PROSPERITY BANCSHARES INC
Form 10-Q
May 08, 2014
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2014

OR

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

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER: 001-35388

PROSPERITY BANCSHARES, INC.®

(Exact name of registrant as specified in its charter)

TEXAS	**74-2331986**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

Prosperity Bank Plaza

4295 San Felipe

Houston, Texas 77027

(Address of principal executive offices, including zip code)

(713) 693-9300

(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 x No ¨

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

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

Large Accelerated Filer	x	Accelerated Filer	¨
Non-accelerated Filer	¨ (Do not check if a smaller reporting company)	Smaller Reporting Company	¨

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

As of May 1, 2014, there were 69,731,610 outstanding shares of the registrant s Common Stock, par value $1.00 per share.

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PROSPERITY BANCSHARES, INC.® AND SUBSIDIARIES

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PART I FINANCIAL INFORMATION

ITEM 1. INTERIM CONSOLIDATED FINANCIAL STATEMENTS

PROSPERITY BANCSHARES, INC.® AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

	March 31, 2014	December 31, 2013
	(Dollars in thousands, except par value)	
ASSETS		
Cash and due from banks	$ 349,860	$ 380,990
Federal funds sold	382	400
Total cash and cash equivalents	350,242	381,390
Available for sale securities, at fair value	143,382	157,478
Held to maturity securities, at cost (fair value of $8,410,919 and $7,987,342, respectively)	8,417,955	8,066,970
Total securities	8,561,337	8,224,448
Loans held for sale	3,558	2,210
Loans held for investment	7,748,842	7,773,011
Total loans	7,752,400	7,775,221
Less: allowance for credit losses	(67,096)	(67,282)
Loans, net	7,685,304	7,707,939
Accrued interest receivable	45,054	49,246
Goodwill	1,672,004	1,671,520
Core deposit intangibles, net	39,702	42,049
Bank premises and equipment, net	280,812	282,925
Other real estate owned	7,372	7,299
Bank owned life insurance (BOLI)	178,530	177,532
Federal Home Loan Bank of Dallas stock	23,857	24,499
Other assets	68,919	73,181
TOTAL ASSETS	$ 18,913,133	$ 18,642,028
LIABILITIES AND SHAREHOLDERS EQUITY		
LIABILITIES:		

Deposits:		
Noninterest-bearing	$ 4,142,042	$ 4,108,835
Interest-bearing	11,318,015	11,182,436
Total deposits	15,460,057	15,291,271
Other borrowings	40,451	10,689
Securities sold under repurchase agreements	349,074	364,357
Junior subordinated debentures	124,231	124,231
Accrued interest payable	2,372	2,500
Other liabilities	96,194	62,162
Total liabilities	16,072,379	15,855,210
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS EQUITY:		
Preferred stock, $1 par value; 20,000,000 shares authorized; none issued or outstanding		
Common stock, $1 par value; 200,000,000 shares authorized; 66,298,176 and 66,085,179 shares issued at March 31, 2014 and December 31, 2013, respectively; 66,261,088 and 66,048,091 shares outstanding at March 31, 2014 and December 31, 2013, respectively	66,298	66,085
Capital surplus	1,801,659	1,798,862
Retained earnings	968,839	917,595
Accumulated other comprehensive income net unrealized gain on available for sale securities, net of tax of $2,458 and $2,630, respectively	4,565	4,883
Less treasury stock, at cost, 37,088 shares	(607)	(607)
Total shareholders equity	2,840,754	2,786,818
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	$ 18,913,133	$ 18,642,028

See notes to interim consolidated financial statements.

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PROSPERITY BANCSHARES, INC.® AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(UNAUDITED)

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013
	(Dollars in thousands, except per share data)	
INTEREST INCOME:		
Loans, including fees	$ 107,144	$ 81,464
Securities	47,056	36,548
Federal funds sold	48	19
Total interest income	154,248	118,031
INTEREST EXPENSE:		
Deposits	9,387	8,690
Securities sold under repurchase agreements	237	292
Junior subordinated debentures	775	605
Other borrowings	158	362
Total interest expense	10,557	9,949
NET INTEREST INCOME	143,691	108,082
PROVISION FOR CREDIT LOSSES	600	2,800
NET INTEREST INCOME AFTER PROVISION FOR CREDIT LOSSES	143,091	105,282
NONINTEREST INCOME:		
Nonsufficient funds (NSF) fees	8,870	8,509
Credit card, debit card and ATM card income	4,724	6,487
Service charges on deposit accounts	4,037	2,931
Trust income	1,800	1,017
Mortgage income	593	991
Brokerage income	1,269	303
Net gain on sale of assets	3,310	1
Other	4,001	3,202
Total noninterest income	28,604	23,441
NONINTEREST EXPENSE:		
Salaries and employee benefits	43,408	33,209
Net occupancy and equipment	5,339	4,278

Debit card, data processing and software amortization		3,184		2,570
Regulatory assessments and FDIC insurance		2,726		2,395
Core deposit intangibles amortization		2,045		1,755
Depreciation		3,201		2,378
Communications		2,737		2,196
Other real estate expense		396		223
Other		7,998		6,763
Total noninterest expense		71,034		55,767
INCOME BEFORE INCOME TAXES		100,661		72,956
PROVISION FOR INCOME TAXES		33,524		23,651
NET INCOME	$	67,137	$	49,305
EARNINGS PER SHARE:				
Basic	$	1.01	$	0.87
Diluted	$	1.01	$	0.86

See notes to interim consolidated financial statements.

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PROSPERITY BANCSHARES, INC.® AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(UNAUDITED)

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013
	(Dollars in thousands)	
Net income	$ 67,137	$ 49,305
Other comprehensive loss, before tax:		
Securities available for sale:		
Change in unrealized gain during period	(489)	(1,771)
Total other comprehensive loss	(489)	(1,771)
Deferred tax benefit related to other comprehensive income	171	620
Other comprehensive loss, net of tax	(318)	(1,151)
Comprehensive income	$ 66,819	$ 48,154

See notes to interim consolidated financial statements.

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PROSPERITY BANCSHARES, INC.® AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY

(UNAUDITED)

	Common Stock Shares	Common Stock Amount	Capital Surplus	Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock	Total Shareholders Equity
	(In thousands, except share and per share data)						
BALANCE AT DECEMBER 31, 2012	56,484,234	$ 56,484	$ 1,274,290	$ 750,236	$ 8,986	$ (607)	$ 2,089,389
Net income				49,305			49,305
Other comprehensive loss					(1,151)		(1,151)
Common stock issued in connection with the exercise of stock options and restricted stock awards	35,758	36	634				670
Common stock issued in connection with the acquisition of East Texas Financial Services, Inc.	530,940	531	21,769				22,300
Stock based compensation expense			1,198				1,198
Cash dividends declared, $0.215 per share				(12,256)			(12,256)
BALANCE AT MARCH 31, 2013	57,050,932	$ 57,051	$ 1,297,891	$ 787,285	$ 7,835	$ (607)	$ 2,149,455
BALANCE AT DECEMBER 31, 2013	66,085,179	$ 66,085	$ 1,798,862	$ 917,595	$ 4,883	$ (607)	$ 2,786,818
Net income				67,137			67,137
Other comprehensive loss					(318)		(318)
Common stock issued in connection with the exercise of stock options and restricted stock awards	212,997	213	1,626				1,839
Stock based compensation expense			1,171				1,171
Cash dividends declared, $0.240 per share				(15,893)			(15,893)
BALANCE AT MARCH 31, 2014	66,298,176	$ 66,298	$ 1,801,659	$ 968,839	$ 4,565	$ (607)	$ 2,840,754

See notes to interim consolidated financial statements.

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PROSPERITY BANCSHARES, INC.® AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013
	(Dollars in thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 67,137	$ 49,305
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and core deposit intangibles amortization	5,246	4,133
Provision for credit losses	600	2,800
Net amortization of premium on investments	12,279	22,710
Loss on sale or write down of premises, equipment and other real estate	60	103
Gain on sale of assets	(3,310)	1
Net accretion of discount on loans	(13,476)	(14,292)
Proceeds from sale of loans held for sale	23,698	42,131
Originations of loans held for sale	(25,046)	(40,131)
Stock based compensation expense	1,171	1,198
Decrease in accrued interest receivable and other assets	8,840	16,784
Increase in accrued interest payable and other liabilities	35,480	28,036
Net cash provided by operating activities	112,679	112,778
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from maturities and principal paydowns of held to maturity securities	314,135	589,924
Purchase of held to maturity securities	(677,436)	(1,159,815)
Proceeds from maturities, sales and principal paydowns of available for sale securities	263,643	403,912
Purchase of available for sale securities	(250,000)	(384,999)
Net decrease in loans held for investment	34,057	47,199
Purchase of bank premises and equipment	(2,478)	(1,588)
Proceeds from sale of bank premises, equipment and other real estate	5,041	1,425
Net cash and cash equivalents acquired in the purchase of East Texas Financial Services, Inc.		3,471
Net cash used in investing activities	(313,038)	(500,471)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net increase (decrease) in noninterest-bearing deposits	33,207	(32,934)
Net increase (decrease) in interest-bearing deposits	135,579	(7,851)
Net proceeds from other short-term borrowings	30,000	280,000
Repayments of other long-term borrowings	(238)	(567)

Net (decrease) increase in securities sold under repurchase agreements	(15,283)	15,739
Proceeds from stock option exercises	1,839	670
Payments of cash dividends	(15,893)	(12,256)
Net cash provided by financing activities	169,211	242,801
NET DECREASE IN CASH AND CASH EQUIVALENTS	(31,148)	(144,892)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	381,390	326,304
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 350,242	$ 181,412
NONCASH ACTIVITIES:		
Stock issued in connection with the East Texas Financial Services, Inc. acquisition	$	$ 22,300
Acquisition of real estate through foreclosure of collateral	2,710	1,347
SUPPLEMENTAL INFORMATION:		
Income taxes paid	$ 5,000	$
Interest paid	10,694	10,034

See notes to interim consolidated financial statements.

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PROSPERITY BANCSHARES, INC.® AND SUBSIDIARIES

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2014

(UNAUDITED)

1. BASIS OF PRESENTATION

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

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, the statements reflect all adjustments necessary for a fair presentation of the financial position, results of operations and cash flows of the Company on a consolidated basis, and all such adjustments are of a normal recurring nature. These financial statements and the notes thereto should be read in conjunction with the Company s Annual Report on Form 10-K for the year ended December 31, 2013. Operating results for the three-month period ended March 31, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014 or any other period.

2. INCOME PER COMMON SHARE

Outstanding stock options issued by the Company represent the only dilutive effect reflected in diluted weighted average shares. The following table illustrates the computation of basic and diluted earnings per share:

	Three Months Ended March 31,			
	2014		2013	
	Amount	Per Share Amount	Amount	Per Share Amount
	(Amounts in thousands, except per share data)			
Net income	$ 67,137		$ 49,305	
Basic:				
Weighted average shares outstanding	66,186	$ 1.01	56,988	$ 0.87
Diluted:				
Add incremental shares for:				
Effect of dilutive securities options	94		146	
Total	66,280	$ 1.01	57,134	$ 0.86

There were no stock options exercisable during the three months ended March 31, 2014 or 2013 that would have had an anti-dilutive effect on the above computation.

3. NEW ACCOUNTING STANDARDS

Accounting Standards Updates (ASU)

ASU 2014-04 Receivables Troubled Debt Restructurings by Creditors (Subtopic 310-40) Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure . ASU 2014-04 intends to reduce diversity by clarifying when an in substance repossession or foreclosure occurs, that is, when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan receivable should be derecognized and the real estate property recognized. ASU 2014-04 will become effective for the Company on January 1, 2015 and is not expected to have an impact on the Company s financial statements.

PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2014

(UNAUDITED)

4. SECURITIES

The amortized cost and fair value of investment securities were as follows:

	March 31, 2014			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(Dollars in thousands)			
Available for Sale				
States and political subdivisions	$ 23,238	$ 609	$	$ 23,847
Collateralized mortgage obligations	455	6	(3)	458
Mortgage-backed securities	100,077	6,476	(19)	106,534
Other securities	12,589		(46)	12,543
Total	$ 136,359	$ 7,091	$ (68)	$ 143,382
Held to Maturity				
U.S. Treasury securities and obligations of U.S. Government agencies	$ 62,966	$ 213	$ (148)	$ 63,031
States and political subdivisions	383,335	4,673	(982)	387,026
Corporate debt securities	508	4		512
Collateralized mortgage obligations	42,327	739	(22)	43,044
Mortgage-backed securities	7,899,007	100,051	(113,846)	7,885,212
Qualified Zone Academy Bond (QZAB)	16,912	924	(307)	17,529
Qualified School Construction Bonds (QSCB)	12,900	1,665		14,565
Total	$ 8,417,955	$ 108,269	$ (115,305)	$ 8,410,919

	December 31, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(Dollars in thousands)			
Available for Sale				

States and political subdivisions	$ 28,578	$ 797	$	$ 29,375
Collateralized mortgage obligations	483	7	(1)	489
Mortgage-backed securities	108,316	6,843	(22)	115,137
Other securities	12,589	14	(126)	12,477
Total	$ 149,966	$ 7,661	$ (149)	$ 157,478
Held to Maturity				
U.S. Treasury securities and obligations of U.S. Government agencies	$ 62,931	$ 46	$ (935)	$ 62,042
States and political subdivisions	426,335	3,176	(2,207)	427,304
Corporate debt securities	513	5		518
Collateralized mortgage obligations	50,034	1,017	(58)	50,993
Mortgage-backed securities	7,514,257	84,166	(165,979)	7,432,444
Qualified School Construction Bonds (QSCB)	12,900	1,141		14,041
Total	$ 8,066,970	$ 89,551	$ (169,179)	$ 7,987,342

PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2014

(UNAUDITED)

Management evaluates securities for other-than-temporary impairment (OTTI) at least on a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. The investment securities portfolio is evaluated for OTTI by segregating the portfolio into two general segments and applying the appropriate OTTI model. Investment securities classified as available for sale or held to maturity are evaluated for OTTI under Financial Accounting Standards Board (FASB): FASB Accounting Standards Codification (ASC) Topic 320, *Investments-Debt and Equity Securities*.

In determining OTTI, management considers many factors, including: (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, (3) whether the market decline was affected by macroeconomic conditions, and (4) whether the entity has the intent to sell the debt security or more likely than not will be required to sell the debt security before its anticipated recovery. The assessment of whether an other-than-temporary decline exists involves a high degree of subjectivity and judgment and is based on the information available to management at a point in time.

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

As of March 31, 2014, the Company does not intend to sell any debt securities and management believes that the Company more likely than not will not be required to sell any debt securities before their anticipated recovery, at which time the Company will receive full value for the securities. Furthermore, as of March 31, 2014, management does not have the intent to sell any of its securities and believes that it is more likely than not that the Company will not have to sell any such securities before a recovery of cost. The unrealized losses are largely due to increases in market interest rates over the yields available at the time the underlying securities were purchased. The fair value is expected to recover as the securities approach their maturity date or repricing date or if market yields for such investments decline. Management does not believe any of the securities are impaired due to reasons of credit quality. Accordingly, as of March 31, 2014, management believes any impairment in the Company s securities is temporary and no impairment loss has been realized in the Company s consolidated statements of income.

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PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2014

(UNAUDITED)

Securities with unrealized losses, segregated by length of time, that have been in a continuous loss position were as follows:

	March 31, 2014					
	Less than 12 Months		More than 12 Months		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
	(Dollars in thousands)					
Available for Sale						
Collateralized mortgage obligations	$ 186	$ (2)	$ 48	$ (1)	$ 234	$ (3)
Mortgage-backed securities	696	(2)	3,021	(17)	3,717	(19)
Other securities	12,542	(46)			12,542	(46)
Total	$ 13,424	$ (50)	$ 3,069	$ (18)	$ 16,493	$ (68)
Held to Maturity						
U.S. Treasury securities and obligations of U.S. Government agencies	$ 26,620	$ (148)	$	$	$ 26,620	$ (148)
States and political subdivisions	69,880	(901)	21,218	(388)	91,098	(1,289)
Collateralized mortgage obligations	1,548	(18)	437	(4)	1,985	(22)
Mortgage-backed securities	2,582,055	(69,224)	985,079	(44,622)	3,567,134	(113,846)
Total	$ 2,680,103	$ (70,291)	$ 1,006,734	$ (45,014)	$ 3,686,837	$ (115,305)

	December 31, 2013					
	Less than 12 Months		More than 12 Months		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
	(Dollars in thousands)					
Available for Sale						
	$ 5	$	$ 50	$ (1)	$ 55	$ (1)

Collateralized mortgage obligations						
Mortgage-backed securities	651	(1)	3,313	(21)	3,964	(22)
Other securities	6,911	(126)			6,911	(126)
Total	$ 7,567	$ (127)	$ 3,363	$ (22)	$ 10,930	$ (149)
Held to Maturity						
U.S. Treasury securities and obligations of U.S. Government agencies	$ 48,389	$ (935)	$	$	$ 48,389	$ (935)
States and political subdivisions	113,063	(1,581)	28,639	(626)	141,702	(2,207)
Collateralized mortgage obligations	2,109	(32)	433	(26)	2,542	(58)
Mortgage-backed securities	3,702,569	(106,816)	998,380	(59,163)	4,700,949	(165,979)
Total	$ 3,866,130	$ (109,364)	$ 1,027,452	$ (59,815)	$ 4,893,582	$ (169,179)

At March 31, 2014 and December 31, 2013, there were 432 securities and 450 securities, respectively, in an unrealized loss position for more than 12 months.

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PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2014

(UNAUDITED)

The amortized cost and fair value of investment securities at March 31, 2014, by contractual maturity, are shown below. Actual maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations at any time with or without call or prepayment penalties.

	Held to Maturity		Available for Sale	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(Dollars in thousands)			
Due in one year or less	$ 32,648	$ 32,748	$ 12,684	$ 12,638
Due after one year through five years	158,614	159,787	4,833	5,000
Due after five years through ten years	205,727	208,084	16,638	17,047
Due after ten years	79,632	82,044	1,672	1,705
Subtotal	476,621	482,663	35,827	36,390
Mortgage-backed securities and collateralized mortgage obligations	7,941,334	7,928,256	100,532	106,992
Total	$ 8,417,955	$ 8,410,919	$ 136,359	$ 143,382

The Company recorded no gain or loss on sale of securities for the three months ended March 31, 2014 and 2013. As of March 31, 2014, the Company had eight non-agency collateralized mortgage obligations remaining with a total book value of $1.6 million and total market value of $1.6 million.

At March 31, 2014 and December 31, 2013, the Company did not own securities of any one issuer (other than the U.S. government and its agencies) for which aggregate adjusted cost exceeded 10% of the consolidated shareholders equity at such respective dates.

Securities with an amortized cost of $5.10 billion and $4.46 billion and a fair value of $5.09 billion and $4.47 billion at March 31, 2014 and December 31, 2013, respectively, were pledged to collateralize public deposits and for other purposes required or permitted by law.

PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2014

(UNAUDITED)

5. LOANS AND ALLOWANCE FOR CREDIT LOSSES

The loan portfolio consists of various types of loans made principally to borrowers located within the states of Texas and Oklahoma and is classified by major type as follows:

	March 31, 2014	December 31, 2013
	(Dollars in thousands)	
Residential mortgage loans held for sale	$ 3,558	$ 2,210
Commercial and industrial	1,255,020	1,279,777
Real estate:		
Construction, land development and other land loans	888,985	865,511
1-4 family residential (including home equity)	2,166,888	2,129,510
Commercial real estate (including multi-family residential)	2,709,386	2,753,797
Farmland	337,021	332,648
Agriculture	175,836	198,610
Consumer and other (net of unearned discount)	215,706	213,158
Total loans held for investment	7,748,842	7,773,011
Total	$ 7,752,400	$ 7,775,221

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

(ii) Commercial Real Estate. The Company makes commercial real estate related loans collateralized by owner-occupied and non-owner-occupied real estate to finance the purchase of real estate. The Company s commercial real estate related loans are collateralized by first liens on real estate, typically have variable interest rates (or five year or less fixed rates) and amortize over a 15 to 20 year period. Payments on loans secured by such properties are often dependent on the successful operation or management of the properties. Accordingly, repayment of these loans may be subject to adverse conditions in the real estate market or the economy to a greater extent than other types of loans. The Company seeks to minimize these risks in a variety of ways, including giving careful consideration to the property s operating history, future operating projections, current and projected occupancy, location and physical condition in connection with underwriting these loans. The underwriting analysis also includes credit verification, analysis of global cash flow, appraisals and a review of the financial condition of the borrower. At March 31, 2014, approximately 52.8% of the outstanding principal balance of the Company s commercial real estate related loans was secured by owner-occupied properties.

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(iii) 1-4 Family Residential Loans. The Company originates 1-4 family residential mortgage loans (including home equity loans and residential mortgage loans held for sale) collateralized by owner-occupied residential properties located in the Company s market areas. The Company offers a variety of mortgage loan portfolio products which generally are amortized over five to 25 years. Loans collateralized by 1-4 family residential real estate generally have been originated in amounts of no more than 89% of appraised value or have mortgage insurance. The Company requires mortgage title insurance and hazard insurance. The Company retains these portfolio loans for its own account rather than selling them into the secondary market. By doing so, the Company incurs interest rate risk as well as the risks associated with nonpayments on such loans. The Company s Mortgage Department offers a variety of mortgage loan products which are generally amortized over 30 years, including FHA and VA loans. The Company sells the loans originated by the Mortgage Department into the secondary market.

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

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

(vi) Consumer Loans. Consumer loans made by the Company include direct A credit automobile loans, recreational vehicle loans, boat loans, home improvement loans, personal loans (collateralized and uncollateralized) and deposit account collateralized loans. The terms of these loans typically range from 12 to 180 months and vary based upon the nature of collateral and size of loan. Generally, consumer loans entail greater risk than do real estate secured loans, particularly in the case of consumer loans that are unsecured or collateralized by rapidly depreciating assets such as automobiles. In such cases, any repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment for the outstanding loan balance. The remaining deficiency often does not warrant further substantial collection efforts against the borrower beyond obtaining a deficiency judgment. In addition, consumer loan collections are dependent on the borrower s continuing financial stability, and thus are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy. Furthermore, the application of various federal and state laws may limit the amount which can be recovered on such loans.

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

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Concentrations of Credit. Most of the Company s lending activity occurs within the states of Texas and Oklahoma. The majority of the Company s loan portfolio consists of commercial and industrial, commercial real estate and 1-4 family residential loans. As of March 31, 2014 and December 31, 2013, there were no concentrations of loans related to any single industry in excess of 10% of total loans.

Foreign Loans. The Company has U.S. dollar denominated loans and commitments to borrowers in Mexico. The outstanding balance of these loans and the unfunded amounts available under these commitments were not significant at March 31, 2014 or December 31, 2013.

Related Party Loans. As of March 31, 2014 and December 31, 2013, loans outstanding to directors, officers and their affiliates totaled $6.0 million and $6.2 million, respectively. All transactions entered into between the Company and such related parties are done in the ordinary course of business, made on the same terms and conditions as similar transactions with unaffiliated persons.

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

	March 31, 2014	December 31, 2013
	(Dollars in thousands)	
Beginning balance on January 1	$ 6,187	$ 6,682
New loans and reclassified related loans	2,814	306
Repayments	(3,015)	(801)
Ending balance	$ 5,986	$ 6,187

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

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

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

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An aging analysis of past due loans, segregated by class of loans, was as follows:

	March 31, 2014					
	Loans Past Due and Still Accruing					
	30-89 Days	90 or More Days	Total Past Due Loans	Nonaccrual Loans	Current Loans	Total Loans
	(Dollars in thousands)					
Construction, land development and other land loans	$ 10,291	$ 227	$ 10,518	$ 377	$ 878,090	$ 888,985
Agriculture and agriculture real estate (includes farmland)	1,351		1,351	84	511,422	512,857
1-4 family (includes home equity) (1)	2,900	222	3,122	3,832	2,163,492	2,170,446
Commercial real estate (includes multi-family residential)	28,130	44	28,174	1,629	2,679,583	2,709,386
Commercial and industrial	17,669	3,026	20,695	1,636	1,232,689	1,255,020
Consumer and other	1,704		1,704	156	213,846	215,706
Total	$ 62,045	$ 3,519	$ 65,564	$ 7,714	$ 7,679,122	$ 7,752,400

	December 31, 2013					
	Loans Past Due and Still Accruing					
	30-89 Days	90 or More Days	Total Past Due Loans	Nonaccrual Loans	Current Loans	Total Loans
	(Dollars in thousands)					
Construction, land development and other land loans	$ 6,258	$ 2	$ 6,260	$ 386	$ 858,865	$ 865,511
Agriculture and agriculture real estate (includes farmland)	5,634	218	5,852	62	525,344	531,258
	8,684	2,012	10,696	3,086	2,117,938	2,131,720

1-4 family (includes home equity) (1)						
Commercial real estate (includes multi-family residential)	8,163	1,752	9,915	4,333	2,739,549	2,753,797
Commercial and industrial	9,552	933	10,485	2,208	1,267,084	1,279,777
Consumer and other	1,344	30	1,374	156	211,628	213,158
Total	$ 39,635	$ 4,947	$ 44,582	$ 10,231	$ 7,720,408	$ 7,775,221

(1) Includes $3.6 million and $2.2 million of residential mortgage loans held for sale at March 31, 2014 and December 31, 2013, respectively.

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The following table presents information regarding nonperforming assets as of the dates indicated:

	March 31, 2014	December 31, 2013
	(Dollars in thousands)	
Nonaccrual loans	$ 7,714	$ 10,231
Accruing loans 90 or more days past due	3,519	4,947
Total nonperforming loans	11,233	15,178
Repossessed assets	91	27
Other real estate	7,372	7,299
Total nonperforming assets	$ 18,696	$ 22,504
Nonperforming assets to total loans and other real estate	0.24%	0.29%

The Company s conservative lending approach has resulted in sound asset quality. The Company had $18.7 million in nonperforming assets at March 31, 2014 compared with $22.5 million at December 31, 2013.

If interest on nonaccrual loans had been accrued under the original loan terms, approximately $234 thousand and $111 thousand would have been recorded as income for the three months ended March 31, 2014 and 2013, respectively.

Purchased Credit-Impaired (PCI) Loans. In connection with the acquisition of American State Financial Corporation (ASB) on July 1, 2012, Community National Bank on October 1, 2012, East Texas Financial Services, Inc. on January 1, 2013, Coppermark Bancshares, Inc. on April 1, 2013 and FVNB Corp. on November 1, 2013, the Company acquired loans both with and without evidence of credit quality deterioration since origination. The acquired loans were initially recorded at fair value with no carryover of any allowance for loan losses.

Loans acquired with evidence of credit quality deterioration at acquisition for which it was probable that the Company would not be able to collect all contractual amounts due were accounted for as PCI.

The carrying amount of acquired PCI loans included in the consolidated balance sheet and the related outstanding balance as of the dates indicated are presented in the table below.

	March 31, 2014	December 31, 2013
	(Dollars in thousands)	
Acquired PCI loans:		
Outstanding balance	$ 81,671	$ 87,089
Discount	42,025	45,497
Recorded investment	$ 39,646	$ 41,592

The outstanding balance represents the total amount owed as of March 31, 2014 and December 31, 2013, including accrued but unpaid interest and any amounts previously charged off. No allowance for loan losses was required on the acquired PCI loans at both March 31, 2014 and December 31, 2013.

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Changes in the accretable yield for acquired PCI loans as of the dates indicated below were as follows:

	Three Months Ended March 31,	
	2014	2013
	(Dollars in thousands)	
Balance at beginning of period	$ 9,855	$ 7,459
Additions		1,736
Reclassifications from nonaccretable	1,503	143
Accretion	(2,888)	(1,769)
Balance at March 31	$ 8,470	$ 7,569

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

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Impaired loans are set forth in the following tables. No interest income was recognized on impaired loans subsequent to their classification as impaired. The average recorded investment presented in the tables below is reported on a year-to-date basis.

	March 31, 2014			
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment
	(Dollars in thousands)			
With no related allowance recorded:				
Construction, land development and other land loans	$ 324	$ 341	$	$ 301
Agriculture and agriculture real estate (includes farmland)	27	137		21
1-4 family (includes home equity)	762	829		673
Commercial real estate (includes multi-family residential)	1,415	2,637		1,953
Commercial and industrial	293	452		198
Consumer and other	9	9		12
Total	2,830	4,405		3,158
With an allowance recorded:				
Construction, land development and other land loans				
Agriculture and agriculture real estate (includes farmland)	180	186	48	101
1-4 family (includes home equity)	2,187	2,220	767	2,353
Commercial real estate (includes multi-family residential)	7	8	7	810
Commercial and industrial	1,269	1,357	1,217	1,190
Consumer and other	140	152	92	118
Total	3,783	3,923	2,131	4,572
Total:				

Construction, land development and other land loans	324	341		301
Agriculture and agriculture real estate (includes farmland)	207	323	48	122
1-4 family (includes home equity)	2,949	3,049	767	3,026
Commercial real estate (includes multi-family residential)	1,422	2,645	7	2,763
Commercial and industrial	1,562	1,809	1,217	1,388
Consumer and other	149	161	92	130
	$ 6,613	$ 8,328	$ 2,131	$ 7,730

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	December 31, 2013			
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment
	(Dollars in thousands)			
With no related allowance recorded:				
Construction, land development and other land loans	$ 277	$ 289	$	$ 711
Agriculture and agriculture real estate (includes farmland)	14	57		46
1-4 family (includes home equity)	584	664		538
Commercial real estate (includes multi-family residential)	2,490	3,798		1,470
Commercial and industrial	103	122		95
Consumer and other	15	16		13
Total	3,483	4,946		2,873
With an allowance recorded:				
Construction, land development and other land loans				
Agriculture and agriculture real estate (includes farmland)	21	27	18	28
1-4 family (includes home equity)	2,519	2,548	890	1,759
Commercial real estate (includes multi-family residential)	1,613	1,615	445	2,032
Commercial and industrial	1,111	1,192	1,029	1,077
Consumer and other	95	113	77	81
Total	5,359	5,495	2,459	4,977
Total:				
Construction, land development and other land loans	277	289		711
Agriculture and agriculture real estate (includes farmland)	35	84	18	74
1-4 family (includes home equity)	3,103	3,212	890	2,297
	4,103	5,413	445	3,502

Commercial real estate (includes multi-family residential)				
Commercial and industrial	1,214	1,314	1,029	1,172
Consumer and other	110	129	77	94
	$ 8,842	$ 10,441	$ 2,459	$ 7,850

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

Grade 1 Credits in this category have risk potential that is virtually nonexistent. These loans may be secured by insured certificates of deposit, insured savings accounts, U.S. Government securities and highly rated municipal bonds.

Grade 2 Credits in this category are of the highest quality. These borrowers represent top rated companies and individuals with unquestionable financial standing with excellent global cash flow coverage, net worth, liquidity and collateral coverage.

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Grade 3 Credits in this category are not immune from risk but are well protected by the collateral and paying capacity of the borrower. These loans may exhibit a minor unfavorable credit factor, but the overall credit is sufficiently strong to minimize the possibility of loss.

Grade 4 Credits in this category are considered pass/watch . Loans in this category have sources of repayment that remain sufficient to preclude a larger than normal probability of default and secondary sources are likewise currently of sufficient quantity, quality, and liquidity to protect the Bank against loss of principal and interest. These borrowers have specific risk factors, but the overall strength of the credit is acceptable based on other mitigating credit and/or collateral factors and can repay the debt in the normal course of business.

Grade 5 Credits in this category constitute an undue and unwarranted credit risk; however the factors do not rise to a level of substandard. These credits have potential weaknesses and/or declining trends that, if not corrected, could expose the Bank to risk at a future date. These loans are monitored on the Bank s internally generated watch list and evaluated on a quarterly basis.

Grade 6 Credits in this category are considered substandard but non-impaired loans in accordance with regulatory guidelines. Loans in this category have well-defined weaknesses that, if not corrected, could make default of principal and interest possible. Loans in this category are still accruing interest and may be dependent upon secondary sources of repayment and/or collateral liquidation.

Grade 7 Credits in this category are deemed substandard and impaired pursuant to regulatory guidelines. As such, the Bank has determined that it is probable that less than 100% of the contractual principal and interest will be collected. These loans are individually evaluated for a specific reserve valuation and will typically have the accrual of interest stopped.

Grade 8 Credits in this category include doubtful loans in accordance with regulatory guidance. Such loans are no longer accruing interest and factors indicate a loss is imminent. These loans are also deemed impaired. While a specific reserve may be in place while the loan and collateral is being evaluated, these loans are typically charged down to an amount the Bank estimates is collectible.

Grade 9 Credits in this category are deemed a loss in accordance with regulatory guidelines and have been charged off or charged down. The Bank may continue collection efforts and may have partial recovery in the future.

The following table presents risk grades and classified loans by class of loan at March 31, 2014. Impaired loans include loans in risk grades 7, 8 and 9.

	Construction, Land Development and other land loans	Agriculture and Agriculture Real Estate (includes Farmland)	1-4 Family (includes Home Equity) (1)	Commercial Real Estate (includes Multi-Family Residential)	Commercial and Industrial	Consumer and Other	Total
	(Dollars in thousands)						
Grade 1	$	$ 4,869	$	$	$ 48,682	$ 32,948	$ 86,499
Grade 2							
Grade 3	883,334	502,053	2,154,734	2,659,042	1,183,149	182,419	7,564,731
Grade 4							
Grade 5	978	4,998	3,877	10,484	13,181	123	33,641
Grade 6	955	138	4,943	12,115	3,052	67	21,270
Grade 7	324	207	2,939	1,422	1,546	149	6,587
Grade 8			10		16		26
Grade 9							
PCI Loans (2)	3,394	592	3,943	26,323	5,394		39,646
Total	$ 888,985	$ 512,857	$ 2,170,446	$ 2,709,386	$ 1,255,020	$ 215,706	$ 7,752,400

(1) Includes $3.6 million of residential mortgage loans held for sale at March 31, 2014.

(2) Of the total PCI loans, $17.3 million were classifed as substandard at March 31, 2014.

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The following table presents risk grades and classified loans by class of loan at December 31, 2013. Impaired loans include loans in risk grades 7, 8 and 9.

	Construction, Land Development and other land loans	Agriculture and Agriculture Real Estate (includes Farmland)	1-4 Family (includes Home Equity) (1)	Commercial Real Estate (includes Multi-Family Residential)	Commercial and Industrial	Consumer and Other	Total
	(Dollars in thousands)						
Grade 1	$	$ 5,225	$	$	$ 50,131	$ 31,362	$ 86,718
Grade 2							
Grade 3	858,712	520,921	2,113,698	2,697,664	1,202,604	181,406	7,575,005
Grade 4							
Grade 5	1,141	3,427	6,337	10,798	17,179	146	39,028
Grade 6	1,616	1,043	4,504	14,316	2,423	134	24,036
Grade 7	277	35	3,093	4,103	1,214	110	8,832
Grade 8			10				10
Grade 9							
PCI Loans (2)	3,765	607	4,078	26,916	6,226		41,592
Total	$ 865,511	$ 531,258	$ 2,131,720	$ 2,753,797	$ 1,279,777	$ 213,158	$ 7,775,221

(1) Includes $2.2 million of residential mortgage loans held for sale at December 31, 2013.
(2) Of the total PCI loans, $17.6 million were classifed as substandard at December 31, 2013.

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

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

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

In determining the amount of the general valuation allowance, management considers factors such as historical loan loss experience, industry diversification of the Company s commercial loan portfolio, concentration risk of specific loan types, the volume, growth and composition of the Company s loan portfolio, current economic conditions that may affect the borrower s ability to pay and the value of collateral, the evaluation of the Company s loan portfolio through its internal loan review process, general economic conditions and other qualitative risk factors both internal and external to the Company and other relevant factors in accordance with ASC Topic 450, *Contingencies* .

Based on a review of these factors for each loan type, the Company applies an estimated percentage to the outstanding balance of each loan type, excluding any impaired loan. The Company uses this information to establish the amount of the general valuation allowance.

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

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

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

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

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

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

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

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

At March 31, 2014, the allowance for credit losses totaled $67.1 million or 0.87% of total loans. At December 31, 2013, the allowance totaled $67.3 million or 0.87% of total loans.

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The following table details activity in the allowance for loan losses by portfolio segment for the three months ended March 31, 2014 and 2013. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

	Construction, Land Development and other land loans	Agriculture and Agriculture Real Estate (includes Farmland)	1-4 Family (includes Home Equity)	Commercial Real Estate (includes Multi-Family Residential)	Commercial and Industrial	Consumer and Other	Total
				(Dollars in thousands)			
Allowance for credit losses:							
Three Months Ended							
Balance January 1, 2014	$ 14,353	$ 1,229	$ 17,046	$ 24,835	$ 8,167	$ 1,652	$ 67,282
Provision for credit losses	(770)	46	1,804	(1,404)	567	357	600
Charge-offs	(2)	(14)	(139)	(102)	(143)	(1,045)	(1,445)
Recoveries	19	95	7	42	62	434	659
Net charge-offs	17	81	(132)	(60)	(81)	(611)	(786)
Balance March 31, 2014	$ 13,600	$ 1,356	$ 18,718	$ 23,371	$ 8,653	$ 1,398	$ 67,096
Three Months Ended							
Balance January 1, 2013	$ 11,909	$ 764	$ 13,942	$ 19,607	$ 5,777	$ 565	$ 52,564
Provision for credit losses	270	116	272	2,205	(318)	255	2,800
Charge-offs			(111)	(68)	(155)	(606)	(940)
Recoveries	56	7	9	125	96	332	625
Net charge-offs	56	7	(102)	57	(59)	(274)	(315)

Balance March 31, 2013	$ 12,235	$ 887	$ 14,112	$ 21,869	$ 5,400	$ 546	$ 55,049

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The following table details the amount of the allowance for loan losses allocated to each portfolio segment as of March 31, 2014, December 31, 2013 and March 31, 2013, detailed on the basis of the impairment methodology used by the Company.

	Construction, Land Development and other land loans	Agriculture and Agriculture Real Estate (includes Farmland)	1-4 Family (includes Home Equity)	Commercial Real Estate (includes Multi-Family Residential)	Commercial and Industrial	Consumer and Other	Total
				(Dollars in thousands)			
Allowance for credit losses related to:							
March 31, 2014							
Individually evaluated for impairment	$	$ 48	$ 767	$ 7	$ 1,217	$ 92	$ 2,131
Collectively evaluated for impairment	13,600	1,308	17,951	23,364	7,436	1,306	64,965
PCI loans							
Total allowance for credit losses	$ 13,600	$ 1,356	$ 18,718	$ 23,371	$ 8,653	$ 1,398	$ 67,096
December 31, 2013							
Individually evaluated for impairment	$	$ 18	$ 890	$ 445	$ 1,029	$ 77	$ 2,459
Collectively evaluated for impairment	14,353	1,211	16,156	24,390	7,138	1,575	64,823
PCI loans							
Total allowance for credit losses	$ 14,353	$ 1,229	$ 17,046	$ 24,835	$ 8,167	$ 1,652	$ 67,282
March 31, 2013							

Individually evaluated for impairment	$	134	$	27	$	94	$	786	$	1,467	$	65	$	2,573
Collectively evaluated for impairment		12,101		860		14,018		21,083		3,933		481		52,476
PCI loans														
Total allowance for credit losses	$	12,235	$	887	$	14,112	$	21,869	$	5,400	$	546	$	55,049

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The following table details the recorded investment in loans as of March 31, 2014, December 31, 2013 and March 31, 2013, excluding $3.6 million, $2.2 million and $8.5 million, respectively, of residential mortgage loans held for sale, related to each balance in the allowance for loan losses by portfolio segment.

	Construction, Land Development and other land loans	Agriculture and Agriculture Real Estate (includes Farmland)	1-4 Family (includes Home Equity)	Commercial Real Estate (includes Multi-Family Residential)	Commercial and Industrial	Consumer and Other	Total
			(Dollars in thousands)				
Recorded investment in loans:							
March 31, 2014							
Individually evaluated for impairment	$ 324	$ 207	$ 2,949	$ 1,422	$ 1,562	$ 149	$ 6,613
Collectively evaluated for impairment	885,267	512,058	2,159,996	2,681,641	1,248,064	215,557	7,702,583
PCI loans	3,394	592	3,943	26,323	5,394		39,646
Total loans evaluated for impairment	$ 888,985	$ 512,857	$ 2,166,888	$ 2,709,386	$ 1,255,020	$ 215,706	$ 7,748,842
December 31, 2013							
Individually evaluated for impairment	$ 277	$ 35	$ 3,103	$ 4,103	$ 1,214	$ 110	$ 8,842
Collectively evaluated for impairment	861,469	530,616	2,122,329	2,722,778	1,272,337	213,048	7,722,577
PCI loans	3,765	607	4,078	26,916	6,226		41,592
Total loans evaluated for impairment	$ 865,511	$ 531,258	$ 2,129,510	$ 2,753,797	$ 1,279,777	$ 213,158	$ 7,773,011

March 31, 2013							
Individually evaluated for impairment	$ 635	$ 107	$ 486	$ 2,664	$ 3,209	$ 69	$ 7,170
Collectively evaluated for impairment	574,657	286,254	1,539,085	1,969,385	726,168	132,277	5,227,826
PCI loans	15	428	3,180	21,469	2,931	5	28,028
Total loans evaluated for impairment	$ 575,307	$ 286,789	$ 1,542,751	$ 1,993,518	$ 732,308	$ 132,351	$ 5,263,024

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Troubled Debt Restructurings. The restructuring of a loan is considered a troubled debt restructuring if both (i) the borrower is experiencing financial difficulties and (ii) the creditor has granted a concession. Concessions may include interest rate reductions or below market interest rates, principal forgiveness, restructuring amortization schedules and other actions intended to minimize potential losses. Effective July 1, 2011, the Company adopted the provisions of ASU No. 2011-02, *Receivables (Topic 310)-A Creditor s Determination of Whether a Restructuring Is a Troubled Debt Restructuring.* As such, the Company reassessed all loan modifications occurring since January 1, 2011 for identification as troubled debt restructurings. The following table presents information regarding the recorded balance of loans modified in a troubled debt restructuring during the quarter ended March 31, 2014:

	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
		(Dollars in thousands)	
Troubled Debt Restructurings			
Construction, land development and other land loans		$	$
Agriculture and agriculture real estate			
1-4 Family (includes home equity)			
Commercial real estate (commercial mortgage and multi-family)	1	35	35
Commercial and industrial	1	16	16
Consumer and other			
Total	2	$ 51	$ 51

There were no loans restructured during the three months ended March 31, 2013.

As of March 31, 2014, there have been no defaults on any loans that were modified as troubled debt restructurings during the preceding three months. Default is determined at 90 or more days past due. The modifications primarily related to extending the amortization periods of the loans, which includes loans modified during bankruptcy. The Company did not grant principal reductions on any restructured loans. For the three months ended March 31, 2014, the Company added $51 thousand in new troubled debt restructurings all of which were still outstanding on March 31, 2014. The remaining restructured loans from prior periods are performing and accruing loans. These modifications did not have a material impact on the Company s determination of the allowance for credit losses.

6. FAIR VALUE

The Company uses fair value measurements to record fair value adjustments to certain assets and to determine fair value disclosures. Fair values represent the estimated price that would be received from selling an asset or paid to transfer a liability, otherwise known as an exit price. Securities available for sale are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis such as certain loans including residential mortgage loans held for sale, goodwill and other intangible assets and other real estate owned. These nonrecurring fair value adjustments typically involve application of lower-of-cost-or-market accounting or write downs of individual assets. ASC Topic 820 *Fair Value Measurements and Disclosures* establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

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Fair Value Hierarchy

The Company groups financial assets and financial liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Other significant observable inputs (including quoted prices in active markets for similar assets or liabilities) or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The fair value of an asset or liability is the price that would be received to sell that asset or paid to transfer that liability in an orderly transaction occurring in the principal market (or most advantageous market in the absence of a principal market) for such asset or liability. In estimating fair value, the Company utilizes valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. Such valuation techniques are consistently applied. Inputs to valuation techniques include the assumptions that market participants would use in pricing an asset or liability.

The fair value disclosures below represent the Company s estimates based on relevant market information and information about the financial instruments. Fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of the various instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in the above methodologies and assumptions could significantly affect the estimates.

The following tables present fair values for assets and liabilities measured at fair value on a recurring basis:

	As of March 31, 2014		
	Level 1	Level 2	Total

			Level 3	
		(Dollars in thousands)		
Assets:				
Available for sale securities:				
States and political subdivisions	$	$ 23,847	$	$ 23,847
Collateralized mortgage obligations		458		458
Mortgage-backed securities		106,534		106,534
Other securities	12,543			12,543
Total	$ 12,543	$ 130,839	$	$ 143,382
Non-hedging interest rate swap	$	$ 153	$	$ 153
Liabilities:				
Non-hedging interest rate swap	$	$ (153)	$	$ (153)

	As of December 31, 2013			
	Level 1	**Level 2**	**Level 3**	**Total**
	(Dollars in thousands)			
Assets:				
Available for sale securities:				
States and political subdivisions	$	$ 29,375	$	$ 29,375
Collateralized mortgage obligations		489		489
Mortgage-backed securities		115,137		115,137
Other securities	12,477			12,477
Total	$ 12,477	$ 145,001	$	$ 157,478
Non-hedging interest rate swap	$	$ 38	$	$ 38
Liabilities:				
Non-hedging interest rate swap	$	$ (38)	$	$ (38)

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Certain assets and liabilities are measured at fair value on a nonrecurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). These instruments include other real estate owned, repossessed assets, held to maturity debt securities, loans held for sale, and impaired loans. For the three months ended March 31, 2014, the Company had additions to other real estate owned of $2.7 million, of which $2.3 million were outstanding as of March 31, 2014. For the three months ended March 31, 2014, the Company had additions to impaired loans of $460 thousand, all of which were outstanding as of March 31, 2014. The remaining assets and liabilities measured at fair value on a nonrecurring basis that were recorded in 2014 and remained outstanding at March 31, 2014 were not significant.

ASC Topic 825, *Financial Instruments* requires that the Company disclose estimated fair values for its financial instruments. The following table presents carrying and fair value information of financial instruments as of the dates indicated:

	As of March 31, 2014				
	Carrying Amount	Estimated Fair Value Level 1	Level 2	Level 3	Total
	(Dollars in thousands)				
Assets					
Cash and due from banks	$ 349,860	$ 349,860	$	$	$ 349,860
Federal funds sold	382	382			382
Held to maturity securities	8,417,955		8,410,919		8,410,919
Loans held for sale	3,558		3,558		3,558
Loans held for investment, net of allowance	7,681,746			7,718,665	7,718,665
Liabilities					
Deposits:					
Noninterest-bearing	$ 4,142,042	$	$ 4,142,042	$	$ 4,142,042
Interest-bearing	11,318,015		11,330,483		11,330,483
Other borrowings	40,451		41,845		41,845
Securities sold under repurchase agreements	349,074		349,149		349,149
Junior subordinated debentures	124,231		119,384		119,384

	As of December 31, 2013	
	Carrying	Estimated Fair Value

	Amount	Level 1	Level 2	Level 3	Total
			(Dollars in thousands)		
Assets					
Cash and due from banks	$ 380,990	$ 380,990	$	$	$ 380,990
Federal funds sold	400	400			400
Held to maturity securities	8,066,970		7,987,342		7,987,342
Loans held for sale	2,210	2,210			2,210
Loans held for investment, net of allowance	7,705,729			7,749,786	7,749,786
Liabilities					
Deposits:					
Noninterest-bearing	$ 4,108,835	$	$ 4,108,835	$	$ 4,108,835
Interest-bearing	11,182,436		11,196,241		11,196,241
Other borrowings	10,689		12,014		12,014
Securities sold under repurchase agreements	364,357		364,477		364,477
Junior subordinated debentures	124,231		119,325		119,325

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The following is a description of the fair value estimates, methods and assumptions that are used by the Company in estimating the fair values of financial instruments.

Cash and due from banks For these short-term instruments, the carrying amount is a reasonable estimate of fair value. The Company classifies the estimated fair value of these instruments as Level 1.

Federal funds sold For these short-term instruments, the carrying amount is a reasonable estimate of fair value. The Company classifies the estimated fair value of these instruments as Level 1.

Securities Fair value measurements based upon quoted prices are considered Level 1 inputs. Level 1 securities consist of U.S. Treasury securities and certain equity securities which are included in the available for sale portfolio. For all other available for sale and held to maturity securities, if quoted prices are not available, fair values are measured using Level 2 inputs. For these securities, the Company generally obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond s terms and conditions, among other things. The Company reviews the prices supplied by the independent pricing service, as well as their underlying pricing methodologies, for reasonableness.

Securities available for sale are recorded at fair value on a recurring basis.

Loans held for sale Loans held for sale are carried at the lower of cost or estimated fair value. Fair value for consumer mortgages held for sale is based on commitments on hand from investors or prevailing market prices. As such, the Company classifies loans subjected to nonrecurring fair value adjustments as Level 2.

Loans held for investment The Company does not record loans at fair value on a recurring basis. As such, valuation techniques discussed herein for loans are primarily for estimating fair value disclosures. However, from time to time, the Company records nonrecurring fair value adjustments to impaired loans to reflect (1) partial write downs that are based on the observable market price or current appraised value of the collateral, or (2) the full charge-off of the loan carrying value. Where appraisals are not available, estimated cash flows are discounted using a rate commensurate with the credit risk associated with those cash flows. Assumptions regarding credit risk, cash flows and discount rates are judgmentally determined using available market information and specific borrower information.

The estimated fair value approximates carrying value for variable-rate loans that reprice frequently and with no significant change in credit risk. The fair value of fixed-rate loans and variable-rate loans which reprice on an infrequent basis is estimated by discounting future cash flows using the current interest rates at which similar loans with similar terms would be made to borrowers of similar credit quality. An overall valuation adjustment is made for specific credit risks as well as general portfolio credit risk. The Company classifies the estimated fair value of loans held for investment as Level 3.

Deposits The fair value of demand deposits, savings accounts and certain money market deposits is the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit is estimated using the rates currently offered for deposits of similar remaining maturities. Deposits fair value measurements utilize Level 2 inputs.

Junior subordinated debentures The fair value of the junior subordinated debentures was calculated using the quoted market prices, if available. If quoted market prices are not available, fair value is estimated using quoted market prices for similar subordinated debentures. Junior subordinated debentures fair value measurements utilize Level 2 inputs.

Other borrowings Rates currently available to the Company for debt with similar terms and remaining maturities are used to estimate the fair value of other borrowings using a discounted cash flows methodology and are measured utilizing Level 2 inputs.

Securities sold under repurchase agreements The fair value of securities sold under repurchase agreements is the amount payable on demand at the reporting date and are measured utilizing Level 2 inputs.

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Derivative financial instruments The fair value of the underlying non-hedging derivative contracts offset each other and are measured utilizing Level 2 inputs.

Off-balance sheet financial instruments The fair value of commitments to extend credit and standby letters of credit is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreement and the present creditworthiness of the counterparties. The Company has reviewed the unfunded portion of commitments to extend credit as well as standby and other letters of credit, and has determined that the fair value of such financial instruments is not material. The Company classifies the estimated fair value of credit-related financial instruments as Level 3.

The Company s off-balance sheet commitments including letters of credit, which totaled $1.58 billion at March 31, 2014, are funded at current market rates at the date they are drawn upon. It is management s opinion that the fair value of these commitments would approximate their carrying value, if drawn upon.

The fair value estimates presented herein are based on pertinent information available to management at March 31, 2014. Although management is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since those dates and, therefore, current estimates of fair value may differ significantly from the amounts presented herein.

7. GOODWILL AND CORE DEPOSIT INTANGIBLES

Changes in the carrying amount of the Company s goodwill and core deposit intangibles (CDI) for the three months ended March 31, 2014 and the year ended December 31, 2013 were as follows:

	Goodwill	Core Deposit Intangibles
	(Dollars in thousands)	
Balance as of December 31, 2012	$ 1,217,162	$ 26,159
Less:		
Amortization		(6,145)
Add:		
Measurement period adjustments	(1,225)	2,110
Acquisition of East Texas Financial Services, Inc.	15,007	
Acquisition of Coppermark Bancshares, Inc.	117,544	1,514
Acquisition of FVNB Corp.	323,032	18,411

Balance as of December 31, 2013	1,671,520	42,049
Less:		
Amortization		(2,045)
Add:		
Measurement period adjustments	484	(302)
Balance as of March 31, 2014	$ 1,672,004	$ 39,702

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Goodwill is recorded on the acquisition date of each entity. The Company may record subsequent adjustments to goodwill for amounts undeterminable at acquisition date, such as deferred taxes and real estate valuations, and therefore the goodwill amounts reflected in the table above may change accordingly. The Company initially records the total premium paid on acquisitions as goodwill. After finalizing the valuation, core deposit intangibles are identified and reclassified from goodwill to core deposit intangibles on the balance sheet. This reclassification has no effect on total assets, liabilities, shareholders equity, net income or cash flows. Management performs an evaluation annually and more frequently if a triggering event occurs, of whether any impairment of the goodwill and other intangibles has occurred. If any such impairment is determined, a write-down is recorded. As of March 31, 2014, there were no impairments recorded on goodwill.

The measurement period for the Company to determine the fair value of acquired identifiable assets and assumed liabilities will be at the end of the earlier of (i) twelve months from the date of acquisition or (ii) as soon as the Company receives the information it was seeking about facts and circumstances that existed as of the date of acquisition. As such, certain acquisitions completed during 2014 and 2013 may be subject to adjustment.

Core deposit intangibles are amortized on an accelerated basis over their estimated lives, which the Company believes is between 8 and 15 years. Amortization expense related to intangible assets totaled $2.0 million and $1.8 million for the three months ended March 31, 2014 and 2013, respectively. The estimated aggregate future amortization expense for CDI remaining as of March 31, 2014 is as follows (dollars in thousands):

Remaining 2014	$ 5,550
2015	6,549
2016	5,798
2017	3,843
2018	3,134
Thereafter	14,828
Total	$ 39,702

8. STOCK BASED COMPENSATION

At March 31, 2014, the Company had four stock-based employee compensation plans and one stock option plan assumed in connection with an acquisition under which no additional options will be granted. Two of the four plans adopted by the Company have expired and therefore no additional awards may be issued under those plans.

During 2004, the Company s Board of Directors adopted the Prosperity Bancshares, Inc. 2004 Stock Incentive Plan (the 2004 Plan) which authorizes the issuance of up to 1,250,000 shares of common stock pursuant to the exercise or grant, as the case may be, of awards under such plan and the shareholders approved the 2004 Plan in 2005. The Company has granted shares with forfeiture restrictions (restricted stock) to certain directors, officers and associates under the 2004 Plan. The awardee is not entitled to the shares until they vest, which is generally over a one to five year period, but the awardee is entitled to receive dividends on and vote the shares prior to vesting. The shares granted do not have a cost to the awardee and the only requirement of vesting is continued service to the Company. Compensation cost related to restricted stock is calculated based on the fair value of the shares at the date of grant. If the awardee leaves the Company before the shares vest, the unvested shares are forfeited.

On February 21, 2012, the Company s Board of Directors adopted the Prosperity Bancshares, Inc. 2012 Stock Incentive Plan (the 2012 Plan), subject to approval by the Company s shareholders. The Company s shareholders approved the 2012 Plan at the annual meeting of shareholders on April 17, 2012. The 2012 Plan authorizes the issuance of up to 1,250,000 shares of common stock upon the exercise of options granted under the 2012 Plan or pursuant to the grant or exercise, as the case may be, of other awards granted under the 2012 Plan, including restricted stock, stock appreciation rights, phantom stock awards and performance awards. As of March 31, 2014, no options or other awards have been granted under the 2012 Plan.

The Company received $1.8 million and $670 thousand in cash from the exercise of stock options during the three-month periods ended March 31, 2014 and 2013, respectively. There was no tax benefit realized from option exercises of the share-based payment arrangements during the three month periods ended March 31, 2014 and 2013.

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As of March 31, 2014, there was $16.1 million of total unrecognized compensation expense related to stock-based compensation arrangements. That cost is expected to be recognized over a weighted average period of 2.2 years.

9. CONTRACTUAL OBLIGATIONS AND OFF-BALANCE SHEET ITEMS

Contractual Obligations

The following table summarizes the Company s contractual obligations and other commitments to make future payments as of March 31, 2014 (other than deposit obligations and securities sold under repurchase agreements). The Company s future cash payments associated with its contractual obligations pursuant to its junior subordinated debentures, FHLB borrowings and operating leases as of March 31, 2014 are summarized below. Payments for junior subordinated debentures include interest of $60.4 million that will be paid over the future periods. The future interest payments were calculated using the current rate in effect at March 31, 2014. The current principal balance of the junior subordinated debentures at March 31, 2014 was $124.2 million. Payments for FHLB borrowings include interest of $2.2 million that will be paid over the future periods. Payments related to leases are based on actual payments specified in underlying contracts.

	1 year or less	More than 1 year but less than 3 years	3 years or more but less than 5 years	5 years or more	Total
		(Dollars in thousands)			
Junior subordinated debentures	$ 2,250	$ 6,000	$ 5,999	$ 170,419	$ 184,668
Federal Home Loan Bank notes payable	31,201	3,456	5,665	2,337	42,659
Operating leases	4,193	7,806	3,405	6,532	21,936
Total	$ 37,644	$ 17,262	$ 15,069	$ 179,288	$ 249,263

Off-Balance Sheet Items

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

The Company s commitments associated with outstanding standby letters of credit and commitments to extend credit expiring by periods as of March 31, 2014 are summarized below. Since commitments associated with letters of credit and commitments to extend credit may expire unused, the amounts shown do not necessarily reflect the actual future cash funding requirements.

	1 year or less	More than 1 year but less than 3 years	3 years or more but less than 5 years	5 years or more	Total
			(Dollars in thousands)		
Standby letters of credit	$ 39,700	$ 8,143	$ 45	$ 150	$ 48,038
Commitments to extend credit	699,303	407,180	67,717	362,239	1,536,439
Total	$ 739,003	$ 415,323	$ 67,762	$ 362,389	$ 1,584,477

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10. OTHER COMPREHENSIVE (LOSS) INCOME

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

	Three Months Ended March 31,					
	2014			2013		
	Before Tax Amount	Tax Benefit	Net of Tax Amount	Before Tax Amount	Tax Benefit	Net of Tax Amount
	(Dollars in thousands)					
Other comprehensive loss:						
Securities available for sale:						
Change in unrealized gain during period	$ (489)	$ 171	$ (318)	$ (1,771)	$ 620	$ (1,151)
Total securities available for sale	(489)	171	(318)	(1,771)	620	(1,151)
Total other comprehensive loss	$ (489)	$ 171	$ (318)	$ (1,771)	$ 620	$ (1,151)

Activity in accumulated other comprehensive income associated with securities available for sale, net of tax, was as follows:

	Accumulated Other Comprehensive Income (Dollars in thousands)
Balance at January 1, 2014	$ 4,883
Other comprehensive loss	(318)
Balance at March 31, 2014	$ 4,565
Balance at January 1, 2013	$ 8,986
Other comprehensive loss	(1,151)

Balance at March 31, 2013	$	7,835

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11. DERIVATIVE FINANCIAL INSTRUMENTS

On November 1, 2013, the Company acquired FVNB Corp. and assumed the following derivative contracts relating to loans made to certain commercial customers. The interest rate derivative contracts outstanding at March 31, 2014 are presented in the following table:

	Current Notional Amount	Estimated Fair Value	Maturity Date	Fixed Pay Rate	Variable Rate Received
	(Dollars in thousands)				
Commercial Loan Interest Rate Swap	$ 4,387	$ 106	August 1, 2020	4.30%	1-Month USD - LIBOR BBA+2.50
Commercial Loan Interest Rate Swap	1,612	42	August 15, 2020	5.49%	1-Month USD - LIBOR BBA+3.00
Commercial Loan Interest Rate Swap	1,463	26	August 15, 2020	4.30%	1-Month USD - LIBOR BBA+2.50
Commercial Loan Interest Rate Swap	1,882	(21)	May 1, 2022	5.60%	1-Month USD - LIBOR BBA+3.50
	$ 9,344	$ 153			

In these transactions, the Company has made a loan to a borrower at a variable rate of interest which the borrower pays directly to the Company. The Company also enters into an interest rate swap with a customer to accommodate the customer s desired terms while at the same time entering into an identical offsetting interest rate swap with another financial institution, thus fully eliminating any interest rate risk to the Company. In connection with each swap transaction, the Company agrees to pay interest to the borrowing customer on a notional amount at a variable interest rate and receive interest from the customer on the same notional amount at a fixed interest rate. At the same time, the Company agrees to pay another financial institution the same fixed interest rate on the same notional amount and receive the same variable interest rate on the same notional amount. The transaction allows the Company s customer to effectively convert a variable-rate loan to a fixed-rate. Because the Company acts solely as an intermediary for its customer, changes in the fair value of the underlying derivative contracts offset each other and do not materially impact the Company s results of operations. Derivative assets of $153 thousand and derivative liabilities of $153 thousand are recorded in other assets and other liabilities, respectively. The notional amounts and estimated fair values of interest rate derivative contracts outstanding at March 31, 2014 are presented in the following table:

	Current Notional Amount	Estimated Fair Value
	(Dollars in thousands)	
Financial Institution Counterparties:		
Swaps - assets	$ 1,882	$ 21
Swaps - liabilities	7,462	(174)
Bank Customer Counterparties:		
Swaps - assets	$ 7,462	$ 174
Swaps - liabilities	1,882	(21)

Credit risk arises from the possible inability of counterparties to meet the terms of their contracts. The Company s exposure is limited to the replacement value of the contracts rather than the notional, principal or contract amounts. Credit risk is minimized through credit approvals, limits, counterparty collateral and monitoring procedures. The Company s derivative assets and liabilities include certain contractual features in which the Company requires the counterparties to provide collateral in the form of cash and securities to offset changes in the fair value of the derivatives. When necessary, the Company posts collateral primarily in the form of cash to offset changes in fair value of the derivatives, including changes in fair value due to the Company s credit risk. As of March 31, 2014 and December 31, 2013, the balance of collateral posted by the Company for derivatives was $260 thousand.

PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2014

(UNAUDITED)

12. ACQUISITIONS

Acquisition of F&M Bancorporation Inc. On April 1, 2014, the Company completed the acquisition of F&M Bancorporation Inc. (FMBC) and its wholly-owned subsidiary The F&M Bank & Trust Company (F&M Bank) headquartered in Tulsa, Oklahoma. The acquisition was not considered significant to the Company s financial statements and therefore pro forma financial data and related disclosures are not included. Refer to Note 13 Subsequent Events for further information regarding the F&M Bank acquisition.

Acquisition of FVNB Corp. On November 1, 2013, the Company completed the acquisition of FVNB Corp. and its wholly owned subsidiary, First Victoria National Bank (collectively, FVNB) headquartered in Victoria, Texas. FVNB operated 33 banking locations; 4 in Victoria, Texas; 7 in the South Texas area including Corpus Christi; 6 in the Bryan/College Station area; 5 in the Central Texas area including New Braunfels; and 11 in the Houston area including The Woodlands. The Company acquired FVNB to expand its Central and South Texas markets. The acquisition is not considered significant to the Company s financial statements and therefore pro forma financial data and related disclosures are not included.

As of September 30, 2013, FVNB, on a consolidated basis, reported total assets of $2.47 billion, total loans of $1.65 billion and total deposits of $2.20 billion. Under the terms of the acquisition agreement, the Company issued 5,570,667 shares of Company common stock plus $91.3 million in cash for all outstanding shares of FVNB Corp. capital stock for total merger consideration of $439.1 million based on the Company s closing stock price of $62.45. As of March 31, 2014, the Company recognized $323.4 million in goodwill. Goodwill recognized does not include subsequent fair value adjustments that are still being finalized. Goodwill is calculated as the excess of both the consideration exchanged and liabilities assumed as compared to the fair value of identifiable assets acquired, none of which is expected to be deductible for tax purposes. Additionally, the Company recognized $18.4 million of core deposit intangibles. For the three months ended March 31, 2014, the Company incurred approximately $542 thousand of pre-tax merger related expenses related to the FVNB acquisition.

Acquisition of Coppermark Bancshares, Inc. On April 1, 2013, the Company completed the acquisition of Coppermark Bancshares, Inc. and its wholly-owned subsidiary, Coppermark Bank (collectively, Coppermark). Coppermark operated 9 full-service banking offices: 6 in Oklahoma City, Oklahoma and surrounding areas and 3 in the Dallas, Texas area. The Company acquired Coppermark to expand its market into Oklahoma. The acquisition was not considered significant to the Company s financial statements and therefore pro forma financial data and related disclosures are not included.

As of March 31, 2013, Coppermark reported, on a consolidated basis, total assets of $1.25 billion, total loans of $847.6 million and total deposits of $1.11 billion. Under the terms of the acquisition agreement, the Company issued 3,258,718 shares of Company common stock plus $60.0 million in cash for all outstanding shares of Coppermark Bancshares, Inc. capital stock, for total merger consideration of $214.4 million based on the Company s closing stock price of $47.39. As of March 31, 2014, the Company recognized goodwill of $117.7 million, after a $109 thousand measurement period adjustment recording during the first quarter of 2014. Additionally, the Company recognized $1.5 million of core deposit intangibles.

Acquisition of East Texas Financial Services, Inc. On January 1, 2013, the Company completed the acquisition of East Texas Financial Services, Inc. (OTC BB: FFBT) and its wholly-owned subsidiary, First Federal Bank Texas (collectively, East Texas Financial Services). East Texas Financial Services operated 4 banking offices in the Tyler MSA, including three locations in Tyler, Texas and one location in Gilmer, Texas. The Company acquired East Texas Financial Services to increase its market share in the East Texas area. The acquisition was not considered significant to the Company s financial statements and therefore pro forma financial data and related disclosures are not included.

As of December 31, 2012, East Texas Financial Services reported, on a consolidated basis, total assets of $165.0 million, total loans of $129.3 million and total deposits of $112.3 million. Under the terms of the acquisition agreement, the Company issued 530,940 shares of Company common stock for all outstanding shares of East Texas Financial Services capital stock, for total merger consideration of $22.3 million based on the Company s closing stock price of $42.00. The Company recognized goodwill of $15.0 million.

PROSPERITY BANCSHARES, INC. ® AND SUBSIDIARIES

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2014

(UNAUDITED)

13. SUBSEQUENT EVENTS

Acquisition of F&M Bancorporation Inc. On April 1, 2014, Prosperity completed the acquisition of F&M Bancorporation Inc. and its wholly-owned subsidiary The F&M Bank & Trust Company headquartered in Tulsa, Oklahoma. F&M Bank operated 13 banking offices: 9 in Tulsa, Oklahoma and surrounding areas; 3 in Dallas, Texas and 1 loan production office in Oklahoma City, Oklahoma. The Company acquired FMBC to further expand its Oklahoma and Dallas, Texas area markets.

As of March 31, 2014, FMBC, on a consolidated basis, reported total assets of $2.41 billion, total loans of $1.74 billion and total deposits of $2.27 billion. Under the terms of the definitive agreement, Prosperity issued 3,298,022 shares of Prosperity common stock plus $34.2 million in cash for all outstanding shares of FMBC capital stock for total merger consideration of $252.4 million based on the Company s closing stock price of $66.15. The Company recognized initial goodwill of $148.4 million which does not include subsequent fair value adjustments that are still being finalized.

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

Special Cautionary Notice Regarding Forward-Looking Statements

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

government intervention in the U.S. financial system;

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

increases in FDIC deposit insurance assessments;

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

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

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

Management s Discussion and Analysis of Financial Condition and Results of Operations analyzes the major elements of the Company s interim consolidated financial statements and accompanying notes. This section should be read in conjunction with the Company s interim consolidated financial statements and accompanying notes included elsewhere in this report and with the consolidated financial statements and accompanying notes and other detailed information appearing in the Company s Annual Report on Form 10-K for the year ended December 31, 2013.

OVERVIEW

The Company, a Texas corporation, was formed in 1983 as a vehicle to acquire the former Allied First Bank in Edna, Texas which was chartered in 1949 as The First National Bank of Edna and is now known as Prosperity Bank. The Company is a registered financial holding company that derives substantially all of its revenues and income from the operation of its bank subsidiary, Prosperity Bank® (Prosperity Bank® or the Bank). The Bank provides a wide array of financial products and services to small and medium-sized businesses and consumers. As of March 31, 2014, the Bank operated 236 full-service banking locations; with 63 in the Houston area, including The Woodlands; 30 in the South Texas area including Corpus Christi and Victoria; 35 in the Dallas/Fort Worth area; 22 in the East Texas area; 30 in the Central Texas area including Austin and San Antonio; 34 in the West Texas area including Lubbock, Midland-Odessa and Abilene; 16 in the Bryan/College Station area and 6 in the Central Oklahoma area. The Company s headquarters are located at Prosperity Bank Plaza, 4295 San Felipe in Houston, Texas and its telephone number is (713) 693-9300. The Company s website address is www.prosperitybankusa.com. Information contained on the Company s website is not incorporated by reference into this quarterly report on Form 10-Q and is not part of this or any other report.

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

Three principal components of the Company s growth strategy are internal growth, stringent cost control practices and acquisitions, including strategic merger transactions. The Company focuses on continuous internal growth. Each banking center is operated as a separate profit center, maintaining separate data with respect to its net interest income, efficiency ratio, deposit growth, loan growth and overall profitability. Banking center presidents and managers are accountable for performance in these areas and compensated accordingly. The Company also focuses on maintaining stringent cost control practices and policies. The Company has centralized many of its critical operations, such as data processing and loan processing. Management believes that this centralized infrastructure can accommodate substantial additional growth while enabling the Company to minimize operational costs through certain economies of scale. During 2013, the Company completed three acquisitions including East Texas Financial Services Inc., Coppermark Bancshares, Inc. and FVNB Corp. On April 1, 2014, the Company announced the completion of the F&M Bancorporation Inc. acquisition.

Total assets were $18.91 billion at March 31, 2014 compared with $18.64 billion at December 31, 2013, an increase of $271.1 million or 1.5%. Total loans were $7.75 billion at March 31, 2014 compared with $7.78 billion at December 31, 2013, a decrease of $22.8 million or 0.3%. Total deposits were $15.46 billion at March 31, 2014 compared with $15.29 billion at December 31, 2013, an increase of $168.8 million or 1.1%. Total shareholders equity was $2.84 billion at March 31, 2014 compared with $2.79 billion at December 31, 2013, an increase of $53.9 million or 1.9%.

CRITICAL ACCOUNTING POLICIES

The Company s accounting policies are integral to understanding the financial results reported. Accounting policies are described in detail in Note 1 to the consolidated financial statements included in the Company s Annual Report on Form 10-K for the year ended December 31, 2013. The Company believes that of its significant accounting policies, the following may involve a higher degree of judgment and complexity:

Allowance for Credit Losses The allowance for credit losses is established through charges to earnings in the form of a provision for credit losses. Management has established an allowance for credit losses which it believes is adequate for estimated losses in the Company s loan portfolio. Based on an evaluation of the loan portfolio, management presents a monthly review of the allowance for credit losses to the Bank s Board of Directors, indicating any change in the allowance since the last review and any recommendations as to adjustments in the allowance. In making its evaluation, management considers factors such as historical loan loss experience, industry diversification of the Company s commercial loan portfolio, the amount of nonperforming assets and related collateral, the volume, growth and composition of the Company s loan portfolio, current economic conditions that may affect the borrower s ability to pay and the value of collateral, the evaluation of the Company s loan portfolio through its internal loan review process and other relevant factors. Portions of the allowance may be allocated for specific credits; however, the entire allowance is available for any credit that, in management s judgment, should be charged off. Charge-offs occur when loans are deemed to be uncollectible.

Goodwill and Intangible Assets Goodwill and intangible assets that have indefinite useful lives are subject to an impairment test at least annually, or more often, if events or circumstances indicate that it is more likely than not that the fair value of Prosperity Bank, the Company s only reporting unit with assigned goodwill, is below the carrying value of its equity. The Company has the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining the need to perform step one of the annual test for goodwill impairment. An entity has an unconditional option to bypass the qualitative assessment described in the preceding paragraph for any reporting unit in any period and proceed directly to performing the first step of the goodwill impairment test. An entity may resume performing the qualitative assessment in any subsequent period.

If the Company bypasses the qualitative assessment, a two-step goodwill impairment test is performed. The two-step process begins with an estimation of the fair value of the Company s reporting unit compared with its carrying value. If the carrying amount exceeds the fair value of the reporting unit, a second test is completed comparing the implied fair value of the reporting unit s goodwill to its carrying value to measure the amount of impairment.

Estimating the fair value of the Company s reporting unit is a subjective process involving the use of estimates and judgments, particularly related to future cash flows of the reporting unit, discount rates (including market risk premiums) and market multiples. Material assumptions used in the valuation models include the comparable public company price multiples used in the terminal value, future cash flows and the market risk premium component of the discount rate. The estimated fair values of the reporting unit is determined using a blend of two commonly used valuation techniques: the market approach and the income approach. The Company gives consideration to both valuation techniques, as either technique can be an indicator of value. For the market approach, valuations of the reporting unit were based on an analysis of relevant price multiples in market trades in companies with similar characteristics. For the income approach, estimated future cash flows (derived from internal forecasts and economic expectations) and terminal value (value at the end of the cash flow period, based on price multiples) were discounted. The discount rate was based on the imputed cost of equity capital.

The Company had no intangible assets with indefinite useful lives at March 31, 2014. Other identifiable intangible assets that are subject to amortization are amortized on an accelerated basis over the years expected to be benefited, which the Company believes is between eight and fifteen years. These amortizable intangible assets are reviewed for impairment if circumstances indicate their value may not be recoverable based on a comparison of fair value to carrying value. Based on the Company s annual goodwill impairment test as of September 30, 2013, management does not believe any of its goodwill is impaired as of March 31, 2014 because the fair value of the Company s equity substantially exceeded its carrying value. While the Company believes no impairment existed at March 31, 2014, under accounting standards applicable at that date, different conditions or assumptions, or changes in cash flows or profitability, if significantly negative or unfavorable, could have a material adverse effect on the outcome of the Company s impairment evaluation and financial condition or future results of operations.

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Stock-Based Compensation The Company accounts for stock-based employee compensation plans using the fair value-based method of accounting. The Company s results of operations reflect compensation expense for all employee stock-based compensation, including the unvested portion of stock options granted prior to 2003. The fair value of stock options granted is estimated at the date of grant using the Black-Scholes option-pricing model. This model requires the input of subjective assumptions including stock price volatility and employee turnover that are utilized to measure compensation expense.

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

Fair Values of Financial Instruments The Company determines the fair market values of financial instruments based on the fair value hierarchy established which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. There are three levels of inputs that may be used to measure fair value. Level 1 inputs include quoted market prices in active markets, where available. If such quoted market prices are not available Level 2 inputs are used. These inputs are based upon internally developed models that primarily use observable market-based parameters. Level 3 inputs are unobservable inputs which are typically based on an entity s own assumptions, as there is little, if any, related market activity. The Company s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

RECENT ACQUISITIONS

Acquisition of East Texas Financial Services, Inc. On January 1, 2013, the Company completed the acquisition of East Texas Financial Services, Inc. (OTC BB: FFBT) and its wholly-owned subsidiary, First Federal Bank Texas. East Texas Financial Services operated 4 banking offices in the Tyler MSA, including three locations in Tyler, Texas and one location in Gilmer, Texas. As of December 31, 2012, East Texas Financial Services reported, on a consolidated basis, total assets of $165.0 million, total loans of $129.3 million and total deposits of $112.3 million.

Acquisition of Coppermark Bancshares, Inc. On April 1, 2013, the Company completed the acquisition of Coppermark Bancshares, Inc. and its wholly-owned subsidiary, Coppermark Bank (collectively Coppermark) headquartered in Oklahoma City, Oklahoma. Coppermark operated 9 full-service banking offices: 6 in Oklahoma City, Oklahoma and surrounding areas and 3 in the Dallas, Texas area. As of March 31, 2013, Coppermark reported, on a consolidated basis, total assets of $1.25 billion, total loans of $847.6 million and total deposits of $1.11 billion.

Acquisition of FVNB Corp. On November 1, 2013, the Company completed the acquisition of FVNB Corp. and its wholly owned subsidiary, First Victoria National Bank (collectively, FVNB) headquartered in Victoria, Texas. FVNB operated 33 banking locations; 4 in Victoria, Texas; 7 in the South Texas area including Corpus Christi; 6 in the Bryan/College Station area; 5 in the Central Texas area including New Braunfels; and 11 in the Houston area including The Woodlands. As of September 30, 2013, FVNB reported, on a consolidated basis, total assets of $2.47

billion, total loans of $1.65 billion and total deposits of $2.20 billion.

SUBSEQUENT EVENTS

Acquisition of F&M Bancorporation Inc. On April 1, 2014, the Company completed the acquisition of F&M Bancorporation Inc. (FMBC) and its wholly-owned subsidiary The F&M Bank & Trust Company (F&M Bank) headquartered in Tulsa, Oklahoma. F&M Bank operated 13 banking offices: 9 in Tulsa, Oklahoma and surrounding areas; 3 in Dallas, Texas and 1 loan production office in Oklahoma City, Oklahoma. As of March 31, 2014, FMBC, on a consolidated basis, reported total assets of $2.41 billion, total loans of $1.74 billion and total deposits of $2.27 billion.

Under the terms of the definitive agreement, Prosperity issued 3,298,022 shares of Prosperity common stock plus $34.2 million in cash for all outstanding shares of FMBC capital stock for total merger consideration of $252.4 million based on the Company s closing stock price of $66.15. The Company recognized initial goodwill of $148.4 million which does not include subsequent fair value adjustments that are still being finalized. Goodwill is calculated as the excess of both the consideration exchanged and liabilities assumed as compared to the fair value of identifiable assets acquired, none of which is expected to be deductible for tax purposes.

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RESULTS OF OPERATIONS

Net income available to common shareholders was $67.1 million ($1.01 per common share on a diluted basis) for the quarter ended March 31, 2014 compared with $49.3 million ($0.86 per common share on a diluted basis) for the quarter ended March 31, 2013, an increase in net income of $17.8 million or 36.2%. The Company posted returns on average common equity of 9.52% and 9.23%, returns on average assets of 1.43% and 1.33% and efficiency ratios of 42.04% and 42.40% for the quarters ended March 31, 2014 and 2013, respectively. The efficiency ratio is calculated by dividing total non-interest expense, excluding credit loss provisions, by net interest income plus non-interest income, excluding net gains and losses on the sale of securities and assets. Additionally, taxes are not part of this calculation.

Net Interest Income

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

Net interest income before the provision for credit losses was $143.7 million for the quarter ended March 31, 2014 compared with $108.1 million for the quarter ended March 31, 2013, an increase of $35.6 million, or 32.9%. The increase in net interest income was primarily due to an increase in average interest-earning assets of $3.27 billion or 25.1% for the three months ended March 31, 2014 compared with the quarter ended March 31, 2013, and a decrease in the average rate paid on interest-bearing liabilities of 6 basis points from 0.42% for the quarter ended March 31, 2013 compared with 0.36% for the quarter ended March 31, 2014. Interest income on loans was $107.1 million for the quarter ended March 31, 2014, an increase of $25.7 million or 31.5% compared with first quarter of 2013 due in part to an increase in average loans outstanding of $2.49 billion. Additionally, during the first quarters of 2014 and 2013, interest income on loans benefitted from purchase accounting loan discount accretion of $13.5 million and $14.3 million, respectively, which partially offset the decrease in interest rates on the loan portfolio. The Company had $119.2 million of total outstanding discounts on purchased loans, of which $85.6 million was accretable at March 31, 2014. Interest income on securities was $47.1 million during the first quarter of 2014, an increase of $10.5 million or 28.8% compared to the first quarter of 2013 due, in part, to an increase in average securities of $711.4 million. Interest income on securities was also impacted by $2.0 million of securities amortization purchase accounting adjustments. Average interest-bearing liabilities increased $2.18 billion for the quarter ended March 31, 2014 compared to the same period in 2013. The net interest margin on a tax equivalent basis increased 20 basis points from 3.42% for the quarter ended March 31, 2013 to 3.62% for the quarter ended March 31, 2014. The impact of the purchase accounting adjustments on the tax equivalent net interest margin was an increase of 29 basis points for the quarter ended March 31, 2014.

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The following table presents, for the periods indicated, the total dollar amount of average balances, interest income from average interest-earning assets and the resultant yields, as well as the interest expense on average interest-bearing liabilities, expressed in both dollars and rates. Except as indicated in the footnotes, no tax-equivalent adjustments were made and all average balances are daily average balances. Any nonaccruing loans have been included in the table as loans carrying a zero yield.

	Three Months Ended March 31,					
	2014			2013		
	Average Outstanding Balance	Interest Earned/ Interest Paid	Average Yield/Rate (4)	Average Outstanding Balance	Interest Earned/ Interest Paid	Average Yield/Rate (4)
	(Dollars in thousands)					
Assets						
Interest-Earning Assets:						
Loans	$ 7,755,997	$ 107,144	5.60%	$ 5,263,784	$ 81,464	6.28%
Investment securities	8,466,946	47,056	2.25%	7,755,567	36,548	1.91%
Federal funds sold and other earning assets	101,700	48	0.19%	34,793	19	0.22%
Total interest-earning assets	16,324,643	$ 154,248	3.83%	13,054,144	$ 118,031	3.67%
Allowance for credit losses	(67,222)			(53,242)		
Noninterest-earning assets	2,550,893			1,849,461		
Total assets	$ 18,808,314			$ 14,850,363		
Liabilities and Shareholders Equity						
Interest-Bearing Liabilities:						
Interest-bearing demand deposits	$ 3,554,366	$ 2,132	0.24%	$ 2,659,489	$ 2,210	0.34%
Savings and money market deposits	4,992,442	3,155	0.26%	3,790,416	2,829	0.30%
Certificates and other time deposits	2,816,701	4,100	0.59%	2,370,499	3,651	0.62%
Securities sold under repurchase agreements	347,747	237	0.28%	448,542	292	0.26%
Other borrowings	51,932	158	1.23%	358,120	362	0.41%
Junior subordinated debentures	124,231	775	2.53%	85,055	605	2.88%
Total interest-bearing liabilities	11,887,419	10,557	0.36%	9,712,121	9,949	0.42%
Noninterest-Bearing liabilities:						
Noninterest-bearing demand deposits	4,018,094			2,939,621		
Other liabilities	82,288			62,716		
Total liabilities	15,987,801			12,714,458		
Shareholders equity	2,820,513			2,135,905		

Total liabilities and shareholders equity	$ 18,808,314		$ 14,850,363	
Net interest rate spread		3.47%		3.25%
Net interest income and margin (1) (2)	$ 143,691	3.57%	$ 108,082	3.36%
Net interest income and margin (tax equivalent) (3)	$ 145,743	3.62%	$ 110,207	3.42%

(1) Yield is based on amortized cost and does not include any component of unrealized gains or losses.
(2) The net interest margin is equal to net interest income divided by average interest-earning assets.
(3) In order to make pretax income and resultant yields on tax-exempt investments and loans comparable to those on taxable investments and loans, a tax-equivalent adjustment has been computed using a federal income tax rate of 35%.
(4) Annualized and based on an actual/365 day basis for the three months ended March 31, 2014 and 2013.

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The following table presents information regarding the dollar amount of changes in interest income and interest expense for the periods indicated for each major component of interest-earning assets and interest-bearing liabilities and distinguishes between the changes attributable to changes in volume and changes in interest rates. For purposes of this table, changes attributable to both rate and volume which cannot be segregated have been allocated to rate.

	Three Months Ended March 31, 2014 vs. 2013		
	Increase (Decrease) Due to Change in		
	Volume	Rate	Total
	(Dollars in thousands)		
Interest-Earning assets:			
Loans (1)	$ 38,570	$ (12,891)	$ 25,679
Investment securities (1)	3,352	7,156	10,508
Federal funds sold and other earning assets	37	(7)	30
Total increase (decrease) in interest income	41,959	(5,742)	36,217
Interest-Bearing liabilities:			
Interest-bearing demand deposits	744	(822)	(78)
Savings and money market deposits	897	(571)	326
Certificates and other time deposits (1)	687	(238)	449
Junior subordinated debentures	279	(109)	170
Securities sold under repurchase agreements	(66)	11	(55)
Other borrowings	(310)	106	(204)
Total increase (decrease) in interest expense	2,231	(1,623)	608
Increase (decrease) in net interest income	$ 39,728	$ (4,119)	$ 35,609

(1) Includes impact of purchase accounting adjustments.

Provision for Credit Losses

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

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

The Company recorded a $600 thousand provision for credit losses for the quarter ended March 31, 2014 and a $2.8 million provision for the quarter ended March 31, 2013. Net charge-offs were $786 thousand for the quarter ended March 31, 2014 compared with net charge-offs of $315 thousand for the quarter ended March 31, 2013.

Noninterest Income

The Company s primary sources of recurring noninterest income are NSF fees, debit and ATM card income and service charges on deposit accounts. Noninterest income does not include loan origination fees which are recognized over the life of the related loan as an adjustment to yield using the interest method. Noninterest income totaled $28.6 million for the three months ended March 31, 2014 compared with $23.4 million for the same period in 2013, an increase of $5.2 million or 22.0%. This increase was primarily due to gain on the sale of assets and an increase in fees and service charges as a result of the additional accounts acquired in the acquisitions consummated during 2013. Additionally, trust and brokerage income increased as a result of the additional products and services acquired through the FVNB acquisition in November of 2013. During the first quarter of 2014, the Company recorded a $2.2 million gain on the sale of the agent bank credit card and agent bank merchant processing business of Bankers Credit Card Services, Inc., a subsidiary acquired as part of the Coppermark acquisition, and $1.1 million in gains on the sale of real property. These increases were partially offset by a decrease in debit card income as a result of the Durbin Amendment that became effective on July 1, 2013. This Federal Reserve rule is applicable to financial institutions that have assets of $10 billion or more and imposes limits on the amount of interchange, or swipe, fees that can be collected. The rule provides that the maximum permissible interchange fee for an electronic debit transaction is limited to $0.24. The fee is calculated as the sum of $0.21 per transaction and 5 basis points multiplied by the value of the transaction. If the card issuer develops and implements certain fraud protection policies and procedures, it may increase its debit card interchange fee up to an additional one cent.

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

	Three Months Ended March 31,	
	2014	**2013**
	(Dollars in thousands)	
Nonsufficient funds (NSF) fees	$ 8,870	$ 8,509
Credit card, debit card and ATM card income	4,724	6,487
Service charges on deposit accounts	4,037	2,931
Trust income	1,800	1,017
Mortgage income	593	991
Brokerage income	1,269	303
Bank owned life insurance income	1,028	776
Net gain on sale of assets	3,310	1
Net loss on sale of other real estate	(60)	(105)
Other	3,033	2,531
Total noninterest income	$ 28,604	$ 23,441

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Noninterest Expense

Noninterest expense totaled $71.0 million for the quarter ended March 31, 2014 compared with $55.8 million for the quarter ended March 31, 2013, an increase of $15.3 million or 27.4%. This increase was primarily due to increases in salaries and employee benefits and general and administrative expenses related to the recent acquisitions. The Company also incurred one-time pre-tax merger related expenses of $731 thousand and $252 thousand for the three months ended March 31, 2014 and 2013, respectively. The merger related expenses are reflected on the Company s income statement for the applicable periods and are reported primarily in the categories of salaries and benefits, data processing and professional fees.

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

	Three Months Ended March 31,	
	2014	2013
	(Dollars in thousands)	
Salaries and employee benefits (1)	$ 43,408	$ 33,209
Non-staff expenses:		
Net occupancy and equipment	5,339	4,278
Debit card, data processing and software amortization	3,184	2,570
Regulatory assessments and FDIC insurance	2,726	2,395
Core deposit intangibles amortization	2,045	1,755
Depreciation	3,201	2,378
Communications (2)	2,737	2,196
Other real estate expense	396	223
Professional fees	1,052	1,074
Printing and supplies	543	676
Other	6,403	5,013
Total noninterest expense	$ 71,034	$ 55,767

(1) Includes stock based compensation expense of $1.2 million for each of the three months ended March 31, 2014 and 2013, respectively.
(2) Communications expense includes telephone, data circuits, postage and courier expenses.

Income Taxes

Income tax expense increased $9.9 million or 41.7% to $33.5 million for the quarter ended March 31, 2014 compared with $23.7 million for the same period in 2013. The increase was primarily attributable to higher pretax net earnings for the three months ended March 31, 2014 compared with the same period in 2013. The Company s effective tax rate for the three months ended March 31, 2014 and 2013 was 33.3% and 32.4%, respectively.

FINANCIAL CONDITION

Loan Portfolio

Total loans were $7.75 billion at March 31, 2014, a decrease of $22.8 million or 0.3% compared with $7.78 billion at December 31, 2013. Outstanding loans at March 31, 2014 comprised 47.5% of average earning assets for the quarter ended March 31, 2014.

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The following table summarizes the Company s loan portfolio by type of loan as of the dates indicated:

	March 31, 2014	December 31, 2013
	(Dollars in thousands)	
Residential mortgage loans held for sale	$ 3,558	$ 2,210
Commercial and industrial	1,255,020	1,279,777
Real estate:		
Construction, land development and other land loans	888,985	865,511
1-4 family residential (including home equity)	2,166,888	2,129,510
Commercial real estate (including multi-family residential)	2,709,386	2,753,797
Farmland	337,021	332,648
Agriculture	175,836	198,610
Consumer and other (net of unearned discount)	215,706	213,158
Total loans held for investment	7,748,842	7,773,011
Total	$ 7,752,400	$ 7,775,221

Nonperforming Assets

The Company had $18.7 million in nonperforming assets at March 31, 2014 and $22.5 million in nonperforming assets at December 31, 2013, a decrease of $3.8 million or 16.9%. The ratio of nonperforming assets to loans and other real estate was 0.24% at March 31, 2014 compared with 0.29% at December 31, 2013.

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

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

	March 31, 2014	December 31, 2013
	(Dollars in thousands)	
Nonaccrual loans	$ 7,714	$ 10,231
Accruing loans 90 or more days past due	3,519	4,947
Total nonperforming loans	11,233	15,178
Repossessed assets	91	27
Other real estate	7,372	7,299

Total nonperforming assets	$ 18,696	$ 22,504
Nonperforming assets to total loans and other real estate	0.24%	0.29%

Allowance for Credit Losses

Management actively monitors the Company s asset quality and provides specific loss allowances when necessary. The allowance for credit losses is a reserve established through charges to earnings in the form of a provision for credit losses. Loans are charged-off against the allowance for credit losses when appropriate. Although management believes it uses the best information available to make determinations with respect to the allowance for credit losses, future adjustments may be necessary if economic conditions differ from the assumptions used in making the initial determinations. As of March 31, 2014, the allowance for credit losses amounted to $67.1 million or 0.87% of total loans compared with $67.3 million or 0.87% of total loans at December 31, 2013.

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The following table presents, as of and for the periods indicated, an analysis of the allowance for credit losses and other related data:

	As of and for the Three Months Ended March 31, 2014	As of and for the Three Months Ended March 31, 2013
	(Dollars in thousands)	
Average loans outstanding	$ 7,755,997	$ 5,263,784
Gross loans outstanding at end of period	$ 7,752,400	$ 5,263,024
Allowance for credit losses at beginning of period	$ 67,282	$ 52,564
Provision for credit losses	600	2,800
Charge-offs:		
Commercial and industrial	(143)	(155)
Real estate and agriculture	(256)	(179)
Consumer and other	(1,046)	(606)
Recoveries:		
Commercial and industrial	62	96
Real estate and agriculture	163	197
Consumer and other	434	332
Net charge-offs	(786)	(315)
Allowance for credit losses at end of period	$ 67,096	$ 55,049
Ratio of allowance to end of period loans	0.87%	1.05%
Ratio of net charge-offs to average loans (annualized)	0.04%	0.02%
Ratio of allowance to end of period nonperforming loans	597.3%	673.7%

Securities

The carrying cost of securities totaled $8.56 billion at March 31, 2014 compared with $8.22 billion at December 31, 2013, an increase of $336.9 million or 4.1%. At March 31, 2014, securities represented 45.3% of total assets compared with 44.1% of total assets at December 31, 2013.

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The amortized cost and fair value of investment securities were as follows:

	March 31, 2014			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(Dollars in thousands)			
Available for Sale				
States and political subdivisions	$ 23,238	$ 609	$	$ 23,847
Collateralized mortgage obligations	455	6	(3)	458
Mortgage-backed securities	100,077	6,476	(19)	106,534
Other securities	12,589		(46)	12,543
Total	$ 136,359	$ 7,091	$ (68)	$ 143,382
Held to Maturity				
U.S. Treasury securities and obligations of U.S. Government agencies	$ 62,966	$ 213	$ (148)	$ 63,031
States and political subdivisions	383,335	4,673	(982)	387,026
Corporate debt securities	508	4		512
Collateralized mortgage obligations	42,327	739	(22)	43,044
Mortgage-backed securities	7,899,007	100,051	(113,846)	7,885,212
Qualified Zone Academy Bond (QZAB)	16,912	924	(307)	17,529
Qualified School Construction Bonds (QSCB)	12,900	1,665		14,565
Total	$ 8,417,955	$ 108,269	$ (115,305)	$ 8,410,919

	December 31, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(Dollars in thousands)			
Available for Sale				
States and political subdivisions	$ 28,578	$ 797	$	$ 29,375
Collateralized mortgage obligations	483	7	(1)	489
Mortgage-backed securities	108,316	6,843	(22)	115,137
Other securities	12,589	14	(126)	12,477
Total	$ 149,966	$ 7,661	$ (149)	$ 157,478
Held to Maturity				
U.S. Treasury securities and obligations of U.S. Government agencies	$ 62,931	$ 46	$ (935)	$ 62,042
States and political subdivisions	426,335	3,176	(2,207)	427,304
Corporate debt securities	513	5		518

Collateralized mortgage obligations	50,034	1,017	(58)	50,993
Mortgage-backed securities	7,514,257	84,166	(165,979)	7,432,444
Qualified School Construction Bonds (QSCB)	12,900	1,141		14,041
Total	$ 8,066,970	$ 89,551	$ (169,179)	$ 7,987,342

Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. In determining OTTI, management considers many factors, including: (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, (3) whether the market decline was affected by macroeconomic conditions, and (4) whether the entity has the intent to sell the debt security or more likely than not will be required to sell the debt security before its anticipated recovery. The assessment of whether an other-than-temporary decline exists involves a high degree of subjectivity and judgment and is based on the information available to management at a point in time.

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

As of March 31, 2014, the Company does not intend to sell any debt securities and management believes that the Company more likely than not will not be required to sell any debt securities before their anticipated recovery, at which time the Company will receive full value for the securities. Furthermore, as of March 31, 2014, management does not have the intent to sell any of its securities and believes that it is more likely than not that the Company will not have to sell any such securities before a recovery of cost. The unrealized losses are largely due to increases in market interest rates over the yields available at the time the underlying securities were purchased. The fair value is expected to recover as the securities approach their maturity date or repricing date or if market yields for such investments decline. Management does not believe any of the securities are impaired due to reasons of credit quality. Accordingly, as of March 31, 2014, management believes any impairment in the Company s securities are temporary and no impairment loss has been realized in the Company s consolidated statements of income.

Deposits

Total deposits were $15.46 billion at March 31, 2014 compared with $15.29 billion at December 31, 2013, an increase of $168.8 million or 1.1%. At March 31, 2014, noninterest-bearing deposits totaled $4.14 billion compared with $4.11 billion at December 31, 2013, an increase of $33.2 million or 0.8%. Interest-bearing deposits totaled $11.32 billion at March 31, 2014 compared with $11.18 billion, an increase of $135.6 million or 1.2%.

Average deposits for the three months ended were $15.38 billion as of March 31, 2014 an increase of $3.62 billion or 30.8% compared with $11.76 billion as of March 31, 2013. Deposit growth was impacted by the acquisitions of Coppermark and FVNB. Deposits for these acquisitions totaled $1.12 billion and $2.25 billion, respectively, at acquisition date. The ratio of average interest-bearing deposits to total average deposits was 73.9% during the first three months of 2014 compared to 75.0% during the first three months of 2013.

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

	Three Months Ended March 31,			
	2014		**2013**	
	Average Balance	**Average Rate**	**Average Balance**	**Average Rate**

	(Dollars in thousands)			
Interest-bearing demand deposits	$ 3,554,366	0.24%	$ 2,659,489	0.34%
Regular savings	1,591,701	0.21%	1,312,489	0.05%
Money market savings	3,400,741	0.28%	2,477,927	0.09%
Certificates and other time deposits	2,816,701	0.59%	2,370,499	0.62%
Total interest-bearing deposits	11,363,509	0.34%	8,820,404	0.40%
Noninterest-bearing deposits	4,018,094		2,939,621	
Total deposits	$ 15,381,603	0.25%	$ 11,760,025	0.30%

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Other Borrowings

The following table presents the Company s borrowings as of the dates indicated:

	March 31, 2014	December 31, 2013
	(Dollars in thousands)	
FHLB advances	$ 30,000	$
FHLB long-term notes payable	10,451	10,689
Total other borrowings	40,451	10,689
Securities sold under repurchase agreements	349,074	364,357
Total	$ 389,525	$ 375,046

FHLB advances and long-term notes payable The Company has an available line of credit with the FHLB of Dallas, which allows the Company to borrow on a collateralized basis. FHLB advances are considered short-term, overnight borrowings and are used to manage liquidity as needed. Maturing advances are replaced by drawing on available cash, making additional borrowings or through increased customer deposits. At March 31, 2014, the Company had total funds of $5.02 billion available under this agreement, of which $40.5 million was outstanding. Short-term overnight FHLB advances of $30.0 million were outstanding at March 31, 2014, at a weighted average rate of rate of 0.20%. Long-term notes payable were $10.5 million at March 31, 2014, with a weighted average rate of 5.30%. The maturity dates on the FHLB notes payable range from the years 2014 to 2028 and have interest rates ranging from 4.23% to 6.10%.

Securities sold under repurchase agreements At March 31, 2014, the Company had $349.1 million in securities sold under repurchase agreements compared with $364.4 million at December 31, 2013, a decrease of $15.3 million or 4.2%. Repurchase agreements with banking customers are generally settled on the following business day. Approximately $61.5 million of the repurchase agreements outstanding at March 31, 2014 have maturity dates ranging from 6 to 48 months. All securities sold under agreements to repurchase are collateralized by certain pledged securities.

Junior Subordinated Debentures

At March 31, 2014 and December 31, 2013, the Company had outstanding $124.2 million in junior subordinated debentures issued to the Company s unconsolidated subsidiary trusts.

A summary of pertinent information related to the Company s nine issues of junior subordinated debentures outstanding at March 31, 2014 is set forth in the table below:

Description	Issuance Date	Trust Preferred Securities Outstanding	Interest Rate (1)	Junior Subordinated Debt Owed to Trusts	Maturity Date (2)

(Dollars in thousands)

Prosperity Statutory Trust II	July 31, 2001	$ 15,000	3 month LIBOR + 3.58%, not to exceed 12.50%	$ 15,464	July 31, 2031
Prosperity Statutory Trust III	August 15, 2003	12,500	3 month LIBOR + 3.00%	12,887	September 17, 2033
Prosperity Statutory Trust IV	December 30, 2003	12,500	3 month LIBOR + 2.85%	12,887	December 30, 2033
SNB Capital Trust IV	September 25, 2003	10,000	3 month LIBOR + 3.00%	10,310	September 25, 2033
TXUI Statutory Trust II	December 19, 2003	5,000	3 month LIBOR + 2.85%	5,155	December 19, 2033
TXUI Statutory Trust III	November 30, 2005	15,500	3 month LIBOR + 1.39%	15,980	December 15, 2035
TXUI Statutory Trust IV	March 31, 2006	12,000	3 month LIBOR + 1.39%	12,372	June 30, 2036
FVNB Capital Trust II	June 14, 2005	18,000	3 month LIBOR + 1.68%	18,557	June 15, 2035
FVNB Capital Trust III	June 23, 2006	20,000	3 month LIBOR + 1.60%	20,619	July 7, 2036
				$ 124,231	

(1) The 3-month LIBOR in effect as of March 31, 2014 was 0.234%.
(2) All debentures are callable five years from issuance date.

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Liquidity

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

As of March 31, 2014, the Company had outstanding $1.54 billion in commitments to extend credit and $48.0 million in commitments associated with outstanding standby letters of credit. Since commitments associated with letters of credit and commitments to extend credit may expire unused, the total outstanding may not necessarily reflect the actual future cash funding requirements.

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

Asset liquidity is provided by cash and assets which are readily marketable or which will mature in the near future. As of March 31, 2014, the Company had cash and cash equivalents of $350.2 million compared with $381.4 million at December 31, 2013, a decrease of $31.1 million. The decrease was primarily due to purchases of securities of $927.4 million, a decrease in securities sold under repurchase agreements of $15.3 million, and dividends paid of $15.9 million, partially offset by proceeds from the maturities and repayments of securities of $577.8 million, net proceeds from short-term borrowings of $30.0 million, net earnings of $67.1 million and an increase in deposits of $168.8 million.

Contractual Obligations

The following table summarizes the Company s contractual obligations and other commitments to make future payments as of March 31, 2014 (other than deposit obligations). The payments do not include pre-payment options that may be available to the Company. The Company s future cash payments associated with its contractual obligations pursuant to its junior subordinated debentures, FHLB borrowings and operating leases as of March 31, 2014 are summarized below. Payments for junior subordinated debentures include interest of $60.4 million that will be paid over the future periods. The future interest payments were calculated using the current rate in effect at March 31, 2014. The current principal balance of the junior subordinated debentures at March 31, 2014 was $124.2 million. Payments for FHLB borrowings include interest of $2.2 million that will be paid over the future periods. Payments related to leases are based on actual payments specified in underlying contracts.

	1 year or less	More than 1 year but less than 3 years	3 years or more but less than 5 years	5 years or more	Total
		(Dollars in thousands)			
Junior subordinated debentures	$ 2,250	$ 6,000	$ 5,999	$ 170,419	$ 184,668
Federal Home Loan Bank notes payable	31,201	3,456	5,665	2,337	42,659

Operating leases	4,193	7,806	3,405	6,532	21,936
Total	$ 37,644	$ 17,262	$ 15,069	$ 179,288	$ 249,263

Off-Balance Sheet Items

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

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The Company s commitments associated with outstanding standby letters of credit and commitments to extend credit as of March 31, 2014 are summarized below. Since commitments associated with letters of credit and commitments to extend credit may expire unused, the amounts shown do not necessarily reflect the actual future cash funding requirements:

	1 year or less	More than 1 year but less than 3 years	3 years or more but less than 5 years	5 years or more	Total
			(Dollars in thousands)		
Standby letters of credit	$ 39,700	$ 8,143	$ 45	$ 150	$ 48,038
Commitments to extend credit	699,303	407,180	67,717	362,239	1,536,439
Total	$ 739,003	$ 415,323	$ 67,762	$ 362,389	$ 1,584,477

Capital Resources

Total shareholders equity was $2.84 billion at March 31, 2014 compared with $2.79 billion at December 31, 2013, an increase of $53.9 million or 1.9%. The increase was due primarily to net earnings of $67.1 million, the issuance of common stock in connection with the exercise of stock options and restricted stock awards of $1.8 million, which was partially offset by dividends paid of $15.9 million for the three months ended March 31, 2014.

Both the Board of Governors of the Federal Reserve System with respect to the Company, and the Federal Deposit Insurance Corporation (FDIC) with respect to the Bank, have established certain minimum risk-based capital standards that apply to bank holding companies and federally insured banks. The following table sets forth the Company s total risk-based capital, Tier 1 risk-based capital and Tier 1 to average assets (leverage) ratios as of March 31, 2014:

Consolidated Capital Ratios	
Total capital (to risk weighted assets)	14.59%
Tier 1 capital (to risk weighted assets)	13.85%
Tier 1 capital (to average assets)	7.30%

As of March 31, 2014, the Bank s risk-based capital ratios were above the levels required for the Bank to be designated as well capitalized by the FDIC. To be designated as well capitalized , the minimum ratio requirements for the Bank s total risk-based capital, Tier 1 risk-based capital, and Tier 1 to average assets (leverage) capital ratios must be 10.0%, 6.0% and 5.0%, respectively. The following table sets forth the Bank s total risk-based capital, Tier 1 risk-based capital and Tier 1 to average assets (leverage) ratios as of March 31, 2014:

Bank Capital Ratios	
Total capital (to risk weighted assets)	14.35%
Tier 1 capital (to risk weighted assets)	13.61%
Tier 1 capital (to average assets)	7.17%

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

The Company uses simulation analysis to examine the potential effects of market changes on net interest income and market value. The Company considers macroeconomic variables, Company strategy, liquidity and other factors as it quantifies market risk. See the Company s Annual Report on Form 10-K for the year ended December 31, 2013, Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations-Interest Rate Sensitivity and Liquidity which was filed on February 28, 2014 for further discussion.

ITEM 4. CONTROLS AND PROCEDURES

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

Changes in internal control over financial reporting. There were no changes in the Company s internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended March 31, 2014 that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

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

ITEM 1A. RISK FACTORS

There have been no material changes in the Company s risk factors from those disclosed in the Company s Annual Report on Form 10-K for the year ended December 31, 2013.

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

a. None.

b. None.

c. None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit Number	Description of Exhibit
3.1	Amended and Restated Articles of Incorporation of Prosperity Bancshares, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company s Registration Statement on Form S-1 (Registration No. 333-63267) (the Registration Statement))
3.2	Articles of Amendment to Amended and Restated Articles of Incorporation of Prosperity Bancshares, Inc. (incorporated herein by reference to Exhibit 3.2 to the Company s Quarterly Report on Form 10-Q for the quarter ended March 31, 2006)
3.3	Amended and Restated Bylaws of Prosperity Bancshares, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company s Current Report on Form 8-K filed on October 19, 2007)
4.1	Form of certificate representing shares of the Company s common stock (incorporated by reference to Exhibit 4 to the Registration Statement)

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Exhibit Number	**Description of Exhibit**
31.1*	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended
31.2*	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended
32.1**	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101*	Interactive Financial Data

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

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SIGNATURES

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

PROSPERITY BANCSHARES, INC. ®

(Registrant)

Date: 5/08/14

/S/ DAVID ZALMAN
David Zalman
Chairman and Chief Executive Officer

Date: 5/08/14

/S/ DAVID HOLLAWAY
David Hollaway
Chief Financial Officer