INTERNATIONAL BANCSHARES CORP
Form 10-Q
November 08, 2007

# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# FORM 10-Q

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

**For the quarterly period ended September 30, 2007**

**OR**

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

**For the transition period from to**

**Commission file number 0-9439**

# INTERNATIONAL BANCSHARES CORPORATION

(Exact name of registrant as specified in its charter)

| **Texas** | **74-2157138** |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

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

(Address of principal executive offices)

(Zip Code)

**(956) 722-7611**

(Registrant s telephone number, including area code)

**None**

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

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

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

Large Accelerated Filer x Accelerated Filer o Non-accelerated filer o

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

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

| **Class** | **Shares Issued and Outstanding** |
|---|---|
| Common Stock, $1.00 par value | 68,647,437 shares outstanding at November 1, 2007 |

**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES**

**Consolidated Statements of Condition (Unaudited)**

**(Dollars in Thousands)**

| | September 30, 2007 | December 31, 2006 |
|---|---|---|
| **Assets** | | |
| Cash and due from banks | $ 233,119 | $ 268,207 |
| Federal funds sold | 18,000 | 29,000 |
| Total cash and cash equivalents | 251,119 | 297,207 |
| Time deposits with banks | 11,375 | 396 |
| Investment securities: | | |
| Held-to-maturity (Market value of $2,300 on September 30, 2007 and $2,375 on December 31, 2006) | 2,300 | 2,375 |
| Available-for-sale (Amortized cost of $4,050,691 on September 30, 2007 and $4,548,236 on December 31, 2006) | 4,028,436 | 4,488,078 |
| Total investment securities | 4,030,736 | 4,490,453 |
| Loans, net of unearned discounts | 5,235,303 | 5,034,810 |
| Less allowance for possible loan losses | (63,075) | (64,537) |
| Net loans | 5,172,228 | 4,970,273 |
| Bank premises and equipment, net | 420,106 | 390,323 |
| Accrued interest receivable | 55,036 | 57,288 |
| Other investments | 314,050 | 345,988 |
| Identified intangible assets, net | 32,833 | 34,358 |
| Goodwill, net | 283,198 | 282,246 |
| Other assets | 46,189 | 42,922 |
| Total assets | $ 10,616,870 | $ 10,911,454 |

**INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES**

**Consolidated Statements of Condition, continued (Unaudited)**

**(Dollars in Thousands)**

| | September 30, 2007 | December 31, 2006 |
|---|---|---|
| **Liabilities and Shareholders Equity** | | |
| Liabilities: | | |
| Deposits: | | |
| Demand - non-interest bearing | $ 1,420,527 | $ 1,453,476 |
| Savings and interest bearing demand | 2,316,113 | 2,204,451 |
| Time | 3,284,956 | 3,331,991 |
| Total deposits | 7,021,596 | 6,989,918 |
| Securities sold under repurchase agreements | 1,241,260 | 706,335 |
| Other borrowed funds | 1,141,333 | 2,095,576 |
| Junior subordinated deferrable interest debentures | 211,199 | 210,908 |
| Other liabilities | 91,762 | 66,661 |
| Total liabilities | 9,707,150 | 10,069,398 |
| Commitments, Contingent Liabilities and Other Tax Matters (Note 10) | | |
| Shareholders equity: | | |
| Common shares of $1.00 par value. Authorized 275,000,000 shares; issued 95,437,489 shares on September 30, 2007 and 86,224,046 shares on December 31, 2006 | 95,437 | 86,224 |
| Surplus | 143,908 | 138,247 |
| Retained earnings | 916,383 | 861,251 |
| Accumulated other comprehensive loss | (14,339) | (40,390) |
| | 1,141,389 | 1,045,332 |
| Less cost of shares in treasury, 26,785,619 shares on September 30, 2007 and 25,643,564 shares on December 31, 2006 | (231,669) | (203,276) |
| Total shareholders equity | 909,720 | 842,056 |
| Total liabilities and shareholders equity | $ 10,616,870 | $ 10,911,454 |

See accompanying notes to consolidated financial statements.

**INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES**

**Consolidated Statements of Income (Unaudited)**

**(Dollars in Thousands, except per share data)**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2007 | 2006 | 2007 | 2006 |
| Interest income: | | | | |
| Loans, including fees | $ 112,214 | $ 104,837 | $ 334,193 | $ 292,441 |
| Federal funds sold | 700 | 748 | 2,217 | 2,942 |
| Investment securities: | | | | |
| Taxable | 44,862 | 49,728 | 142,300 | 149,094 |
| Tax-exempt | 1,046 | 1,136 | 3,255 | 3,452 |
| Other interest income | 336 | 103 | 2,456 | 315 |
| Total interest income | 159,158 | 156,552 | 484,421 | 448,244 |
| Interest expense: | | | | |
| Savings deposits | 14,233 | 9,743 | 41,024 | 28,786 |
| Time deposits | 36,297 | 32,759 | 107,570 | 88,379 |
| Securities sold under repurchase agreements | 11,718 | 7,319 | 30,253 | 22,867 |
| Other borrowings | 14,821 | 29,423 | 60,203 | 74,157 |
| Junior subordinated interest deferrable debentures | 4,281 | 7,356 | 13,226 | 17,741 |
| Total interest expense | 81,350 | 86,600 | 252,276 | 231,930 |
| Net interest income | 77,808 | 69,952 | 232,145 | 216,314 |
| Provision (credit) for possible loan losses | (3,916) | 1,954 | (1,357) | 2,633 |
| Net interest income after provision (credit) for possible loan losses | 81,724 | 67,998 | 233,502 | 213,681 |
| Non-interest income: | | | | |
| Service charges on deposit accounts | 23,318 | 21,324 | 64,602 | 63,839 |
| Other service charges, commissions and fees | | | | |
| Banking | 8,800 | 7,451 | 25,761 | 21,680 |
| Non-banking | 5,061 | 6,000 | 13,892 | 14,011 |
| Investment securities transactions, net | (1,031) | (1,353) | (15,941) | (943) |
| Other investments, net | 4,226 | 3,389 | 14,794 | 15,346 |
| Other income | 5,243 | 3,247 | 16,017 | 13,764 |
| Total non-interest income | 45,617 | 40,058 | 119,125 | 127,697 |

**INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES**

**Consolidated Statements of Income, continued (Unaudited)**

**(Dollars in Thousands, except per share data)**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2007 | 2006 | 2007 | 2006 |
| Non-interest expense: | | | | |
| Employee compensation and benefits | $ 34,645 | $ 31,418 | $ 97,800 | $ 91,042 |
| Occupancy | 8,172 | 6,919 | 23,515 | 19,667 |
| Depreciation of bank premises and equipment | 8,178 | 7,201 | 23,547 | 21,006 |
| Professional fees | 3,014 | 2,819 | 8,483 | 8,289 |
| Stationery and supplies | 1,466 | 1,568 | 4,437 | 4,469 |
| Amortization of identified intangible assets | 1,332 | 1,217 | 3,861 | 3,650 |
| Advertising | 3,391 | 2,891 | 9,811 | 8,935 |
| Other | 18,154 | 14,995 | 52,397 | 58,547 |
| Total non-interest expense | 78,352 | 69,028 | 223,851 | 215,605 |
| Income before income taxes | 48,989 | 39,028 | 128,776 | 125,773 |
| Provision for income taxes | 16,327 | 12,435 | 42,880 | 40,547 |
| Net income | $ 32,662 | $ 26,593 | $ 85,896 | $ 85,226 |
| Basic earnings per common share: | | | | |
| Weighted average number of shares outstanding: | 68,898,059 | 69,287,481 | 69,174,016 | 69,507,388 |
| Net income | $ .47 | $ .38 | $ 1.24 | $ 1.23 |
| Fully diluted earnings per common share: | | | | |
| Weighted average number of shares outstanding: | 69,090,549 | 69,977,891 | 69,575,373 | 70,225,403 |
| Net income | $ .47 | $ .38 | $ 1.23 | $ 1.21 |

See accompanying notes to consolidated financial statements.

**INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES**

**Consolidated Statements of Comprehensive Income (Unaudited)**

**(Dollars in Thousands)**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2007 | 2006 | 2007 | 2006 |
| Net income | $ 32,662 | $ 26,593 | $ 85,896 | $ 85,226 |
| Other comprehensive income (loss), net of tax | | | | |
| Net unrealized holding (losses) gains on securities available for sale arising during period | 13,110 | 14,933 | 36,413 | (8,348) |
| Reclassification adjustment for (losses) gains on securities available for sale included in net income | (670) | (879) | (10,362) | (613) |
| Comprehensive income | $ 45,102 | $ 40,647 | $ 111,947 | $ 76,265 |

See accompanying notes to consolidated financial statements.

**INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES**

**Consolidated Statements of Cash Flows (Unaudited)**

**(Dollars in Thousands)**

| | Nine Months Ended September 30, | |
|---|---|---|
| | **2007** | **2006** |
| Operating activities: | | |
| Net income | $ 85,896 | $ 85,226 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| (Credit) provision for possible loan losses | (1,357) | 2,633 |
| Amortization of loan premiums | 239 | 965 |
| Accretion of time deposit discounts | (9) | |
| Accretion of time deposits with banks | (49) | |
| Decrease in loans held for sale | 19,251 | 3,554 |
| Depreciation of bank premises and equipment | 23,547 | 21,006 |
| Gain on sale of bank premises and equipment | (3,409) | (487) |
| Depreciation and amortization of leased assets | 1,625 | 1,625 |
| Accretion of investment securities discounts | (439) | (334) |
| Amortization of investment securities premiums | 3,173 | 3,075 |
| Investment securities transactions, net | 15,941 | 943 |
| Amortization of junior subordinated debenture discounts | 292 | 441 |
| Amortization of identified intangible assets | 3,861 | 3,650 |
| Stock based compensation expense | 581 | 689 |
| Earnings from affiliates and other investments | (7,852) | (8,772) |
| Deferred tax (benefit) expense | (2,261) | 616 |
| Decrease (increase) in accrued interest receivable | 2,770 | (6,352) |
| Net decrease in other assets | (5,015) | (47,635) |
| Net increase in other liabilities | 14,087 | 87,610 |
| Net cash provided by operating activities | 150,872 | 148,453 |
| Investing activities: | | |
| Proceeds from maturities of securities | 21,903 | 5,270 |
| Proceeds from sales of available for sale securities | 841,081 | 61,360 |
| Purchases of available for sale securities | (1,103,277) | (851,186) |
| Principal collected on mortgage-backed securities | 738,989 | 653,314 |
| Maturities of time deposits with banks | 35,643 | 568 |
| Net increase in loans | (187,484) | (305,150) |
| Purchases of other investments | (54,922) | (8,002) |
| Distributions of other investments | 97,262 | 10,014 |
| Purchases of bank premises and equipment | (56,513) | (65,165) |
| Proceeds from sale of bank premises and equipment | 7,917 | 9,497 |
| Adjustment to goodwill related to prior acquisition (Note 10) | 5,885 | |
| Cash paid in purchase transaction | (23,470) | |
| Cash acquired in purchase transaction | 30,772 | |

| | | |
|---|---|---|
| Net cash provided by (used in) investing activities | 353,786 | (489,480) |

**INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES**

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

**(Dollars in Thousands)**

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2007 | 2006 |
| Financing activities: | | |
| Net (decrease) increase in non-interest bearing demand deposits | $ (62,287) | $ 33,262 |
| Net increase (decrease) in savings and interest bearing demand deposits | 55,041 | (93,929) |
| Net (decrease) increase in time deposits | (79,068) | 119,403 |
| Net increase (decrease) in securities sold under repurchase agreements | 534,925 | (139,848) |
| Net (decrease) increase in other borrowed funds | (954,490) | 296,797 |
| Proceeds of issuance of long-term debt | 53,609 | 41,238 |
| Principal payments of long term-debt | (53,610) | (67,269) |
| Purchase of treasury stock | (28,393) | (24,335) |
| Proceeds from stock transactions | 5,640 | 1,488 |
| Payment of cash dividends | (22,086) | (22,113) |
| Payment of cash dividends in lieu of fractional shares | (27) | |
| Net cash (used in) provided by financing activities | (550,746) | 144,694 |
| Decrease in cash and cash equivalents | (46,088) | (196,333) |
| Cash and cash equivalents at beginning of period | 297,207 | 458,118 |
| Cash and cash equivalents at end of period | $ 251,119 | $ 261,785 |
| Supplemental cash flow information: | | |
| Interest paid | $ 250,212 | $ 226,301 |
| Income taxes paid | 51,508 | 38,231 |
| Adjustment to goodwill arising from prior acquisition (Note 10) | 2,076 | 7,016 |

See accompanying notes to consolidated financial statements.

**INTERNATIONAL BANCSHARES CORPORATION AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

**(Unaudited)**

**Note 1 - Basis of Presentation**

The accounting and reporting policies of International Bancshares Corporation ( Corporation ) and Subsidiaries (the Corporation and Subsidiaries collectively referred to herein as the Company ) conform to accounting principles generally accepted in the United States of America and to general practices within the banking industry. The consolidated financial statements include the accounts of the Corporation and its wholly-owned subsidiaries, International Bank of Commerce, Laredo ( IBC ), Commerce Bank, International Bank of Commerce, Zapata, International Bank of Commerce, Brownsville and the Corporation s wholly-owned non-bank subsidiaries, IBC Subsidiary Corporation, IBC Life Insurance Company, IBC Trading Company, and IBC Capital Corporation, as well as the GulfStar Group in which the Company owns a controlling interest. All significant inter-company balances and transactions have been eliminated in consolidation. The consolidated financial statements are unaudited, but include all adjustments, which, in the opinion of management, are necessary for a fair presentation of the results of the periods presented. All such adjustments were of a normal and recurring nature. It is suggested that these financial statements be read in conjunction with the financial statements and the notes thereto in the Company s latest Annual Report on Form 10-K. The consolidated statement of condition at December 31, 2006 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. Certain reclassifications have been made to make prior periods comparable.

The Company operates as one segment. The operating information used by the Company s chief executive officer for purposes of assessing performance and making operating decisions about the Company is the consolidated statements presented in this report. The Company has four active operating subsidiaries, namely, the bank subsidiaries, otherwise known as International Bank of Commerce, Laredo, Commerce Bank, International Bank of Commerce, Zapata and International Bank of Commerce, Brownsville. The Company applies the provisions of SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information, in determining its reportable segments and related disclosures. None of the Company s other subsidiaries meets the 10% threshold for disclosure under SFAS No. 131.

All per share data presented has been restated to reflect the stock splits effected through stock dividends, Note 9.

On January 1, 2007, the Company changed its accounting policy related to accounting for contingencies in connection with the adoption of Financial Accounting Standards Board ( FASB ) Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement 109. See Note 10 Commitments, Contingent Liabilities and Other Tax Matters.

**Note 2 Acquisition**

On March 16, 2007, the Company completed its acquisition of Southwest First Community, Inc. ( Southwest Community ), a bank holding company with approximately $133 million in assets that owned State Bank & Trust in Beeville, Texas and Commercial State Bank in Sinton, Texas. The transaction was pursuant to the Agreement and Plan of Merger dated December 1, 2006 (the Merger Agreement ). The Company paid consideration totaling $23.5 million in cash.

**Note 3 Loans**

A summary of net loans, by loan type at September 30, 2007 and December 31, 2006 is as follows:

| | September 30, 2007 | December 31, 2006 |
|---|---|---|
| | (Dollars in thousands) | |
| Commercial, financial and agricultural | $ 2,341,448 | $ 2,337,573 |
| Real estate mortgage | 742,205 | 785,401 |
| Real estate construction | 1,691,382 | 1,404,186 |
| Consumer | 182,622 | 198,580 |
| Foreign | 277,648 | 309,144 |
| Total loans | 5,235,305 | 5,034,884 |
| Unearned discount | (2) | (74) |
| Loans, net of unearned discount | $ 5,235,303 | $ 5,034,810 |

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

A summary of the transactions in the allowance for possible loan losses is as follows:

| | September 30, 2007 | September 30, 2006 |
|---|---|---|
| | (Dollars in Thousands) | |
| Balance at December 31, | $ 64,537 | $ 77,796 |
| Losses charged to allowance | (5,297) | (16,387) |
| Recoveries credited to allowance | 4,138 | 891 |
| Net losses charged to allowance | (1,159) | (15,496) |
| Provision (credit) charged to operations | (1,357) | 2,633 |
| Allowance acquired in acquisition (Note 2) | 1,054 | |
| Balance at September 30, | $ 63,075 | $ 64,933 |

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

dependent.

The following table details key information regarding the Company s impaired loans:

| | September 30, 2007 | December 31, 2006 |
|---|---|---|
| | (Dollars in Thousands) | |
| Balance of impaired loans where there is a related allowance for loan loss | $ 11,142 | $ 22,909 |
| Balance of impaired loans where there is no related allowance for loan loss | | |
| | | |
| Total impaired loans | $ 11,142 | $ 22,909 |
| | | |
| Allowance allocated to impaired loans | $ 2,205 | $ 7,171 |

The impaired loans included in the table above were primarily comprised of collateral dependent commercial loans, which have not been fully charged off. The average recorded investment in impaired loans was $18,413,000 and $25,684,000 for the nine months and year ended September 30, 2007 and December 31, 2006, respectively. The interest recognized on impaired loans was not significant.

Management of the Company recognizes the risks associated with these impaired loans. However, management s decision to place loans in this category does not necessarily mean that losses will occur.

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

While management of the Company considers that it is generally able to identify borrowers with financial problems reasonably early and to monitor credit extended to such borrowers carefully, there is no precise method of predicting loan losses. The determination that a loan is likely to be uncollectible and that it should be wholly or partially charged-off as a loss is an exercise of judgment. Similarly, the determination of the adequacy of the allowance for possible loan losses can be made only on a subjective basis. It is the judgment of the Company s management that the allowance for possible loan losses at September 30, 2007 was adequate to absorb probable losses from loans in the portfolio at that date.

**Note 5 Stock Options**

On April 1, 2005, the Board of Directors adopted the 2005 International Bancshares Corporation Stock Option Plan (the 2005 Plan ). The 2005 Plan replaced the 1996 International Bancshares Corporation Key Contributor Stock Option Plan (the 1996 Plan ). Under the 2005 Plan, both qualified incentive stock options ( ISOs ) and non-qualified stock options ( NQSOs ) may be granted. Options granted may be exercisable for a period of up to 10 years from the date of grant, excluding ISOs granted to 10% shareholders, which may be exercisable for a period of up to only five years. As of September 30, 2007, 36,247 shares were available for future grants under the 2005 Plan.

Prior to September 30, 2007, the Company had granted non-qualified stock options exercisable for a total of 154,420 shares, adjusted for stock dividends, of Common Stock to certain employees of the GulfStar Group. All options were exercised in 2007. The grants were not made under either the 1996 Plan or the 2005 Plan. The options are exercisable for a period of seven years and vested in equal increments over a period of five years. All options granted to the GulfStar Group employees had an option price of not less than the fair market value of the Common Stock on the date of grant.

On January 1, 2006, the Company adopted the provisions of Statement of Financial Accounting Standards No. 123R, ( SFAS No. 123R ), Share-Based Payment, (Revised 2004). SFAS No. 123R sets accounting requirements for share-based compensation to employees and non-employee directors, including employee stock purchase plans, and requires companies to recognize in the statement of operations the grant-date fair value of stock options and other equity-based compensation.

A summary of option activity under the stock option plans for the nine months ended September 30, 2007 is as follows:

| | Number of options | Weighted average exercise price | Weighted average remaining contractual term (years) | Aggregate intrinsic value ($) |
|---|---|---|---|---|
| Options outstanding at December 31, 2006 | 1,515,965 | $ 15.65 | | |
| Plus: Options granted | 152,275 | 23.83 | | |
| Less: | | | | |
| Options exercised | 591,199 | 9.33 | | |
| Options expired | | | | |
| Options forfeited | 138,182 | 15.59 | | |
| Options outstanding at September 30, 2007 | 938,859 | $ 20.98 | 4.74 | $ 2,910,000 |
| Options fully vested and exercisable at September 30, 2007 | 426,562 | $ 15.41 | 2.69 | $ 2,864,000 |

Stock-based compensation expense included in the consolidated statements of income for the three and nine months ended September 30, 2007 was approximately $211,000 and $581,000, respectively. As of September 30, 2007 there was approximately $1,945,000, of total unrecognized stock-based compensation cost related to non-vested options granted under the Company plans that will be recognized over a weighted average period of 1.8 years.

**Note 6 - Investment Securities**

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

In the first quarter 2007, the Company wrote down approximately $732.0 million of investment securities to fair value, which resulted in an impairment charge of approximately $17.0 million. The write down was a result of the Company s strategic identification of certain investment securities that were sold in the second quarter of 2007 with the proceeds used to reduce Federal Home Loan Bank ( FHLB ) borrowings. The investments sold were certain hybrid mortgage backed securities with a coupon re-set date that exceeded 30 months and a weighted average yield to coupon re-set that was approximately 100 basis points less than the FHLB certificate of indebtedness short term-rate. The sale of the securities facilitated a repositioning of the balance sheet to a more neutral position in terms of interest rate risk and improved the Company s operating ratios.

In the third quarter 2007, the Company sold approximately $96.0 million of investment securities, which resulted in a loss of approximately $1 million. The sale of the securities was a result of the Company s strategic identification of certain investment securities, with

the proceeds used to reduce FHLB borrowings. The investments sold were certain hybrid mortgage backed securities with a coupon re-set date that was 15 30 months and a weighted average yield coupon re-set that was approximately 60 basis points below the FHLB short-term advance rate. The sale of the securities will continue the Company s move to re-position the balance sheet to a more neutral position in terms of interest rate risk and will also improve operating ratios in the short term.

A summary of the investment securities held for investment and securities available for sale as reflected on the books of the Company is as follows:

| | September 30, 2007 | December 31, 2006 |
|---|---|---|
| | (Dollars in Thousands) | |
| U.S. Treasury securities | | |
| Available-for-sale | $ 5,323 | $ 1,268 |
| Mortgage-backed securities | | |
| Available-for-sale | 3,923,295 | 4,376,284 |
| States and political subdivisions | | |
| Available-for-sale | 84,497 | 95,897 |
| Other | | |
| Held-to-maturity | 2,300 | 2,375 |
| Available-for-sale | 15,321 | 14,629 |
| Total investment securities | $ 4,030,736 | $ 4,490,453 |

**Note 7 Other Borrowed Funds**

Other borrowed funds include Federal Home Loan Bank borrowings, which are short or long term, variable or fixed rate borrowings issued by the Federal Home Loan Bank of Dallas at the market price offered at the time of funding. These borrowings are secured by mortgage-backed investment securities and a portion of the Company s loan portfolio. At September 30, 2007, other borrowed funds totaled $1,141,333,000, a decrease of 45.5% from $2,095,576,000 at December 31, 2006. The decrease is attributable to the pay-down of borrowings due to the Company s sale of certain identified investment securities in the second and third quarters of 2007.

**Note 8 Junior Subordinated Interest Deferrable Debentures**

The Company has formed twelve statutory business trusts under the laws of the State of Delaware, for the purpose of issuing trust preferred securities. As part of the Local Financial Corporation ( LFIN ) acquisition, the Company acquired three additional statutory business trusts previously formed by LFIN for the purpose of issuing trust preferred securities. The twelve statutory business trusts formed by the Company and the three business trusts acquired in the LFIN transaction (the Trusts ) have each issued Capital and Common Securities and invested the proceeds thereof in an equivalent amount of junior subordinated debentures (the Debentures ) issued by the Company or LFIN, as appropriate. The Company has succeeded to the obligations of LFIN under the LFIN Debentures, which have an outstanding principal balance of $10,310,000. The Debentures will mature on various dates; however the Debentures may be redeemed at specified prepayment prices, in whole or in part after the optional redemption dates specified in the respective indentures or in whole upon the occurrence of any one of certain legal, regulatory or tax events specified in respective indentures. As of November 7, 2007, the Debentures issued by four of the trusts formed by the Company and the Debentures issued by all three of the trusts formed by LFIN have been redeemed by the Company. As of September 30, 2007, the principal amount of debentures outstanding totaled $211,199,000.

On April 22, 2007, pursuant to the Indenture dated as of April 10, 2002, between the Company and Wilmington Trust Company, as Trustee, the Company redeemed all of its Floating Rate Junior Subordinated Debt Securities (the Debt Securities ), issued to International Bancshares Capital Trust IV ( Trust IV ) at a redemption price equal to approximately $22,681,000, which includes accrued interest to, but not including, the redemption date.

In accordance with the Amended and Restated Declaration of Trust dated as of April 10, 2002 between the Company and Wilmington Trust Company, as Institutional Trustee, the proceeds from the redemption of the Debt Securities were used to simultaneously redeem an equal amount of Trust IV Floating Rate Capital Securities and Floating Rate Common Securities issued by Trust IV.

On April 13, 2007, the Company formed International Bancshares Corporation Trust XI ( Trust XI ), its eleventh statutory business trust formed under the laws of the State of Delaware, for the purpose of issuing trust preferred securities. On April 19, 2007, Trust XI issued $32,000,000 of Capital Securities. The Capital Securities accrue interest for the first five years at a fixed rate of 6.82% and subsequently at a floating rate of 1.62% over the three month LIBOR, and interest is payable quarterly beginning July 1, 2007. The Trust XI Capital Securities will mature on July 1, 2037, however, the Capital Securities may be redeemed at specified prepayment prices (a) in whole or in part on any interest payment date on or after July 1, 2012, or (b) in whole or in part within 90 days upon the occurrence of certain legal, regulatory, or tax events. The Capital Securities are subordinated and junior in right of payment to all present and future senior indebtedness of the Company. The Company has fully and unconditionally guaranteed the obligation of Trust XI with respect to the Capital Securities. The Company has the right, unless an Event of Default has occurred and is continuing, to defer payment of interest on the Capital Securities for up to twenty consecutive quarterly periods. The redemption prior to maturity of any of the Capital Securities may require the prior approval of the Federal Reserve and/or other regulatory agencies.

On June 11, 2007, the Company formed International Bancshares Corporation Trust XII ( Trust XII ), its twelfth statutory business trust formed under the laws of the State of Delaware, for the purpose of issuing trust preferred securities. On June 26, 2007, Trust XII issued $20,000,000 of Capital Securities. The Capital Securities accrue interest for the first five years at a fixed rate of 6.851% and subsequently at a floating rate of 1.45% over the three month LIBOR, and interest is payable quarterly beginning September 1, 2007. The Trust XII Capital Securities will mature on September 1, 2037; however, the Capital Securities may be redeemed at specified prepayment prices (a) in whole or in part on any interest payment date on or after September 1, 2012, or (b) in whole or in part within 90 days upon the occurrence of certain legal, regulatory, or tax events. The Capital Securities are subordinated and junior in right of payment to all present and future senior indebtedness of the Company. The Company has fully and unconditionally guaranteed the obligation of Trust XII with respect to the Capital Securities. The Company has the right, unless an Event of Default has occurred and is continuing, to defer payment of interest on the Capital Securities for up to twenty consecutive quarterly periods. The redemption prior to maturity of any of the Capital Securities may require the prior approval of the Federal Reserve and/or other regulatory agencies.

On July 7, 2007, pursuant to the Indenture dated as of July 11, 2002, between the Company and Wilmington Trust Company, as Trustee, the Company redeemed all of its Floating Rate Junior Subordinated Debt Securities (the Debt Securities ), issued to International Bancshares Capital Trust V ( Trust V ) at a redemption price equal to approximately $20,619,000, which includes accrued interest to, but not including, the redemption date.

In accordance with the Amended and Restated Declaration of Trust dated as of July 11, 2002 between the Company and Wilmington Trust Company, as Institutional Trustee, the proceeds from the redemption of the Debt Securities were used to simultaneously redeem an equal amount of Trust V Floating Rate Capital Securities and Floating Rate Common Securities issued by Trust V.

On July 30, 2007, pursuant to the Indenture dated as of July 30, 2002, between Local Financial Corporation and The Bank of New York, as Trustee, the Company, as successor issuer, redeemed all of its Floating Rate Junior Subordinated Debt Securities (the Debt Securities ), issued to Local Financial Capital Trust II ( LFIN Trust II ) at a redemption price equal to approximately $10,310,000, which includes accrued interest to, but not including, the redemption date.

In accordance with the Amended and Restated Declaration of Trust dated as of July 30, 2002 between the Local Financial Corporation and The Bank of New York, as Institutional Trustee, the proceeds from the redemption of the Debt Securities were used to simultaneously redeem an equal amount of LFIN Trust II Floating Rate Capital Securities and Floating Rate Common Securities issued by LFIN Trust II.

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

For financial reporting purposes, the Trusts are treated as investments of the Company and not consolidated in the consolidated financial statements. Although the Capital Securities issued by each of the Trusts are not included as a component of shareholders equity on the consolidated statement of condition, the Capital Securities are treated as capital for regulatory purposes. Specifically, under applicable regulatory guidelines, the Capital Securities issued by the Trusts qualify as Tier 1 capital up to a maximum of 25% of Tier 1 capital on an aggregate basis. Any amount that exceeds the 25% threshold would qualify as Tier 2 capital. For September 30, 2007, the total $211,199,000, of the Capital Securities outstanding qualified as Tier 1 capital.

In March 2005, the Federal Reserve Board issued a final rule that would continue to allow the inclusion of trust preferred securities in Tier 1 capital, but with stricter quantitative limits. Under the final rule, after a transition period ending March 31, 2009, the aggregate amount of trust preferred securities and certain other capital elements would be limited to 25% of Tier 1 capital elements, net of goodwill, less any associated deferred tax liability. The amount of trust preferred securities and certain other elements in excess of the limit could be included in Tier 2 capital, subject to restrictions. Bank holding companies with significant international operations will be expected to limit trust preferred securities to 15% of Tier 1 capital elements, net of goodwill; however, they may include qualifying mandatory convertible preferred securities up to the 25% limit. The Company believes that substantially all of the current trust preferred securities will be included in Tier 1 capital after the five-year transition period ending March 31, 2009.

The following table illustrates key information about each of the Capital and Common Securities and their interest rate at September 30, 2007:

| | Junior Subordinated Deferrable Interest Debentures (in thousands) | Repricing Frequency | Interest Rate | Interest Rate Index | Maturity Date | Optional Redemption Date |
|---|---|---|---|---|---|---|
| Trust I | $ 10,278 | Fixed | 10.18% | Fixed | June 2031 | June 2011 |
| Trust VI | $ 25,774 | Quarterly | 9.01% | LIBOR + 3.45 | November 2032 | November 2007 |
| Trust VII | $ 10,310 | Quarterly | 8.61% | LIBOR + 3.25 | April 2033 | April 2008 |
| Trust VIII | $ 25,659 | Quarterly | 8.41% | LIBOR + 3.05 | October 2033 | October 2008 |
| Trust IX | $ 41,238 | Fixed | 7.10% | Fixed | October 2036 | October 2011 |
| Trust X | $ 34,021 | Fixed | 6.66% | Fixed | February 2037 | February 2012 |
| Trust XI | $ 32,990 | Fixed | 6.82% | Fixed | July 2037 | July 2012 |
| Trust XII | $ 20,619 | Fixed | 6.85% | Fixed | September 2037 | September 2012 |
| LFIN Trust III | $ 10,310 | Quarterly | 9.01% | LIBOR + 3.45 | November 2032 | November 2007 |
| | $ 211,199 | | | | | |

(1) LFIN Trust III was redeemed in November 2007, pursuant to the Indenture

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

**Note 9 Common Stock and Dividends**

All per share data presented has been restated to reflect the stock split effected through a stock dividend, which became effective May 21, 2007 and was paid on June 8, 2007. Cash dividends of $.32 and $.33 per share were paid on May 1, 2007 and on November 1, 2007 to all holders of record on April 16, 2007 and October 15, 2007, respectively.

The Company expanded its formal stock repurchase program on May 3, 2007. Under the expanded stock repurchase program, the Company is authorized to repurchase up to $225,000,000 of its common stock through December 2008. Stock repurchases may be made from time to time, on the open market or through private transactions. Shares repurchased in this program will be held in treasury for reissue for various corporate purposes, including employee stock option plans. As of November 1, 2007, a total of 6,091,735 shares had been repurchased under this program at a cost of $210,696,000. Stock repurchases are reviewed quarterly at the Company s Board of Directors meetings and the Board of Directors has stated that the aggregate investment in treasury stock should not exceed $245,973,000. In the past, the Board of Directors has increased previous caps on treasury stock once they were met, but there are no assurances that an increase of the $245,973,000 cap will occur in the future. As of November 1, 2007, the Company has approximately $231,669,000 invested in treasury shares, which amount has been accumulated since the inception of the Company.

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

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

The Company s lead bank subsidiary has invested in partnerships, which have entered into several lease-financing transactions. The lease-financing transactions in two of the partnerships have been examined by the Internal Revenue Service ( IRS ). In both partnerships, the lead bank subsidiary was the owner of a ninety-nine percent (99%) limited partnership interest. The IRS has issued separate Notice of Final Partnership Administrative Adjustments ( FPAA ) to the partnerships and on September 25, 2001, and January 10, 2003, the Company filed lawsuits contesting the adjustments asserted in the FPAAs.

Prior to filing the lawsuits the Company was required to deposit the estimated tax due of approximately $4,083,000 with respect to the first FPAA and $7,710,606 with respect to the second FPAA with the IRS pursuant to the Internal Revenue Code. If it is determined that the amount of tax due, if any, related to the lease-financing transactions is less than the amount of the deposits, the remaining amount of the deposits would be returned to the Company.

In order to curtail the accrual of additional interest related to the disputed tax benefits and because interest rates were unfavorable, on March 7, 2003, the Company submitted to the IRS a total of approximately $13.7 million, which constitutes the interest that would have accrued based on the adjustments proposed in the FPAAs related to both of the lease-financing transactions. If it is determined that the amount of interest due, if any, related to the lease-financing transactions is less than the approximate $13.7 million, the remaining amount of the prepaid interest would be

refunded to the Company, plus interest thereon.

Beginning August 29, 2005, IBC proceeded to litigate one of the partnership tax cases in the Federal District Court in San Antonio, Texas. The case was tried over nine days beginning August 29, 2005. On March 31, 2006, the trial court rendered a judgment against the Company on the first FPAA. IBC timely filed its notice of appeal to the Fifth Circuit Court of Appeals. The appeal was argued on August 8, 2007 and the Trial Court decision was affirmed on August 23, 2007. Unless further appealed, the judgment will be come non-appealable on November 21, 2007. The other partnership tax case was and continues to be stayed by the same Trial Court.

The Company, through December 31, 2005, had previously expensed approximately $12.0 million in connection with the lawsuits. Because of the above-referenced trial court judgment against the Company on the first FPAA, the uncertainty of the outcome at the appellate level, and the similarity between the two FPAAs, the Company, through December 31, 2006, has expensed an additional $13.7 million, approximately. The resultant approximately $25.7 million expensed is the total of the tax adjustments due and the interest due on such adjustments for both FPAAs. Management is determining whether to further appeal the judgment in the first case and will continue to evaluate the merits of each lawsuit and make any appropriate revisions to the amounts, as deemed necessary.

As part of the LFIN acquisition, two tax matters were transferred to the Company. The first relates to deductions taken on amended returns filed by LFIN during 2003 for the tax years ended June 30, 1999 through December 31, 2001. The refunds requested on the amended returns amounted to approximately $7.0 million. At December 31, 2003, LFIN had received approximately $2.0 million of the total refund requested. Because all the refunds are under review by the IRS, LFIN had established a reserve equal to the $2.0 million received and did not recognize any benefit for the remaining $5.0 million. The second tax contingency reserve of $7.0 million was resolved with the IRS in September 2006 and as a result, the second tax contingency reserve is no longer required. The reserve was applied to the goodwill acquired as part of the LFIN acquisition. During the first quarter of 2007, the Company favorably resolved the issues with the IRS on the first tax contingency for approximately $7.0 million plus interest accrued thereon. The Company has applied the refund, including interest accrued prior to the LFIN acquisition, to the goodwill that resulted from the LFIN acquisition. The Company has booked the remaining portion of the interest accrued on the tax matter subsequent to the LFIN acquisition to earnings.

In June 2006, the Financial Accounting Standards Board issued Financial Interpretation No. 48, ( FIN 48 ), Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109, Accounting for Income Taxes. FIN 48 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under FIN 48, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. FIN 48 also provides guidance on derecognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures.

The Company adopted the provisions of FIN 48 on January 1, 2007. As a result of the implementation of FIN 48, the Company recognized no change in the liability for unrecognized tax benefits, thus, there was no change to the January 1, 2007 retained earnings balance.

**Note 11 Capital Ratios**

The Company had a leverage ratio of 8.09% and 7.36%, risk-weighted Tier 1 capital ratio of 12.48% and 12.49% and risk-weighted total capital ratio of 13.54% and 13.61% at September 30, 2007 and December 31, 2006, respectively. The identified intangibles and goodwill of $316,031,000 as of September 30, 2007, recorded in connection with the acquisitions made by the Company, are deducted from the sum of core capital elements when determining the capital ratios of the Company. The Company actively monitors the regulatory capital ratios to ensure that the Company s bank subsidiaries are well capitalized under the regulatory framework.

In March 2005, the Federal Reserve Board issued a final rule that would continue to allow the inclusion of trust preferred securities in Tier 1 capital, but with stricter quantitative limits. Under the final rule, after a five-year transition period ending March 31, 2009, the aggregate amount of trust preferred securities and certain other capital elements would be limited to 25% of Tier 1 capital elements, net of goodwill, less any associated deferred tax liability. The amount of trust preferred securities and certain other elements in excess of the limit could be included in Tier 2 capital, subject to restrictions. Bank holding companies with significant international operations will be expected to limit trust preferred securities to 15% of Tier 1 capital elements, net of goodwill; however, they may include qualifying mandatory convertible preferred securities up to the 25% limit.

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

**Special Cautionary Notice Regarding Forward Looking Information**

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

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

- Changes in interest rates and market prices, which could reduce the Company s net interest margins, asset valuations and expense expectations.
- Changes in the capital markets utilized by the Company and its subsidiaries, including changes in the interest rate environment that may reduce margins.
- Changes in state and/or federal laws and regulations to which the Company and its subsidiaries, as well as their customers, competitors and potential competitors, are subject, including, without limitation, changes in the accounting, tax and regulatory treatment of trust preferred securities, as well as changes in banking, tax, securities, insurance and employment laws and regulations.
- Changes in U.S. Mexico trade, including, without limitation, reductions in border crossings and commerce resulting from the Homeland Security Programs called US-VISIT, which is derived from Section 110 of the Illegal Immigration Reform and Immigrant Responsibility Act of 1996.
- The loss of senior management or operating personnel.
- Increased competition from both within and outside the banking industry.
- Changes in local, national and international economic business conditions that adversely affect the Company s customers and their ability to transact profitable business with the Company, including the ability of its borrowers to repay their loans according to their terms or a change in the value of the related collateral.
- The timing, impact and other uncertainties of the Company s potential future acquisitions including the Company s ability to identify suitable potential future acquisition candidates, the success or failure in the integration of their operations and the Company s ability to maintain its current branch network and to enter new markets successfully and capitalize on growth opportunities.
- Changes in the Company s ability to pay dividends on its Common Stock.
- The effects of the litigation and proceedings pending with the Internal Revenue Service regarding the Company s lease financing transactions.
- Additions to the Company s loan loss allowance as a result of changes in local, national or international conditions which adversely affect the Company s customers.
- Political instability in the United States and Mexico.
- Technological changes.
- Acts of war or terrorism.
- Natural disasters.
- The effect of changes in accounting policies and practices as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standards setters.

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

**Overview**

The Company, which is headquartered in Laredo, Texas, with more than 250 facilities and more than 390 ATMs, provides banking services for commercial, consumer and international customers of South, Central and Southeast Texas and the State of Oklahoma. The Company is one of the largest independent commercial bank holding companies headquartered in Texas. The Company, through its bank subsidiaries, is in the business of gathering funds from various sources and investing those funds in order to earn a return. The Company either directly or through a bank subsidiary owns two insurance agencies, a broker/dealer and a majority interest in an investment banking unit that owns a broker/dealer. The Company s primary earnings come from the spread between the interest earned on interest-bearing assets and the interest paid on interest-bearing liabilities. In addition, the Company generates income from fees on products offered to commercial, consumer and international customers.

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

Expense control is an essential element in the Company s long-term profitability. As a result, one of the key ratios the Company monitors is the efficiency ratio, which is a measure of non-interest expense to net interest income plus non-interest income. The Company monitors this ratio over time to assess the Company s efficiency relative to its peers and whether the Company is being productive with its long term goals of providing superior returns to the Company s shareholders. The first quarter of 2007 was negatively affected by an impairment charge of $13.1 million, after tax, arising from a charge on certain investment securities. This impairment charge negatively affected the efficiency ratio but does not necessarily reflect a long-term negative trend. The first quarter of 2006 was negatively affected by a $8.9 million, net of tax expense recognized as part of the tax litigation. Additionally, the Company s efficiency ratio has been negatively impacted over the last few years because of the Company s aggressive branch expansion which has added 66 branches in 2006 and the first nine months of 2007. During rapid expansion periods, the Company s efficiency ratio will suffer but the long-term benefits of the expansion should be realized in future periods and the benefits should positively impact the efficiency ratio in future periods.

**Results of Operations**

**Summary**

**Consolidated Statements of Condition Information**

| | September 30, 2007 | December 31, 2006 | Percent Increase (Decrease) |
|---|---|---|---|
| | (Dollars in Thousands ) | | |

| | | | | | |
|---|---|---|---|---|---|
| Assets | $ | 10,616,870 | $ | 10,911,454 | (2.7)% |
| Net loans | | 5,172,228 | | 4,970,273 | 4.1 |
| Deposits | | 7,021,596 | | 6,989,918 | 0.5 |
| Other borrowed funds | | 1,141,333 | | 2,095,576 | (45.5) |
| Junior subordinated deferrable interest debentures | | 211,199 | | 210,908 | 0.1 |
| Shareholders equity | | 909,720 | | 842,056 | 8.0 |

**Consolidated Statements of Income Information**

| | Three Months Ended September 30, 2007 | Three Months Ended September 30, 2006 | Percent Increase (Decrease) | Nine Months Ended September 30, 2007 | Nine Months Ended September 30, 2006 | Percent Increase (Decrease) |
|---|---|---|---|---|---|---|
| | (Dollars in Thousands) | | | (Dollars in Thousands) | | |
| Interest income | $ 159,158 | $ 156,552 | 1.7% | $ 484,421 | $ 448,244 | 8.1% |
| Interest expense | 81,350 | 86,600 | (6.1) | 252,276 | 231,930 | 8.8 |
| | | | | | | |
| Net interest income | 77,808 | 69,952 | 11.2 | 232,145 | 216,314 | 7.3 |
| Provision for (credit) possible loan losses | (3,916) | 1,954 | (300.4) | (1,357) | 2,633 | (151.5) |
| Non-interest income | 45,617 | 40,058 | 13.9 | 119,125 | 127,697 | (6.7) |
| Non-interest expense | 78,352 | 69,028 | 13.5 | 223,851 | 215,605 | 3.8 |
| Net income | 32,662 | 26,593 | 22.8 | 85,896 | 85,226 | 0.8 |
| | | | | | | |
| Per common share (adjusted for stock dividends): | | | | | | |
| Basic | $ .47 | $ .38 | 23.7% | $ 1.24 | $ 1.23 | 0.8% |
| Diluted | .47 | .38 | 23.7 | 1.23 | 1.21 | 1.7 |

**Net Income**

Net income for the third quarter of 2007 increased by 22.8% as compared to the same period in 2006. A portion of the increase is due to the credit for possible loan losses recorded in 2007. Net income for the nine months ended September 30, 2007 increased by 0.8% as compared to the same period in 2006. Net income for the first nine months of 2007 was negatively impacted by an impairment charge of $13.1 million, after tax, on certain investments. A significant portion of the impairment charge was the result of the Company s strategic identification of certain investment securities that were sold in the second quarter of 2007 with the proceeds from the sales used to reduce Federal Home Loan Bank ( FHLB ) borrowings. Net income for the same period was positively affected by the sale of the securities, which generated gains of $1.5 million, after tax. The investments sold were certain hybrid mortgage backed securities with a coupon re-set date that exceeded 30 months and a weighted average yield to coupon re-set that was approximately 100 basis points less than the FHLB certificate of indebtedness short-term rate. The sale of the securities facilitated a re-positioning of the balance sheet to a more neutral position in terms of interest rate risk and also improved operating ratios.

Net income for the first nine months of 2006 was negatively impacted by a $8.9 million, net of tax, charge to operations as a result of the loss of a IRS tax lawsuit that was litigated during the third quarter of 2005 in the Federal District Court in San Antonio, Texas and relates to certain leasing transactions previously discussed in Note 17 of the Notes to Consolidated Financial Statements set forth in the Company s 2006 Annual Report. Because of the trial court judgment, uncertainty of the outcome at the appellate level and the similarity between the litigated lawsuit and one that is pending, the Company took the $8.9 million charge, net of tax.

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**Net Interest Income**

| | Three Months Ended September 30, 2007 | Three Months Ended September 30, 2006 | Percent (Decrease) Increase | Nine Months Ended September 30, 2007 | Nine Months Ended September 30, 2006 | Percent Increase (Decrease) |
|---|---|---|---|---|---|---|
| | (in Thousands) | | | (in Thousands) | | |
| Interest income: | | | | | | |
| Loans, including fees | $ 112,214 | $ 104,837 | 7.0% | $ 334,193 | $ 292,441 | 14.3% |
| Federal funds sold | 700 | 748 | (6.4) | 2,217 | 2,942 | (24.6) |
| Investment securities: | | | | | | |
| Taxable | 44,862 | 49,728 | (9.8) | 142,300 | 149,094 | (4.6) |
| Tax-exempt | 1,046 | 1,136 | (7.9) | 3,255 | 3,452 | (5.7) |
| Other interest income | 336 | 103 | 226.2 | 2,456 | 315 | 679.7 |
| Total interest income | 159,158 | 156,552 | 1.7 | 484,421 | 448,244 | 8.1 |
| Interest expense: | | | | | | |
| Savings deposits | 14,233 | 9,743 | 46.1 | 41,024 | 28,786 | 42.5 |
| Time deposits | 36,297 | 32,759 | 10.8 | 107,570 | 88,379 | 21.7 |
| Securities sold under repurchase agreements | 11,718 | 7,319 | 60.1 | 30,253 | 22,867 | 32.3 |
| Other borrowings | 14,821 | 29,423 | (49.6) | 60,203 | 74,157 | (18.8) |
| Junior subordinated interest deferrable debentures | 4,281 | 7,356 | (41.8) | 13,226 | 17,741 | (25.4) |
| Total interest expense | 81,350 | 86,600 | (6.1) | 252,276 | 231,930 | 8.8 |
| Net interest income | $ 77,808 | $ 69,952 | 11.2% | $ 232,145 | $ 216,314 | 7.3% |

Net interest income is the spread between income on interest earning assets, such as loans and securities, and the interest expense on liabilities used to fund those assets, such as deposits, repurchase agreements and funds borrowed. Net interest income is the Company s largest source of revenue. Net interest income is affected by both changes in the level of interest rates and changes in the amount and composition of interest earning assets and interest bearing liabilities.

As part of its strategy to manage interest rate risk, the Company strives to manage both assets and liabilities so that interest sensitivities match. One method of calculating interest rate sensitivity is through gap analysis. A gap is the difference between the amount of interest rate sensitive assets and interest rate sensitive liabilities that re-price or mature in a given time period. Positive gaps occur when interest rate sensitive assets exceed interest rate sensitive liabilities, and negative gaps occur when interest rate sensitive liabilities exceed interest rate sensitive assets. A positive gap position in a period of rising interest rates should have a positive effect on net interest income as assets will re-price faster than liabilities. Conversely, net interest income should contract somewhat in a period of falling interest rates. Management can quickly change the Company s interest rate position at any given point in time as market conditions dictate. Additionally, interest rate changes do not affect all categories of assets and liabilities equally or at the same time. Analytical techniques employed by the Company to supplement gap analysis include simulation analysis to quantify interest rate risk exposure. The gap analysis prepared by management is reviewed by the Investment Committee of the Company twice a year (see table on page 25 for the September 30, 2007 gap analysis). Management currently believes that the Company is properly positioned for interest rate changes; however if management determines at any time that the Company is not properly positioned, it will strive to adjust the interest rate sensitive assets and liabilities in order to manage the effect of interest rate changes.

**Non-Interest Income**

| | Three Months Ended September 30, 2007 | Three Months Ended September 30, 2006 | Percent Increase (Decrease) | Nine Months Ended September 30, 2007 | Nine Months Ended September 30, 2006 | Percent Increase (Decrease) |
|---|---|---|---|---|---|---|
| | (in Thousands) | | | (in Thousands) | | |
| Service charges on deposit accounts | $ 23,318 | $ 21,324 | 9.4% | $ 64,602 | $ 63,839 | 1.2% |
| Other service charges, commissions and fees | | | | | | |
| Banking | 8,800 | 7,451 | 18.1 | 25,761 | 21,680 | 18.8 |
| Non-banking | 5,061 | 6,000 | (15.7) | 13,892 | 14,011 | (0.8) |
| Investment securities transactions, net | (1,031) | (1,353) | (23.8) | (15,941) | (943) | 1,590.5 |
| Other investments, net | 4,226 | 3,389 | 24.7 | 14,794 | 15,346 | (3.6) |
| Other income | 5,243 | 3,247 | 61.5 | 16,017 | 13,764 | 16.4 |
| Total non-interest income | $ 45,617 | $ 40,058 | 13.9% | $ 119,125 | $ 127,697 | (6.7)% |

The decrease in investment securities transactions for the nine months ended September 30, 2007 can be attributed to a $17.0 million impairment charge recorded in connection with certain investment securities identified for sale in the first quarter 2007, offset by gains of $2.3 million in the second quarter 2007, when the securities were sold. Additionally, a loss of $1.0 million was recorded on sales of securities in the third quarter of 2007. The impairment charge in the first quarter is a result of the Company s strategic identification of certain investment securities sold in the second quarter 2007 with the proceeds from the sales used to reduce Federal Home Loan Bank ( FHLB ) borrowings. The investments sold were certain hybrid mortgage backed securities with a coupon re-set date that exceeded 30 months and a weighted average yield to coupon re-set that was approximately 100 basis points less than the FHLB certificate of indebtedness short-term rate. The sale of the securities facilitated a re-positioning of the balance sheet to a more neutral position in terms of interest rate risk and improved the Company s operating ratios. As a result of this decision, the Company marked the securities to market. The increase in banking service charges, commissions and fees can be attributed to surcharge and interchange income for use of automated teller machines (ATM) and increased debit card usage by customers.

**Non-Interest Expense**

| | Three Months Ended September 30, 2007 | Three Months Ended September 30, 2006 | Percent Increase (Decrease) | Nine Months Ended September 30, 2007 | Nine Months Ended September 30, 2006 | Percent Increase (Decrease) |
|---|---|---|---|---|---|---|
| | (in Thousands) | | | (in Thousands) | | |
| Employee compensation and benefits | $ 34,645 | $ 31,418 | 10.3% | $ 97,800 | $ 91,042 | 7.4% |
| Occupancy | 8,172 | 6,919 | 18.1 | 23,515 | 19,667 | 19.6 |
| Depreciation of bank premises and equipment | 8,178 | 7,201 | 13.6 | 23,547 | 21,006 | 12.1 |
| Professional fees | 3,014 | 2,819 | 6.9 | 8,483 | 8,289 | 2.3 |
| Stationery and supplies | 1,466 | 1,568 | (6.5) | 4,437 | 4,469 | (0.7) |
| Amortization of identified intangible assets | 1,332 | 1,217 | 9.4 | 3,861 | 3,650 | 5.8 |
| Advertising | 3,391 | 2,891 | 17.3 | 9,811 | 8,935 | 9.8 |
| Other | 18,154 | 14,995 | 21.1 | 52,397 | 58,547 | (10.5) |
| Total non-interest expense | $ 78,352 | $ 69,028 | 13.5% | $ 223,851 | $ 215,605 | 3.8% |

The increase in employee compensation and benefits for the three and nine months ended September 30, 2007 can be attributed to increased commissions paid on increased fee income by its investment banking group and an increase in total employees as the result of the bank acquisitions and de novo branching activity at the bank subsidiaries. Other expense for the nine months ended September 30, 2006 reflects $13,640,000 paid to the IRS in connection with the tax lawsuits (See Note 10 to the consolidated financial statements). Non-interest expense was also affected by the aggressive de novo branching activity that has added 32 new branches in 2006 and 34 branches in 2007, including three acquired in the Southwest First Community acquisition.

**Financial Condition**

**Allowance for Possible Loan Losses**

The allowance for possible loan losses decreased 2.3% to $63,075,000 at September 30, 2007 from $64,537,000 at December 31, 2006. The provision for possible loan losses charged to expense decreased 151.5% to $(1,357,000) for the nine months ended September 30, 2007 from $2,633,000 for the same period in 2006. The decrease can be attributed to the recovery of a loan that was charged off in prior years and was acquired in the LFIN acquisition. The allowance for possible loan losses was 1.2% of total loans, net of unearned income at September 30, 2007 and at December 31, 2006, respectively. The Company is not involved in sub-prime mortgage lending and the allowance for possible loan losses does not reflect any reserve for such lending.

**Investment Securities**

Investment securities decreased 10.2% to $4,030,736,000 at September 30, 2007, from $4,490,453,000 at December 31, 2006. The Company recorded an impairment charge of $17.0 million in the first quarter 2007 related to certain identified investment securities. The impairment charge is a result of the Company s strategic identification of certain investment securities that were sold in the second quarter 2007 with the proceeds from the sales used to reduce FHLB borrowings. The investments sold were certain hybrid mortgage backed securities with a coupon re-set date that exceeded 30 months and a weighted average yield to coupon re-set that was approximately 100 basis points less than the FHLB certificate of indebtedness short-term rate. The sale of the securities facilitated a re-positioning of the balance sheet to a more neutral position in terms of interest rate risk and also improved operating ratios. As a result of this decision, the Company marked the securities to market in the first quarter 2007. The Company recorded additional losses on sales of securities of approximately $1 million in the third quarter 2007. The sale of securities was a result of the Company s continued re-positioning of the balance sheet to a more neutral position in terms of interest rate risk and will also improve operating ratios in the short term. The securities sold were hybrid mortgage backed securities with a coupon re-set date that was 15 30 months and a weighted average yield to coupon re-set that was approximately 60 basis points below the FHLB short-term advance rate. All of the mortgage-backed securities held by the Company are either fully guaranteed by the U.S. Government or issued by an agency of the Federal Government and are rated AAA.

**Loans**

Loans, net of unearned discounts increased 4.0% to $5,235,303,000 at September 30, 2007, from $5,034,810,000 at December 31, 2006. The increase in loans can be attributed to the Company s expanded efforts to grow its loan balances.

**Deposits**

Deposits increased 0.5% to $7,021,596,000 at September 30, 2007, from $6,989,918,000 at December 31, 2006. The change in deposits is primarily the result of the Company s internal sales program and the acquisition of Southwest First Community, Inc.

**Foreign Operations**

On September 30, 2007, the Company had $10,616,870,000 of consolidated assets, of which approximately $277,648,000, or 2.6%, was related to loans outstanding to borrowers domiciled in foreign countries, compared to $309,144,000, or 2.8%, at December 31, 2006. Of the $277,648,000, 78.7% is directly or indirectly secured by U.S. assets, certificates of deposits and real estate; 20.4% is secured by foreign real estate; .2% is secured by foreign real estate related to maquiladora plants and guaranteed under lease obligations primarily by U.S. companies, many of which are on the Fortune 500 list of companies; and 0.7% is unsecured.

**Critical Accounting Policies**

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

The Company considers its Allowance for Possible Loan Losses as a policy critical to the sound operations of the bank subsidiaries. The allowance for possible loan losses consists of the aggregate loan loss allowances of the bank subsidiaries. The allowances are established through charges to operations in the form of provisions for possible loan losses. Loan losses or recoveries are charged or credited directly to the allowances. The allowance for possible loan losses of each bank subsidiary is maintained at a level considered appropriate by management, based on estimated probable losses in the loan portfolio. The allowance is derived from the following elements: (i) allowances established on specific loans and (ii) allowances based on historical loss experience on the Company s remaining loan portfolio, which includes general economic conditions and other qualitative risk factors both internal and external to the Company. See also discussion regarding the allowance for possible loan losses and provision for possible loan losses included in the results of operations and Provision and Allowance for Possible Loan Losses included in Notes 1 and 5 of the notes to Consolidated Financial Statements in the Company s latest Annual Report on Form 10-K for further information regarding the Company s provision and allowance for possible loan losses policy.

**Liquidity and Capital Resources**

The maintenance of adequate liquidity provides the Company s bank subsidiaries with the ability to meet potential depositor withdrawals, provide for customer credit needs, maintain adequate statutory reserve levels and take full advantage of high-yield investment opportunities as they arise. Liquidity is afforded by access to financial markets and by holding appropriate amounts of liquid assets. The Company s bank subsidiaries derive their liquidity largely from deposits of individuals and business entities. Deposits from persons and entities domiciled in Mexico comprise a stable portion of the deposit base of the Company s bank subsidiaries. Other important funding sources for the Company s bank subsidiaries during 2007 and 2006 have been borrowings from FHLB, securities sold under repurchase agreements and large certificates of deposit, requiring management to closely monitor its asset/liability mix in terms of both rate sensitivity and maturity distribution. Primary liquidity of the Company and its subsidiaries has been maintained by means of increased investment in shorter-term securities, certificates of deposit and

repurchase agreements. As in the past, the Company will continue to monitor the volatility and cost of funds in an attempt to match maturities of rate-sensitive assets and liabilities and respond accordingly to anticipated fluctuations in interest rates over reasonable periods of time.

The Company maintains an adequate level of capital as a margin of safety for its depositors and shareholders. At September 30, 2007, shareholders equity was $909,720,000 compared to $842,056,000 at December 31, 2006, an increase of $67,664,000, or 8.0%.

The Company had a leverage ratio of 8.09% and 7.36%, risk-weighted Tier 1 capital ratio of 12.48% and 12.49% and risk-weighted total capital ratio of 13.54% and 13.61% at September 30, 2007 and December 31, 2006, respectively. The identified intangibles and goodwill of $316,031,000 as of September 30, 2007, recorded in connection with the Company s acquisitions, are deducted from the sum of core capital elements when determining the capital ratios of the Company.

As in the past, the Company will continue to monitor the volatility and cost of funds in an attempt to match maturities of rate-sensitive assets and liabilities, and respond accordingly to anticipate fluctuations in interest rates by adjusting the balance between sources and uses of funds as deemed appropriate. The net-interest rate sensitivity as of September 30, 2007 is illustrated in the table on the following page. This information reflects the balances of assets and liabilities for which rates are subject to change. A mix of assets and liabilities that are roughly equal in volume and re-pricing characteristics represents a matched interest rate sensitivity position. Any excess of assets or liabilities results in an interest rate sensitivity gap.

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

**Interest Rate Sensitivity**

(Dollars in Thousands)

| September 30, 2007 | 3 Months or Less | Over 3 Months to 1 Year | Rate/Maturity Over 1 Year to 5 Years | Over 5 Years | Total |
|---|---|---|---|---|---|
| Rate sensitive assets | | | | | |
| Federal funds sold | $ 18,000 | $ | $ | $ | $ 18,000 |
| Time deposits with banks | 6,920 | 4,455 | | | 11,375 |
| Investment securities | 244,975 | 1,384.240 | 2,242,261 | 159,260 | 4,030,736 |
| Loans, net of non-accruals | 3,941,426 | 332,552 | 379,111 | 575,243 | 5,228,332 |
| Total earning assets | $ 4,211,321 | $ 1,721,247 | $ 2,621,372 | $ 734,503 | $ 9,288,443 |
| Cumulative earning assets | $ 4,211,321 | $ 5,932,568 | $ 8,553,940 | $ 9,288,443 | |
| Rate sensitive liabilities | | | | | |
| Time deposits | $ 1,459,852 | $ 1,487,406 | $ 336,829 | $ 869 | $ 3,284,956 |
| Other interest bearing deposits | 2,316,113 | | | | 2,316,113 |
| Securities sold under repurchase agreements | 367,136 | 70,174 | 203,950 | 600,000 | 1,241,260 |
| Other borrowed funds | 1,141,265 | | | 68 | 1,141,333 |
| Junior subordinated deferrable interest debentures | 200,921 | | | 10,278 | 211,199 |
| Total interest bearing liabilities | $ 5,485,287 | $ 1,557,580 | $ 540,779 | $ 611,215 | $ 8,194,861 |
| Cumulative sensitive liabilities | $ 5,485,287 | $ 7,042,867 | $ 7,583,646 | $ 8,194,861 | |
| Repricing gap | $ (1,273,966) | $ 163,667 | $ 2,080,593 | $ 123,288 | $ 1,093,582 |
| Cumulative repricing gap | (1,273,966) | (1,110,299) | 970,294 | 1,093,582 | |
| Ratio of interest-sensitive assets to liabilities | .77 | 1.11 | 4.85 | 1.20 | 1.13 |
| Ratio of cumulative, interest-sensitive assets to liabilities | .77 | .84 | 1.13 | 1.13 | |

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

During the first nine months of 2007, there were no material changes in market risk exposures that affected the quantitative and qualitative disclosures regarding market risk presented under the caption Liquidity and Capital Resources located on pages 18 through 23 of the Company s 2006 Annual Report as filed as an exhibit to the Company s Form 10-K for the year ended December 31, 2006.

**Item 4. Controls and Procedures**

*Disclosure Controls and Procedures*

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

*Internal Control Over Financial Reporting*

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

**PART II - OTHER INFORMATION**

**Item 1. Legal Proceedings**

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

The Company s lead bank subsidiary has invested in partnerships, which have entered into several lease-financing transactions. The lease-financing transactions in two of the partnerships have been examined by the Internal Revenue Service ( IRS ). In both partnerships, the lead bank subsidiary was the owner of a ninety-nine percent (99%) limited partnership interest. The IRS has issued separate Notice of Final Partnership Administrative Adjustments ( FPAA ) to the partnerships and on September 25, 2001, and January 10, 2003, the Company filed lawsuits contesting the adjustments asserted in the FPAAs.

Prior to filing the lawsuits the Company was required to deposit the estimated tax due of approximately $4,083,000 with respect to the first FPAA and $7,710,606 with respect to the second FPAA with the IRS pursuant to the Internal Revenue Code. If it is determined that the amount of tax due, if any, related to the lease-financing transactions is less than the amount of the deposits, the remaining amount of the deposits would be returned to the Company.

In order to curtail the accrual of additional interest related to the disputed tax benefits and because interest rates were unfavorable, on March 7, 2003, the Company submitted to the IRS a total of approximately $13.7 million, which constitutes the interest that would have accrued based on the adjustments proposed in the FPAAs related to both of the lease-financing transactions. If it is determined that the amount of interest due, if any, related to the lease-financing transactions is less than the approximate $13.7 million, the remaining amount of the prepaid interest would be refunded to the Company, plus interest thereon.

Beginning August 29, 2005, IBC proceeded to litigate one of the partnership tax cases in the Federal District Court in San Antonio, Texas. The case was tried over nine days beginning August 29, 2005. On March 31, 2006, the trial court rendered a judgment against the Company on the first FPAA. IBC timely filed its notice of appeal to the Fifth Circuit Court of Appeals. The appeal was argued on August 8, 2007 and the Trial Court decision was affirmed on August 23, 2007. Unless further appealed, the judgment will be come non-appealable on November 21, 2007. The other partnership tax case was and continues to be stayed by the same Trial Court.

The Company, through December 31, 2005, had previously expensed approximately $12.0 million in connection with the lawsuits. Because of the above-referenced trial court judgment against the Company on the first FPAA, the uncertainty of the outcome at the appellate level, and the similarity between the two FPAAs, the Company, through December 31, 2006, has expensed an additional $13.7 million, approximately. The resultant approximately $25.7 million expensed is the total of the tax adjustments due and the interest due on such adjustments for both FPAAs. Management is determining whether to further appeal the judgment in the first case and will continue to evaluate the merits of each lawsuit and make any appropriate revisions to the amounts, as deemed necessary.

As part of the LFIN acquisition, two tax matters were transferred to the Company. The first relates to deductions taken on amended returns filed by LFIN during 2003 for the tax years ended June 30, 1999 through December 31, 2001. The refunds requested on the amended returns amounted to approximately $7.0 million. At December 31, 2003, LFIN had received approximately $2.0 million of the total refund requested. Because all the refunds are under review by the IRS, LFIN had established a reserve equal to the $2.0 million received and did not recognize any benefit for the remaining $5.0 million. The second tax contingency reserve of $7.0 million was resolved with the IRS in September 2006 and as a result, the second tax contingency reserve is no longer required. The reserve was applied to the goodwill acquired as part of the LFIN acquisition. During the first quarter of 2007, the Company favorably resolved the issues with the IRS on the first tax contingency for approximately $7.0 million plus interest accrued thereon. The Company has applied the refund, including interest accrued prior to the LFIN acquisition, to the goodwill that resulted from the LFIN acquisition. The Company has booked the remaining portion of the interest accrued on the tax matter subsequent to the LFIN acquisition to earnings.

In June 2006, the Financial Accounting Standards Board issued Financial Interpretation No. 48, ( FIN 48 ), Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109, Accounting for Income Taxes. FIN 48 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under FIN 48, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. FIN 48 also provides guidance on derecognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures.

The Company adopted the provisions of FIN 48 on January 1, 2007. As a result of the implementation of FIN 48, the Company recognized no change in the liability for unrecognized tax benefits, thus, there was no change to the January 1, 2007 retained earnings balance.

**1A. Risk Factors**

There were no material changes in the risk factors as previously disclosed in Item 1A to Part I of the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2006.

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

The Company expanded its formal stock repurchase program on May 3, 2007. Under the expanded stock repurchase program, the Company is authorized to repurchase up to $225,000,000 of its common stock through December 2008. Stock repurchases may be made from time to time, on the open market or through private transactions. Shares repurchased in this program will be held in treasury for reissue for various corporate purposes, including employee stock option plans. As of November 1, 2007, a total of 6,091,735 shares had been repurchased under this program at a cost of $210,696,000. Stock repurchases are reviewed quarterly at the Company s Board of Directors meetings and the Board of Directors has stated that the aggregate investment in treasury stock should not exceed $245,973,000. In the past, the Board of Directors has increased previous caps on treasury stock once they were met, but there are no assurances that an increase of the $245,973,000 cap will occur in the future. As of November 1, 2007, the Company has approximately $231,669,000 invested in treasury shares, which amount has been accumulated since the inception of the Company.

Share repurchases are only conducted under publicly announced repurchase programs approved by the Board of Directors. The following table includes information about share repurchases for the quarter ended September 30, 2007.

| | Total Number of Shares Purchased(1) | Average Price Paid Per Share | Shares Purchased as Part of a Publicly-Announced Program | Approximate Dollar Value of Shares Available for Repurchase (2) |
|---|---|---|---|---|
| July 1 July 31, 2007 | 84,105 | 24.77 | | $ 23,702,000 |
| August 1 August 31, 2007 | 289,526 | 22.86 | 289,526 | 17,082,000 |
| September 1 September 30, 2007 | 121,972 | 22.78 | 121,972 | 14,304,000 |
| | 495,603 | $ 23.17 | 411,498 | |

(1) During the third quarter of 2007, the Company repurchased 83,893 shares for a total purchase price of $2,077,000 from employees of the GulfStar Group, who exercised non-qualified stock options.

(2) The formal stock repurchase program was initiated in 1999 and has been expanded periodically with the most recent expansion occurring in May 2007. The current program allows for the repurchase of up to $225,000,000 of treasury stock through December 2008 of which $14,304,000 remains.

**Item 6. Exhibits**

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

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

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

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

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

SIGNATURES

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

INTERNATIONAL BANCSHARES CORPORATION

Date:November 8, 2007

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

Date: November 8, 2007

/s/ Imelda Navarro
Imelda Navarro
Treasurer