180,189	2,696
Corporate bonds and other	4,617	76	233	3	4,850	79
Residential mortgage-backed securities	1,073,327	21,838	227,155	8,880	1,300,482	30,718
Commercial mortgage-backed securities	379,201	7,477	83,285	1,436	462,486	8,913
Total	\$ 1,594,398	\$ 30,514	\$ 353,912	\$ 11,893	\$ 1,948,310	\$ 42,407

	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
<b>June 30, 2017</b>						
U.S. Treasury securities	\$ 10,321	\$ 5	\$	\$	\$ 10,321	\$ 5
Obligations of U.S. government sponsored enterprises and agencies	30,062	21			30,062	21
Obligations of states and political subdivisions	110,706	1,906	37,851	1,642	148,557	3,548
Corporate bonds and other	241	2			241	2
Residential mortgage-backed securities	422,087	3,387	60,410	1,171	482,497	4,558
Commercial mortgage-backed securities	150,805	745	20,120	68	170,925	813

Total	\$ 724,222	\$ 6,066	\$ 118,381	\$ 2,881	\$ 842,603	\$ 8,947
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<b>December 31, 2017</b>	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Obligations of U.S. government sponsored enterprises and agencies	\$ 60,329	\$ 186	\$	\$	\$ 60,329	\$ 186
Obligations of state and political subdivisions	66,361	219	44,938	717	111,299	936
Corporate bonds and other	224	2	237	3	461	5
Residential mortgage-backed securities	701,252	3,988	239,641	4,928	940,893	8,916
Commercial mortgage-backed securities	239,548	1,500	92,549	960	332,097	2,460
<b>Total</b>	<b>\$ 1,067,714</b>	<b>\$ 5,895</b>	<b>\$ 377,365</b>	<b>\$ 6,608</b>	<b>\$ 1,445,079</b>	<b>\$ 12,503</b>

The number of investments in an unrealized loss position totaled 459 at June 30, 2018. We do not believe these unrealized losses are other-than-temporary as (i) we do not have the intent to sell our securities prior to recovery and/or maturity and (ii) it is more likely than not that we will not have to sell our securities prior to recovery and/or maturity. In making this determination, we also consider the length of time and extent to which fair value has been less than cost and the financial condition of the issuer. The unrealized losses noted are interest rate related due to the level of interest rates at June 30, 2018 compared to the time of purchase. We have reviewed the ratings of the issuers and have not identified any issues related to the ultimate repayment of principal as a result of credit concerns on these securities. Our mortgage related securities are backed by GNMA, FNMA and FHLMC or are collateralized by securities backed by these agencies. At June 30, 2018, 84.03% of our available-for-sale securities that are obligations of states and political subdivisions were issued within the State of Texas, of which 29.04% are guaranteed by the Texas Permanent School Fund.

At June 30, 2018, \$1,919,043,000 of the Company's securities were pledged as collateral for public or trust fund deposits, repurchase agreements and for other purposes required or permitted by law.

During the quarters ended June 30, 2018 and 2017, sales of investment securities that were classified as available-for-sale totaled \$57,680,000 and \$30,791,000, respectively. Gross realized gains from security sales during the second quarter of 2018 and 2017 totaled \$287,000 and \$795,000, respectively. Gross realized losses from security sales during the second quarter of 2018 and 2017 totaled \$220,000 and \$48,000, respectively. During the six months ended June 30, 2018 and 2017, sale of investment securities were classified as available-for-sale totaled \$149,125,000 and \$36,971,000, respectively. Gross realized gains from security sales during the six-month period ended June 30, 2018 and 2017 totaled \$1,529,000 and totaled \$800,000, respectively. Gross realized losses from security sales during the six-month periods ended June 30, 2018 and 2017 totaled \$241,000 and \$50,000, respectively.

The specific identification method was used to determine cost in order to compute the realized gains and losses.



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**Note 5 Loans Held for Investment and Allowance for Loan Losses**

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

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

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

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

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

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

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The allowance for loan losses is an amount which represents management's best estimate of probable losses that are inherent in the Company's loan portfolio as of the balance sheet date. The allowance for loan losses is comprised of three elements: (i) specific reserves determined based on probable losses on specific classified loans; (ii) a historical valuation reserve component that considers historical loss rates; and (iii) qualitative reserves based upon general economic conditions and other qualitative risk factors both internal and external to the Company. The allowance for loan losses is increased by charges to income and decreased by charge-offs (net of recoveries). Management's periodic evaluation of the appropriateness of the allowance is based on general economic conditions, the financial condition of borrowers, the value and liquidity of collateral, delinquency, prior loan loss experience, and the results of periodic reviews of the portfolio. For purposes of determining our historical valuation reserve, the loan portfolio, less cash secured loans, government guaranteed loans and classified loans, is multiplied by the Company's historical loss rate. Specific allocations are increased or decreased in accordance with deterioration or improvement in credit quality and a corresponding increase or decrease in risk of loss on a particular loan. In addition, we adjust our allowance for qualitative factors such as current local economic conditions and trends, including, without limitations, unemployment, oil and gas prices, flood and drought conditions, changes in lending staff, policies and procedures, changes in credit concentrations, changes in the trends and severity of problem loans and changes in trends in volume and terms of loans. This qualitative reserve serves to estimate for additional areas of losses inherent in our portfolio that are not reflected in our historic loss factors.

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

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

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

The Company's policy requires measurement of the allowance for an impaired, collateral dependent loan based on the fair value of the collateral. Other loan impairments for non-collateral dependent loans are measured based on the present value of expected future cash flows or the loan's observable market price. At June 30, 2018 and 2017, and December 31, 2017, all significant impaired loans have been determined to be collateral dependent and the allowance for loss has been measured utilizing the estimated fair value of the collateral less costs to sell.

From time to time, the Company modifies its loan agreement with a borrower. A modified loan is considered a troubled debt restructuring when two conditions are met: (i) the borrower is experiencing financial difficulty and (ii) concessions are made by the Company that would not otherwise be considered for a borrower with similar credit risk characteristics. Modifications to loan terms may include a lower interest rate, a reduction of principal, or a longer term to maturity. For all impaired loans, including the Company's troubled debt restructurings, the Company performs a periodic, well-documented credit evaluation of the borrower's financial condition and prospects for repayment to assess the likelihood that all principal and interest payments required under the terms of the agreement will be collected in full. When doubt exists about the ultimate collectability of principal and interest, the troubled debt restructuring remains on non-accrual status and payments received are applied to reduce principal to the extent necessary to eliminate such doubt. This determination of accrual status is judgmental and is based on facts and circumstances related to each troubled debt restructuring. Each of these loans is individually evaluated for impairment and a specific reserve is recorded based on probable losses, taking into consideration the related collateral, modified loan terms and cash flow. As of June 30, 2018 and 2017, and December 31, 2017, substantially all of the Company's troubled debt restructured loans are included in the non-accrual totals.

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Loans acquired, including loans acquired in a business combination, are initially recorded at fair value with no valuation allowance. Acquired loans are segregated between those considered to be credit impaired and those deemed performing. To make this determination, management considers such factors as past due status, non-accrual status and credit risk ratings. The fair value of acquired performing loans is determined by discounting expected cash flows, both principal and interest, at prevailing market interest rates. The difference between the fair value and principal balances at acquisition date, the fair value discount, is accreted into interest income over the estimated life of the acquired performing loan portfolio.

Purchased credit impaired loans are those loans that showed evidence of deterioration of credit quality since origination and for which it is probable, at acquisition, that the Company will be unable to collect all amounts contractually owed. Their acquisition fair value, which includes a credit component at the acquisition date, was based on the estimate of cash flows, both principal and interest, expected to be collected or estimated collateral values if cash flows are not estimable, discounted at prevailing market rates of interest. The difference between the discounted cash flows expected at acquisition and the investment in the loan is recognized as interest income on a level-yield method over the life of the loan, unless management was unable to reasonably forecast cash flows in which case the loans were placed on nonaccrual. Contractually required payments for interest and principal that exceed the cash flows expected at acquisition are not recognized as a yield adjustment. Increases in expected cash flows subsequent to the initial investment are recognized prospectively through adjustment of the yield on the loan over its remaining life. Decreases in expected cash flows subsequent to acquisition are recognized as impairment. Valuation allowances on these impaired loans reflect only losses incurred after the acquisition. The carrying amount of purchased credit impaired loans at June 30, 2018 and 2017, and December 31, 2017, was \$2,813,000, \$889,000 and \$618,000, respectively, compared to a contractual balance of \$3,918,000, \$1,174,290, and \$755,000, respectively. Other purchased credit impaired loan disclosures were omitted due to immateriality.

Loans held-for-investment by class of financing receivables are as follows (in thousands):

	June 30,		December 31,
	2018	2017	2017
Commercial	\$ 775,010	\$ 668,049	\$ 684,099
Agricultural	92,583	77,342	94,543
Real estate	2,567,878	2,271,100	2,302,998
Consumer	396,009	422,861	403,929
<b>Total loans held-for-investment</b>	<b>\$ 3,831,480</b>	<b>\$ 3,439,352</b>	<b>\$ 3,485,569</b>

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

	June 30,		December 31,
	2018	2017	2017
Non-accrual loans*	\$ 26,685	\$ 21,489	\$ 17,670
Loans still accruing and past due 90 days or more	200	314	288
Troubled debt restructured loans**	514	672	627
Total	\$ 27,399	\$ 22,475	\$ 18,585

\* Includes \$2,813,000, \$889,000 and \$618,000 of purchased credit impaired loans as of June 30, 2018 and 2017, and December 31, 2017, respectively.

\*\* Troubled debt restructured loans of \$4,329,000, \$5,417,000 and \$4,629,000, whose interest collection, after considering economic and business conditions and collection efforts, is doubtful are included in non-accrual loans at June 30, 2018 and 2017, and December 31, 2017, respectively.

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

June 30, 2018		June 30, 2017		December 31, 2017	
Recorded Investment	Valuation Allowance	Recorded Investment	Valuation Allowance	Recorded Investment	Valuation Allowance
\$26,685	\$ 4,823	\$ 21,489	\$ 4,543	\$ 17,670	\$ 3,996

The Company had \$28,104,000, \$24,720,000 and \$20,117,000 in non-accrual, past due 90 days or more and still accruing, restructured loans and foreclosed assets at June 30, 2018 and 2017, and December 31, 2017, respectively. Non-accrual loans at June 30, 2018 and 2017, and December 31, 2017, consisted of the following by class of financing receivables (in thousands):

	June 30,		December 31,
	2018	2017	2017
Commercial	\$ 7,580	\$ 5,404	\$ 3,612
Agricultural	1,259	61	134
Real estate	16,715	14,801	12,838
Consumer	1,131	1,223	1,086
Total	\$ 26,685	\$ 21,489	\$ 17,670

No significant additional funds are committed to be advanced in connection with impaired loans as of June 30, 2018.

The Company's impaired loans and related allowance are summarized in the following tables by class of financing receivables (in thousands). No interest income was recognized on impaired loans subsequent to their classification as impaired.

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	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance*	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Year to-Date Average Recorded Investment	Three- Month Average Recorded Investment
June 30, 2018							
Commercial	\$ 9,432	\$ 3,264	\$ 4,316	\$ 7,580	\$ 1,379	\$ 8,485	\$ 8,226
Agricultural	1,278	50	1,209	1,259	368	1,670	1,589
Real Estate	22,358	3,569	13,146	16,715	2,645	18,441	18,019
Consumer	1,344	169	962	1,131	431	1,240	1,192
<b>Total</b>	<b>\$ 34,412</b>	<b>\$ 7,052</b>	<b>\$ 19,633</b>	<b>\$ 26,685</b>	<b>\$ 4,823</b>	<b>\$ 29,836</b>	<b>\$ 29,026</b>

\* Includes \$2,813,000 of purchased credit impaired loans.

	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance*	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Year to-Date Average Recorded Investment	Three- Month Average Recorded Investment
June 30, 2017							
Commercial	\$ 9,362	\$ 708	\$ 4,696	\$ 5,404	\$ 1,683	\$ 13,590	\$ 7,985
Agricultural	66		61	61	17	69	66
Real Estate	19,071	3,755	11,046	14,801	2,369	17,769	15,473
Consumer	1,432	309	914	1,223	474	1,457	1,294
<b>Total</b>	<b>\$ 29,931</b>	<b>\$ 4,772</b>	<b>\$ 16,717</b>	<b>\$ 21,489</b>	<b>\$ 4,543</b>	<b>\$ 32,885</b>	<b>\$ 24,818</b>

\* Includes \$889,000 of purchased credit impaired loans.

	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance*	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	12 Month Average Recorded Investment
December 31, 2017						
Commercial	\$ 5,597	\$ 518	\$ 3,094	\$ 3,612	\$ 1,194	\$ 4,849
Agricultural	147		134	134	31	120
Real Estate	16,823	2,348	10,490	12,838	2,316	13,835
Consumer	1,284	143	943	1,086	455	1,258
<b>Total</b>	<b>\$ 23,851</b>	<b>\$ 3,009</b>	<b>\$ 14,661</b>	<b>\$ 17,670</b>	<b>\$ 3,996</b>	<b>\$ 20,062</b>

\* Includes \$618,000 of purchased credit impaired loans.

The Company recognized interest income on impaired loans prior to being recognized as impaired of approximately \$624,000 during the year ended December 31, 2017. Such amounts for the three-month and six-month periods ended June 30, 2018 and 2017 were not significant.

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

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



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

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

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

The following summarizes the Company's internal ratings of its loans held-for-investment by class of financing receivables and portfolio segments, which are the same (in thousands):

	Pass	Special Mention	Substandard	Doubtful	Total
June 30, 2018					
Commercial	\$ 749,387	\$ 6,439	\$ 19,184	\$	\$ 775,010
Agricultural	87,768	1,568	3,247		92,583
Real Estate	2,487,399	26,182	54,297		2,567,878
Consumer	393,200	368	2,441		396,009
Total	\$ 3,717,754	\$ 34,557	\$ 79,169	\$	\$ 3,831,480

	Pass	Special Mention	Substandard	Doubtful	Total
June 30, 2017					
Commercial	\$ 627,812	\$ 5,965	\$ 34,272	\$	\$ 668,049
Agricultural	73,727	859	2,756		77,342
Real Estate	2,200,067	20,978	50,055		2,271,100
Consumer	420,138	197	2,526		422,861
Total	\$ 3,321,744	\$ 27,999	\$ 89,609	\$	\$ 3,439,352

	Pass	Special Mention	Substandard	Doubtful	Total
December 31, 2017					
Commercial	\$ 649,166	\$ 6,282	\$ 28,651	\$	\$ 684,099
Agricultural	90,457	1,527	2,559		94,543

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Real Estate	2,227,302	29,089	46,607	2,302,998
Consumer	401,434	181	2,314	403,929
<b>Total</b>	<b>\$ 3,368,359</b>	<b>\$ 37,079</b>	<b>\$ 80,131</b>	<b>\$ 3,485,569</b>

The Company's past due loans are as follows (in thousands):

	15-59 Days Past Due*	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	90 Days Past Due Still Accruing
June 30, 2018							
Commercial	\$ 4,950	\$ 1,085	\$ 3,029	\$ 9,064	\$ 765,946	\$ 775,010	\$ 74
Agricultural	626	159		785	91,798	92,583	
Real Estate	13,441	474	532	14,447	2,553,431	2,567,878	70
Consumer	919	232	76	1,227	394,782	396,009	56
<b>Total</b>	<b>\$ 19,936</b>	<b>\$ 1,950</b>	<b>\$ 3,637</b>	<b>\$ 25,523</b>	<b>\$ 3,805,957</b>	<b>\$ 3,831,480</b>	<b>\$ 200</b>

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	15-59 Days Past Due*	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	90 Days Past Due Still Accruing
June 30, 2017							
Commercial	\$ 3,026	\$ 872	\$ 2,673	\$ 6,571	\$ 661,478	\$ 668,049	\$ 150
Agricultural	633		8	641	76,701	77,342	8
Real Estate	12,794	1,713	4,661	19,168	2,251,932	2,271,100	99
Consumer	1,134	414	99	1,647	421,214	422,861	57
<b>Total</b>	<b>\$ 17,587</b>	<b>\$ 2,999</b>	<b>\$ 7,441</b>	<b>\$ 28,027</b>	<b>\$ 3,411,325</b>	<b>\$ 3,439,352</b>	<b>\$ 314</b>

	15-59 Days Past Due*	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Total Current	Total Loans	Total 90 Days Past Due Still Accruing
December 31, 2017							
Commercial	\$ 2,039	\$ 1,104	\$ 1,081	\$ 4,224	\$ 679,875	\$ 684,099	\$ 7
Agricultural	640			640	93,903	94,543	
Real Estate	12,308	511	1,198	14,017	2,288,981	2,302,998	216
Consumer	1,360	361	135	1,856	402,073	403,929	65
<b>Total</b>	<b>\$ 16,347</b>	<b>\$ 1,976</b>	<b>\$ 2,414</b>	<b>\$ 20,737</b>	<b>\$ 3,464,832</b>	<b>\$ 3,485,569</b>	<b>\$ 288</b>

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

The following table details the allowance for loan losses by portfolio segment (in thousands). There were no allowances for purchased credit impaired loans at June 30, 2018 and 2017, and December 31, 2017. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

June 30, 2018	Commercial	Agricultural	Real Estate	Consumer	Total
Loans individually evaluated for impairment	\$ 1,379	\$ 368	\$ 2,645	\$ 431	\$ 4,823
Loans collectively evaluated for impairment	7,839	1,034	30,598	5,657	45,128
<b>Total</b>	<b>\$ 9,218</b>	<b>\$ 1,402</b>	<b>\$ 33,243</b>	<b>\$ 6,088</b>	<b>\$ 49,951</b>

June 30, 2017	Commercial	Agricultural	Real Estate	Consumer	Total
Loans individually evaluated for impairment	\$ 1,683	\$ 17	\$ 2,369	\$ 474	\$ 4,543
Loans collectively evaluated for impairment	10,252	1,110	25,654	5,851	42,867

Total	\$ 11,935	\$ 1,127	\$ 28,023	\$ 6,325	\$ 47,410
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December 31, 2017	Commercial	Agricultural	Real Estate	Consumer	Total
Loans individually evaluated for impairment	\$ 1,194	\$ 31	\$ 2,316	\$ 455	\$ 3,996
Loans collectively evaluated for impairment	9,671	1,274	27,580	5,635	44,160
Total	\$ 10,865	\$ 1,305	\$ 29,896	\$ 6,090	\$ 48,156

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Changes in the allowance for loan losses are summarized as follows by portfolio segment (in thousands):

Three months ended June 30, 2018	Commercial	Agricultural	Real Estate	Consumer	Total
Beginning balance	\$ 9,277	\$ 1,512	\$ 32,539	\$ 6,171	\$ 49,499
Provision for loan losses	335	(115)	799	86	1,105
Recoveries	126	5	18	147	296
Charge-offs	(520)		(113)	(316)	(949)
Ending balance	\$ 9,218	\$ 1,402	\$ 33,243	\$ 6,088	\$ 49,951

Three months ended June 30, 2017	Commercial	Agricultural	Real Estate	Consumer	Total
Beginning balance	\$ 11,682	\$ 946	\$ 27,279	\$ 6,285	\$ 46,192
Provision for loan losses	(76)	207	1,359	235	1,725
Recoveries	522	2	39	104	667
Charge-offs	(193)	(28)	(654)	(299)	(1,174)
Ending balance	\$ 11,935	\$ 1,127	\$ 28,023	\$ 6,325	\$ 47,410

Six months ended June 30, 2018	Commercial	Agricultural	Real Estate	Consumer	Total
Beginning balance	\$ 10,865	\$ 1,305	\$ 29,896	\$ 6,090	\$ 48,156
Provision for loan losses	(1,292)	88	3,233	386	2,415
Recoveries	284	9	260	247	800
Charge-offs	(639)		(146)	(635)	(1,420)
Ending balance	\$ 9,218	\$ 1,402	\$ 33,243	\$ 6,088	\$ 49,951

Six months ended June 30, 2017	Commercial	Agricultural	Real Estate	Consumer	Total
Beginning balance	\$ 11,707	\$ 1,101	\$ 26,864	\$ 6,107	\$ 45,779
Provision for loan losses	927	54	2,132	562	3,675
Recoveries	749	8	91	309	1,157
Charge-offs	(1,448)	(36)	(1,064)	(653)	(3,201)
Ending balance	\$ 11,935	\$ 1,127	\$ 28,023	\$ 6,325	\$ 47,410

The Company's recorded investment in loans related to the balance in the allowance for loan losses on the basis of the Company's impairment methodology is as follows (in thousands). Purchased credit impaired loans of \$2,813,000, \$889,000 and \$618,000 at June 30, 2018 and 2017, and December 31, 2017, respectively, are included in loans individually evaluated for impairment.

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June 30, 2018	Commercial	Agricultural	Real Estate	Consumer	Total
Loans individually evaluated for impairment	\$ 7,580	\$ 1,259	\$ 16,715	\$ 1,131	\$ 26,685
Loans collectively evaluated for impairment	767,430	91,324	2,551,163	394,878	3,804,795
<b>Total</b>	<b>\$ 775,010</b>	<b>\$ 92,583</b>	<b>\$ 2,567,878</b>	<b>\$ 396,009</b>	<b>\$ 3,831,480</b>

June 30, 2017	Commercial	Agricultural	Real Estate	Consumer	Total
Loans individually evaluated for impairment	\$ 5,404	\$ 61	\$ 14,801	\$ 1,223	\$ 21,489
Loans collectively evaluated for impairment	662,645	77,281	2,256,299	421,638	3,417,863
<b>Total</b>	<b>\$ 668,049</b>	<b>\$ 77,342</b>	<b>\$ 2,271,100</b>	<b>\$ 422,861</b>	<b>\$ 3,439,352</b>

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December 31, 2017	Commercial	Agricultural	Real Estate	Consumer	Total
Loans individually evaluated for impairment	\$ 3,612	\$ 134	\$ 12,838	\$ 1,086	\$ 17,670
Loan collectively evaluated for impairment	680,487	94,409	2,290,160	402,843	3,467,899
<b>Total</b>	<b>\$ 684,099</b>	<b>\$ 94,543</b>	<b>\$ 2,302,998</b>	<b>\$ 403,929</b>	<b>\$ 3,485,569</b>

The Company's loans that were modified and considered troubled debt restructurings are as follows (in thousands):

	Three Months Ended June 30, 2018			Six Months Ended June 30, 2018		
	Number	Pre-Modification	Post-Modification	Number	Pre-Modification	Post-Modification
		Recorded Investment	Recorded Investment		Recorded Investment	Recorded Investment
Commercial	1	\$ 279	\$ 279	1	\$ 279	\$ 279
Agricultural				1	4	4
Real Estate	2	162	162	4	525	525
Consumer	3	39	39	6	113	113
<b>Total</b>	<b>6</b>	<b>\$ 480</b>	<b>\$ 480</b>	<b>12</b>	<b>\$ 921</b>	<b>\$ 921</b>

	Three Months Ended June 30, 2017			Six Months Ended June 30, 2017		
	Number	Pre-Modification	Post-Modification	Number	Pre-Modification	Post-Modification
		Recorded Investment	Recorded Investment		Recorded Investment	Recorded Investment
Commercial	2	\$ 90	\$ 90	6	\$ 324	\$ 324
Agricultural						
Real Estate	1	161	161	2	217	217
Consumer	1	25	25	1	25	25
<b>Total</b>	<b>4</b>	<b>\$ 276</b>	<b>\$ 276</b>	<b>9</b>	<b>\$ 566</b>	<b>\$ 566</b>

The balances below provide information as to how the loans were modified as troubled debt restructured loans (in thousands):

	Three Months Ended June 30, 2018		Six Months Ended June 30, 2018	
	Adjusted Interest Rate	Extended Maturity	Combined Adjusted Interest Rate and Maturity	Adjusted Interest Rate and Maturity
Commercial	\$	\$	\$ 279	\$ 279
Agricultural				4
Real Estate		162		162
Consumer			39	113

Total	\$	\$	162	\$	318	\$	162	\$	759
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	Three Months Ended June 30, 2017		Six Months Ended June 30, 2017		
	Adjusted	Extended	Combined	Adjusted	Combined
	Interest Rate	Extended Maturity	Rate and Maturity	Interest Rate	Extended Maturity
Commercial	\$	\$ 90	\$	\$ 180	\$ 144
Agricultural					
Real Estate			161	56	161
Consumer		25		25	
<b>Total</b>	<b>\$</b>	<b>\$ 115</b>	<b>\$ 161</b>	<b>\$ 261</b>	<b>\$ 305</b>

During the three months ended June 30, 2018 and 2017, no loans were modified as a troubled debt restructured loan within the previous 12 months and for which there was a payment default. During the six months ended June 30, 2017, two loans were modified in the six-month period as a troubled debt restructured loan within the previous 12 months and for which there was a payment default. There were no such defaults for the six months ended June 30, 2018. A default for purposes of this disclosure is a troubled debt restructured loan in which the borrower is 90 days past due or more or results in the foreclosure and repossession of the applicable collateral. The loans with payment default are as follows (dollars in thousands):

	Three Months Ended June 30, 2018		Six Months Ended June 30, 2018	
	Number	Balance	Number	Balance
Commercial		\$		\$
Agriculture				
Real Estate				
Consumer				
<b>Total</b>		<b>\$</b>		<b>\$</b>

	Three Months Ended June 30, 2017		Six Months Ended June 30, 2017	
	Number	Balance	Number	Balance
Commercial		\$	1	\$ 53
Agriculture				
Real Estate			1	63
Consumer				
<b>Total</b>		<b>\$</b>	<b>2</b>	<b>\$ 116</b>

As of June 30, 2018, the Company has no commitments to lend additional funds to loan customers whose terms have been modified in troubled debt restructurings.

Our subsidiary bank has established a line of credit with the Federal Home Loan Bank of Dallas (FHLB) to provide liquidity and meet pledging requirements for those customers eligible to have securities pledged to secure certain uninsured deposits. At June 30, 2018, \$2,378,431,000 in loans held by our bank subsidiary were subject to blanket

liens as security for this line of credit. At June 30, 2018, there was \$60,000,000 outstanding under this line of credit. At June 30, 2018, \$1,500,000 million in letters of credit were outstanding under this line of credit that were pledged as collateral for public funds held by our bank subsidiary.

**Note 6 Loans Held for Sale**

The Company originates certain mortgage loans for sale in the secondary market. The mortgage loan sales contracts contain indemnification clauses should the loans default, generally in the first three to nine months, or if documentation is determined not to be in compliance with regulations. The Company's historic losses as a result of these indemnities have been insignificant.

Loans held for sale totaled \$24,289,000, \$18,327,000 and \$15,130,000 at June 30, 2018 and 2017, and December 31, 2017, respectively, all of which are valued at the lower of cost or fair value, except for \$5,061,000 of the June 30, 2018 amounts, which is valued under the fair value option. The change to the fair value option for loans held for sale was done in conjunction with the Company's move to mandatory delivery in the secondary market and the purchase of forward mortgage-backed securities to manage the changes in fair value (see note 7 for additional information).

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These loans, which are sold on a servicing released basis, are valued using a market approach by utilizing either: (i) the fair value of the securities backed by similar mortgage loans, adjusted for certain factors to approximate the fair value of a whole mortgage loan, including the value attributable to mortgage servicing and credit risk, (ii) current commitments to purchase loans or (iii) recent observable market trades for similar loans, adjusted for credit risk and other individual loan characteristics. As these prices are derived from market observable inputs, the Company classifies these valuations as Level 2 in the fair value disclosures (see note 12). Interest income on mortgage loans held for sale is recognized based on the contractual rates and reflected in interest income on loans in the consolidated statements of earnings. The Company has no continuing involvement in any residential mortgage loans sold.

**Note 7 Derivative Financial Instruments**

The Company enters into interest rate lock commitments ( IRLCs ) with customers to originate residential mortgage loans at a specific interest rate that are ultimately sold in the secondary market. These commitments, which contain fixed expiration dates, offer the borrower an interest rate guarantee provided the loan meets underwriting guidelines and closes within the timeframe established by the Company.

Beginning in the second quarter of 2018, the Company purchased forward mortgage-backed securities contracts to manage the changes in fair value associated with changes in interest rates related to a portion of the IRLCs. These instruments are typically entered into at the time the IRLC is made.

These financial instruments are not designated as hedging instruments and are used for asset and liability management needs. All derivatives are carried at fair value in either other assets or other liabilities.

The fair values of IRLCs are based on current secondary market prices for underlying loans and estimated servicing value with similar coupons, maturity and credit quality, subject to the anticipated loan funding probability (pull-through rate). The fair value of IRLCs is subject to change primarily due to changes in interest rates and the estimated pull-through rate. These commitments are classified as Level 2 in the fair value disclosures (see note 12), as the valuations are based on observable market inputs.

Forward mortgage-backed securities contracts are exchange-traded or traded within highly active dealer markets. In order to determine the fair value of these instruments, the Company utilizes the exchange price or dealer market price for the particular derivative contract and these instruments are therefore classified as Level 2 in the fair value disclosures (see note 12). The estimated fair values are subject to change primarily due to changes in interest rates.

The following table provides the outstanding notional balances and fair values of outstanding derivative positions (dollars in thousands):

	Outstanding Notional Balance	Asset Derivative Fair Value	Liability Derivative Fair Value
<b>June 30, 2018:</b>			
IRLCs	\$ 61,520	\$ 501	\$
Forward mortgage-backed securities trades	17,500		47
<b>June 30, 2017:</b>			
	Outstanding Notional Balance	Asset Derivative Fair	Liability Derivative Fair

		Value	Value
IRLCs	\$ 72,281	\$ 380	\$
	Outstanding Notional Balance	Asset Derivative Fair Value	Liability Derivative Fair Value
<b>December 31, 2017:</b>			
IRLCs	\$ 37,589	\$ 500	\$

**Table of Contents****Note 8 Borrowings**

Borrowings consisted of the following (dollars in thousands):

	June 30, 2018	June 30, 2017	December 31, 2017
Securities sold under agreements with customers to repurchase	\$ 389,010	\$ 309,524	\$ 320,450
Federal funds purchased	7,925	19,800	10,550
Advances from the Federal Home Loan Bank	60,000	50,000	
<b>Total</b>	<b>\$ 456,935</b>	<b>\$ 379,324</b>	<b>\$ 331,000</b>

Securities sold under repurchase agreements are generally with significant customers of the Company that require short-term liquidity for their funds for which the Company pledges certain securities that have a fair value equal to at least the amount of the borrowings. The agreements mature daily and therefore the risk arising from a decline in the fair value of the collateral pledged is minimal. The securities pledged are mortgage-backed securities. These agreements do not include right of set-off provisions and therefore the Company does not offset such agreements for financial reporting purposes.

**Note 9 Income Taxes**

Income tax expense was \$7,217,000 for the second quarter of 2018 as compared to \$8,500,000 for the same period in 2017. The Company's effective tax rates on pretax income were 16.09% and 23.13% for the second quarters of 2018 and 2017, respectively. Income tax expense was \$13,462,000 for the six months ended June 30, 2018 as compared to \$16,105,000 for the same period in 2017. The Company's effective tax rates on pretax income were 15.72% and 22.70% for the six months ended June 2018 and 2017, respectively. The effective tax rates differ from the statutory federal tax rate of 21% for 2018 and 35% for 2017 primarily due to tax exempt interest income earned on certain investment securities and loans, the deductibility of dividends paid to our employee stock ownership plan and excess tax benefits related to our directors' deferred compensation plan.

On December 22, 2017, the Tax Cuts and Jobs Act was signed into law with sweeping modifications to the Internal Revenue Service Code. The primary change for the Company was to lower the corporate income tax rate to 21% from 35%. The Company's deferred tax assets and liabilities were re-measured based on the income tax rules at which they are expected to reverse in the future, which is now generally 21%. The Company continues to analyze certain aspects of the Act resulting in refinement of the calculations which could potentially affect the measurement of these balances or potentially give rise to new deferred tax amounts. The provisional amount recorded related to the re-measurement of the Company's deferred tax balance was \$7,650,000, and was recorded in December 2017 as a reduction of income tax expense. There have been no adjustments to this provisional amount recorded in the three months and six months ended June 30, 2018. In addition, income tax rate changes in deferred tax assets and liabilities totaling \$5,759,000 related to amounts recorded in accumulated other comprehensive income were reclassified from accumulated other comprehensive income to retained earnings during the first quarter of 2018.

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**Table of Contents****Note 10 Stock Option Plan and Restricted Stock Plan**

The Company grants incentive stock options for a fixed number of shares with an exercise price equal to the fair value of the shares at the date of grant to employees. In June 2017, the Company granted 452,450 incentive stock options with an exercise price of \$42.35 per share. The fair value of the options was \$9.90 per option and was estimated using the Black-Scholes options pricing model with the following weighted average assumptions: risk-free interest rate of 1.89%; expected dividend yield of 1.79%; expected life of 6.24 years; and expected volatility of 26.51%. No options have been granted in 2018.

The Company recorded stock option expense totaling \$377,000 and \$217,000 for the three-month periods ended June 30, 2018 and 2017, respectively. The Company recorded stock option expense totaling \$754,000 and \$432,000 for the six months ended June 30, 2018 and 2017, respectively. The additional disclosure requirements under authoritative accounting guidance have been omitted due to the amounts being insignificant.

On April 26, 2016, upon re-election of existing directors, 7,660 restricted shares with a total value of \$250,000 were granted to the ten non-employee directors and was expensed over the period from grant date to April 25, 2017, the date of the next Annual Shareholders Meeting at which these directors term expired. On April 25, 2017, upon re-election of existing directors, 14,650 restricted shares with a total value of \$600,000 were granted to the ten non-employee directors and was expensed over the period from the grant date to April 24, 2018, the date of the next Annual Shareholders Meeting at which these directors term expired. On April 24, 2018, upon re-election of nine of the existing directors, 10,710 restricted shares with a total value of \$540,000 were granted to these non-employee directors and is being expensed over the period from grant date to April 23, 2019, the Company's next shareholders meeting at which the director's term expires. The Company recorded director expense related to these restricted share grants of \$140,000 and \$121,000 for the three-month periods ended June 30, 2018 and 2017, respectively. The Company recorded director expense related to these restricted stock grants of \$290,000 and \$183,000 for the six months period ended June 30, 2018 and 2017, respectively.

On October 27, 2015, the Company granted 31,273 restricted shares with a total value of \$1,060,000 to certain officers that is being expensed over the vesting period of three years. On October 25, 2016, the Company granted 15,405 restricted stock shares with a total value of \$560,000 to certain officers that is being expensed over the vesting period of three years. On October 24, 2017, the Company granted 14,191 restricted shares with a total value of \$655,000 to certain officers that is being expensed over the vesting period of one to three years. The Company recorded restricted stock expense for officers of \$158,000 and \$133,000, for the three-month periods ended June 30, 2018 and 2017, respectively. The Company recorded restricted stock expense for officers of \$326,000 and \$266,000, for the six-month periods ended June 30, 2018 and 2017, respectively.

**Note 11 Pension Plan**

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

Company made no contribution in 2017, and has not made a contribution through June 30, 2018.

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Net periodic benefit costs totaling \$56,000 and \$84,000 were recorded for the three months ended June 30, 2018 and 2017, respectively. Net periodic benefit costs totaling \$111,000 and \$168,000 were recorded for the six months ended June 30, 2018 and 2017, respectively.

**Note 12 Fair Value Disclosures**

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

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

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

**Level 2 Inputs** Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (for example, interest rates, volatilities, prepayment speeds, loss severities, credit risks and default rates) or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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



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

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

Securities classified as available-for-sale and trading are reported at fair value utilizing Level 1 and Level 2 inputs. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include market spreads, cash flows, the United States Treasury yield curve, live trading levels, trade execution data, dealer quotes, market consensus prepayments speeds, credit information and the security's terms and conditions, among other items.

There were no transfers between Level 1 and Level 2 or Level 2 and Level 3 during the six months ended June 30, 2018 and 2017, and the year ended December 31, 2017.

The following table summarizes the Company's available-for-sale securities which are measured at fair value on a recurring basis, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value (dollars in thousands):

**June 30, 2018**

	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Available-for-sale investment securities:				
U.S. Treasury securities	\$ 9,965	\$	\$	\$ 9,965
Obligations of U. S. government sponsored enterprises and agencies		303		303
Obligations of states and political subdivisions		1,284,775		1,284,775
Corporate bonds		451		451
Residential mortgage-backed securities		1,435,257		1,435,257
Commercial mortgage-backed securities		462,485		462,485
Other securities	4,331			4,331
<b>Total</b>	<b>\$ 14,296</b>	<b>\$ 3,183,271</b>	<b>\$</b>	<b>\$ 3,197,567</b>

**June 30, 2017**

	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Available-for-sale investment securities:				
U.S. Treasury securities	\$ 10,573	\$	\$	\$ 10,573
Obligations of U. S. government sponsored enterprises and agencies		73,705		73,705

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Obligations of states and political subdivisions	1,531,873	1,531,873
Corporate bonds	25,788	25,788
Residential mortgage-backed securities	975,082	975,082
Commercial mortgage-backed securities	343,040	343,040
Other securities	4,452	4,452
<b>Total</b>	<b>\$ 15,025</b>	<b>\$ 2,949,488</b>
		<b>\$ 2,964,513</b>

**Table of Contents****December 31, 2017**

	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
<b>Available-for-sale investment securities:</b>				
Obligations of U. S. government sponsored enterprises and agencies		60,330		60,330
Obligations of states and political subdivisions		1,420,850		1,420,850
Corporate bonds		7,031		7,031
Residential mortgage-backed securities		1,219,097		1,219,097
Commercial mortgage-backed securities		375,737		375,737
Other securities	4,428			4,428
<b>Total</b>	<b>\$ 4,428</b>	<b>\$ 3,083,045</b>	<b>\$</b>	<b>\$ 3,087,473</b>

Certain financial assets and financial 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 and financial liabilities measured at fair value on a non-recurring basis include the following at June 30, 2018:

**Impaired Loans** Impaired loans are reported at the fair value of the underlying collateral if repayment is expected solely from the collateral less costs to sell. Collateral values are estimated using Level 2 inputs based on observable market data. At June 30, 2018, impaired loans with a carrying value of \$26,685,000 were reduced by specific valuation reserves totaling \$4,823,000 resulting in a net fair value of \$21,862,000. The Company also had impaired loans of \$7,052,000 with no specific valuation reserve at June 30, 2018, due to the loans carrying value generally being lower than the value of the collateral associated with the loan.

**Loans Held-for-Sale** Loans held-for-sale are reported at either the fair value option or the lower of cost or fair value (see note 6).

**IRLCs and Forward Mortgage-Backed Securities Trades** IRLCs and forward mortgage-backed securities trades are reported at fair value (see note 7).

Certain non-financial assets and non-financial liabilities measured at fair value on a non-recurring basis include other real estate owned, goodwill and other intangible assets and other non-financial long-lived assets. Non-financial assets measured at fair value on a non-recurring basis during the three months and six months ended June 30, 2018 and 2017 include other real estate owned which, subsequent to their initial transfer to other real estate owned from loans, were re-measured at fair value through a write-down included in gain (loss) on sale of foreclosed assets. During the reported periods, all fair value measurements for foreclosed assets utilized Level 2 inputs based on observable market data, generally third-party appraisals, or Level 3 inputs based on customized discounting criteria. These appraisals are evaluated individually and discounted as necessary due to the age of the appraisal, lack of comparable sales, expected holding periods of property or special use type of the property. Such discounts vary by appraisal based on the above factors but generally range from 5% to 25% of the appraised value. Re-evaluation of other real estate owned is performed at least annually as required by regulatory guidelines or more often if particular circumstances arise. The following table presents other real estate owned that were re-measured subsequent to their initial transfer to other real estate owned (dollars in thousands):



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	Three Months Ended June 30,	
	2018	2017
Carrying value of other real estate owned prior to re-measurement	\$ 526	\$ 88
Write-downs included in gain (loss) on sale of other real estate owned	(126)	(8)
<b>Fair value</b>	<b>\$ 400</b>	<b>\$ 80</b>

  

	Six Months Ended June 30,	
	2018	2017
Carrying value of other real estate owned prior to re-measurement	\$ 526	\$ 88
Write-downs included in gain (loss) on sale of other real estate owned	(126)	(8)
<b>Fair value</b>	<b>\$ 400</b>	<b>\$ 80</b>

At June 30, 2018 and 2017, and December 31, 2017, other real estate owned totaled \$642,000, \$2,023,000 and \$1,347,000, respectively.

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

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

In addition, reasonable comparability between financial institutions may not be likely due to the wide range of permitted valuation techniques and numerous estimates that must be made given the absence of active secondary markets for many of the financial instruments. This lack of uniform valuation methodologies also introduces a greater degree of subjectivity to these estimated fair values. Cash and due from banks, federal funds sold, interest-bearing deposits and time deposits in banks and accrued interest receivable and payable are liquid in nature and considered Levels 1 or 2 of the fair value hierarchy.

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

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

The estimated fair values and carrying values of all financial instruments under current authoritative guidance, were as follows (in thousands):

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	June 30,		2017		December 31,		Fair Value Hierarchy
	2018			2017	2017		
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value	
Cash and due from banks	\$ 178,217	\$ 178,217	\$ 163,435	\$ 163,435	\$ 209,583	\$ 209,583	Level 1
Federal funds sold	8,450	8,450	3,740	3,740			Level 1
Interest-bearing deposits in banks	99,499	99,499	53,336	53,336	162,764	162,764	Level 1
Interest-bearing time deposits in banks	1,458	1,458	1,458	1,458	1,458	1,458	Level 2
Available-for-sale securities	3,197,567	3,197,567	2,964,513	2,964,513	3,087,473	3,087,473	Levels 1 and 2
Held-to-maturity securities			105	107			Level 2
Loans Held for Investment	3,781,529	3,807,267	3,391,942	3,448,104	3,437,413	3,455,003	Level 3
Loans Held for Sale	24,289	24,289	18,327	18,327	15,130	15,130	Level 3
Accrued interest receivable	36,513	36,513	35,600	35,600	36,081	36,081	Level 2
Deposits with stated maturities	483,230	484,230	477,441	478,393	451,255	451,255	Level 2
Deposits with no stated maturities	5,727,377	5,727,377	5,149,168	5,149,168	5,511,706	5,511,706	Level 1
Borrowings	456,935	456,935	379,324	379,324	331,000	331,000	Level 2
Accrued interest payable	223	223	164	164	197	197	Level 2

**Note 13 Recently Issued Authoritative Accounting Guidance**

*Accounting Standards Update ( ASU ) 2014-09, Revenue from Contracts with Customers.* ASU 2014-09 implements a comprehensive new revenue recognition standard that supersedes substantially all existing revenue recognition guidance. The new standard's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity applies the following steps: (i) identify the contract(s) with a customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract and (v) recognize revenue when (or as) the entity satisfies a performance obligation. ASU 2015-4 Revenue from Contracts with Customers - Deferral of the Effective Date deferred the effective date of ASU 2014-09 by one year and as a result, the new standard became effective in the first quarter of 2018. The Company's revenue is comprised of net interest income on financial assets and financial liabilities, which is explicitly excluded from the scope of ASU 2014-09, and non-interest income. Based on the Company's analysis of the effect of the new standard on its recurring revenue streams, the Company did not expect these changes to have a significant impact on the Company's financial statement, and upon adoption in the first quarter of 2018, no adjustment to opening retained earnings was recorded. See Note 1 for additional information related to the Company's consideration and analysis of this new standard.





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*ASU 2016-1, Financial Instruments Overall: Recognition and Measurement of Financial Assets and Financial Liabilities.* ASU 2016-1, among other things, (i) requires equity investments, with certain exceptions, to be measured at fair value with changes in fair value recognized in net income, (ii) simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment, (iii) eliminates the requirement for public business entities to disclose the methods and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet, (iv) requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes, (v) requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments, (vi) requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements and (vii) clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities. ASU 2016-1 became effective for the Company on January 1, 2018 and did not have a significant impact on the Company's financial statements.

*ASU 2016-02, Leases.* ASU 2016-02 will amend current lease accounting to require lessees to recognize (i) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis, and (ii) a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. ASU 2016-02 does not significantly change lease accounting requirements applicable to lessors; however, certain changes were made to align, where necessary, lessor accounting with the lessee accounting model. The amended guidance will be effective in the first quarter of 2019 and will require transition using a modified retrospective approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The Company continues to evaluate the provision of the new lease standard but, due to the small number and dollar amount of lease agreements presently in effect for the Company, does not expect the new guidance will have a significant impact on the Company's financial statements.

*ASU 2016-09, Compensation Stock Compensation: Improvements to Employee Share-Based Payment Accounting.* ASU 2016-09 amends current guidance such that all excess tax benefits and tax deficiencies related to share-based payment awards will be recognized as income tax expense or benefit in the income statement during the period in which they occur. Previously, such amounts were recorded in capital surplus. Additionally, excess tax benefits will be classified along with other income tax cash flows as an operating activity rather than a financing activity, as was previously the case. ASU 2016-09 also provides that any entity can make an entity-wide accounting policy election to either estimate the number of awards that are expected to vest, which is the current requirement, or account for forfeitures when they occur. ASU 2016-09 became effective January 1, 2017 and did not have a significant impact on the Company's financial statements.

*ASU 2016-13, Financial Instruments Credit Losses.* ASU 2016-13 implements a comprehensive change in estimating the allowances for loan losses from the current model of losses inherent in the loan portfolio to a current expected credit loss model that generally is expected to result in earlier recognition of allowances for losses. Additionally, purchase accounting rules have been modified as well as credit losses on held-to-maturity debt securities. ASU 2016-13 will be effective in the first quarter of 2020. While the Company generally expects that the implementation of ASU 2016-13 will increase their allowance for loan losses balance, the Company is continuing to evaluate the potential impact on the Company's financial statements.

*ASU 2017-04, Intangibles Goodwill and Other.* ASU 2017-04 will amend and simplify current goodwill impairment testing to eliminate Step 2 from the current provisions. Under the new guidance, an entity should perform the goodwill impairment test by comparing the fair value of a reporting unit with its carrying value and recognize an

impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. An entity still has the option to perform the quantitative assessment for a reporting unit to determine if a quantitative impairment test is necessary. ASU 2017-04 will be effective for the Company on January 1, 2020 and is not expected to have a significant impact on the Company's financial statements.

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*ASU 2017-07, Compensation Retirement Benefits, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Post-Retirement Benefit Cost.* ASU 2017-17 will require employers that sponsor defined benefit pension plans to present the service cost component of net periodic benefit cost in the same income statement line item as other employee compensation costs arising from services rendered during the period. Other components of the net periodic benefit cost will be presented separately from the service cost component. ASU 2017-17 became effective in 2018 and, as the Company froze its defined benefit pension plan in 2004, there is no service cost component of its net periodic benefit cost and therefore did not have an impact on the Company's financial statements.

*ASU 2017-08, Receivables Nonrefundable Fees and Other Costs: Premium Amortization on Purchased Callable Debt Securities.* ASU 2017-08 addresses the amortization method for all callable bonds purchased at a premium to par. Under the revised guidance, entities will be required to amortize premiums on callable bonds to the earliest call date. ASU 2017-08 is effective in 2019 although early adoption is permitted. The Company elected to early adopt ASU 2017-08 in the first quarter of 2017. The adoption of this guidance did not have a material impact on the Company's financial statements.

*ASU 2018-02, Income Statement Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income.* ASU 2018-02 was issued to address the income tax accounting treatment of the stranded tax effects within other comprehensive income due to the prohibition of backward tracing due to an income tax rate change that was initially recorded in other comprehensive income. This issue came about from the enactment of the Tax Cuts and Jobs Act on December 22, 2017 that changed the Company's income tax rate from 35% to 21%. The ASU changed current accounting whereby an entity may elect to reclassify the stranded tax effect from accumulated other comprehensive income to retained earnings. The ASU is effective for periods beginning after December 15, 2018 although early adoption was permitted. The Company early adopted ASU 2018-02 in the first quarter of 2018 and reclassified its stranded tax debit of \$5,759,000 within accumulated other comprehensive income to retained earnings.

**Note 14 Acquisition**

On October 12, 2017, we entered into an agreement and plan of reorganization to acquire Commercial Bancshares, Inc. and its wholly owned bank subsidiary, Commercial State Bank, Kingwood, Texas. On January 1, 2018, the transaction was completed. Pursuant to the agreement, we issued 1,289,371 shares of the Company's common stock in exchange for all of the outstanding shares of Commercial Bancshares, Inc. In addition, Commercial Bancshares, Inc. made a \$22,075,000 special dividend to its shareholders prior to closing of the transaction, which was increased for the amount by which Commercial Bancshares, Inc.'s consolidated shareholders' equity as of January 1, 2018 exceeded \$42,402,000, after certain adjustments per the merger agreement.

At closing, Commercial Bancshares, Inc. was merged into the Company and Commercial State Bank, Kingwood, Texas, was merged into First Financial Bank, National Association, Abilene, Texas, a wholly owned subsidiary of the Company. The primary purpose of the acquisition was to expand the Company's market share around Houston. Factors that contributed to a purchase price resulting in goodwill include Commercial State Bank's record of earnings, strong management and board of directors, strong local economic environment and opportunity for growth. The results of operations from this acquisition are included in the consolidated earnings of the Company commencing January 1, 2018.

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The assets acquired and liabilities assumed were recorded on the consolidated balance sheet at estimated fair value on the acquisition date. The acquisition was not considered to be a significant business combination. The following table presents the amounts recorded on the consolidated balance sheet on the acquisition date (dollars in thousands):

Fair value of consideration paid:	
Common stock issued (1,289,371 shares)	\$ 58,087
Fair value of identifiable assets acquired:	
Cash and cash equivalents	18,653
Securities available-for-sale	64,501
Loans	266,327
Identifiable intangible assets	3,167
Other assets	15,375
Total identifiable assets acquired	368,023