

# INDEPENDENT BANK GROUP, INC.

## FORM 10-Q (Quarterly Report)

Filed 07/27/16 for the Period Ending 06/30/16

Address	1600 REDBUD BOULEVARD SUITE 400 MCKINNEY, TX 75069
Telephone	(972) 562-9004
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Sector	Conglomerates
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.**

For the quarterly period ended **June 30, 2016**.

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 **001-35854**

**Independent Bank Group, Inc.**

(Exact name of registrant as specified in its charter)

Texas

(State or other jurisdiction of incorporation or organization)

13-4219346

(I.R.S. Employer Identification No.)

**1600 Redbud Boulevard, Suite 400  
McKinney, Texas**

(Address of principal executive offices)

75069-3257

(Zip Code)

**(972) 562-9004**

(Registrant's telephone number, including area code)

**Not applicable**

(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 such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

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

Applicable Only to Corporate Issuers

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

Common Stock, Par Value \$0.01 Per Share – 18,475,978 shares as of July 26, 2016.

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**INDEPENDENT BANK GROUP, INC. AND SUBSIDIARIES**  
**Form 10-Q**  
**June 30, 2016**

<b>PART I.</b>	<b><u>Financial Information</u></b>	
Item 1.	<u>Financial Statements</u>	
	<u>Consolidated Balance Sheets-Unaudited</u>	<u>1</u>
	<u>Consolidated Statements of Income-Unaudited</u>	<u>2</u>
	<u>Consolidated Statements of Comprehensive Income-Unaudited</u>	<u>3</u>
	<u>Consolidated Statements of Changes in Stockholders' Equity-Unaudited</u>	<u>4</u>
	<u>Consolidated Statements of Cash Flows-Unaudited</u>	<u>5</u>
	<u>Notes to Consolidated Financial Statements-Unaudited</u>	<u>6</u>
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>30</u>
Item 3.	<u>Quantitative and Qualitative Disclosures about Market Risk</u>	<u>45</u>
Item 4.	<u>Controls and Procedures</u>	<u>46</u>
<b>PART II.</b>	<b><u>Other Information</u></b>	
Item 1.	<u>Legal Proceedings</u>	<u>47</u>
Item 1A.	<u>Risk Factors</u>	<u>47</u>
Item 2	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>47</u>
Item 3.	<u>Defaults Upon Senior Securities</u>	<u>47</u>
Item 4.	<u>Mine Safety Disclosures</u>	<u>47</u>
Item 5.	<u>Other Information</u>	<u>47</u>
Item 6.	<u>Exhibits</u>	<u>48</u>
	<u>Signatures</u>	

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**Independent Bank Group, Inc. and Subsidiaries**

**Consolidated Balance Sheets**  
**June 30, 2016 (unaudited) and December 31, 2015**  
(Dollars in thousands, except share information)

<b>Assets</b>	June 30, 2016	December 31, 2015
Cash and due from banks	\$ 153,975	\$ 129,096
Interest-bearing deposits in other banks	282,630	164,183
<b>Cash and cash equivalents</b>	<b>436,605</b>	<b>293,279</b>
Certificates of deposit held in other banks	12,886	61,746
Securities available for sale (amortized cost of \$282,616 and \$270,711, respectively)	287,976	273,463
Loans held for sale	13,942	12,299
Loans, net of allowance for loan losses of \$30,916 and \$27,043, respectively	4,218,549	3,960,809
Premises and equipment, net	93,151	93,015
Other real estate owned	1,567	2,168
Federal Home Loan Bank (FHLB) of Dallas stock and other restricted stock	26,379	14,256
Bank-owned life insurance (BOLI)	56,396	40,861
Deferred tax asset	5,192	5,892
Goodwill	258,319	258,643
Core deposit intangible, net	15,161	16,357
Other assets	20,674	22,212
<b>Total assets</b>	<b>\$ 5,446,797</b>	<b>\$ 5,055,000</b>
<b>Liabilities, Temporary Equity and Stockholders' Equity</b>		
Deposits:		
Noninterest-bearing	\$ 1,107,620	\$ 1,071,656
Interest-bearing	3,100,785	2,956,623
<b>Total deposits</b>	<b>4,208,405</b>	<b>4,028,279</b>
FHLB advances	470,784	288,325
Repurchase agreements	—	12,160
Other borrowings	107,335	68,295
Other borrowings, related parties	50	2,503
Junior subordinated debentures	18,147	18,147
Other liabilities	12,448	9,982
<b>Total liabilities</b>	<b>4,817,169</b>	<b>4,427,691</b>
Commitments and contingencies		
<b>Temporary equity:</b> Series A preferred stock (0 and 23,938.35 shares issued and outstanding, respectively)	—	23,938
<b>Stockholders' equity:</b>		
Common stock (18,475,978 and 18,399,194 shares outstanding, respectively)	185	184
Additional paid-in capital	533,369	530,107
Retained earnings	91,997	70,698
Accumulated other comprehensive income	4,077	2,382
<b>Total stockholders' equity</b>	<b>629,628</b>	<b>603,371</b>
<b>Total liabilities, temporary equity and stockholders' equity</b>	<b>\$ 5,446,797</b>	<b>\$ 5,055,000</b>

See Notes to Consolidated Financial Statements

**Independent Bank Group, Inc. and Subsidiaries**

**Consolidated Statements of Income**  
**Three and Six Months Ended June 30, 2016 and 2015 (unaudited)**  
**(Dollars in thousands, except per share information)**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
<b>Interest income:</b>				
Interest and fees on loans	\$ 50,418	\$ 41,625	\$ 100,328	\$ 81,205
Interest on taxable securities	764	551	1,494	1,160
Interest on nontaxable securities	444	449	895	863
Interest on interest-bearing deposits and other	315	122	688	255
Total interest income	51,941	42,747	103,405	83,483
<b>Interest expense:</b>				
Interest on deposits	3,923	3,018	7,574	5,727
Interest on FHLB advances	998	718	1,999	1,470
Interest on repurchase agreements and other borrowings	987	1,096	1,990	2,165
Interest on junior subordinated debentures	150	135	299	263
Total interest expense	6,058	4,967	11,862	9,625
<b>Net interest income</b>	<b>45,883</b>	<b>37,780</b>	<b>91,543</b>	<b>73,858</b>
Provision for loan losses	2,123	1,659	5,120	3,329
<b>Net interest income after provision for loan losses</b>	<b>43,760</b>	<b>36,121</b>	<b>86,423</b>	<b>70,529</b>
<b>Noninterest income:</b>				
Service charges on deposit accounts	1,752	1,679	3,447	3,264
Mortgage fee income	2,021	1,429	3,397	2,729
Gain on sale of other real estate	10	49	53	179
Gain on sale of securities available for sale	4	90	4	90
Gain on sale of premises and equipment	3	—	41	—
Increase in cash surrender value of BOLI	270	268	535	538
Other	869	594	1,922	1,275
Total noninterest income	4,929	4,109	9,399	8,075
<b>Noninterest expense:</b>				
Salaries and employee benefits	19,567	14,650	36,341	29,074
Occupancy	4,041	4,027	8,081	7,937
Data processing	1,203	666	2,385	1,354
FDIC assessment	869	493	1,595	1,012
Advertising and public relations	251	253	546	599
Communications	550	554	1,085	1,093
Net other real estate owned expenses (including taxes)	2	37	35	96
Other real estate impairment	—	25	55	25
Core deposit intangible amortization	492	367	980	739
Professional fees	977	677	1,637	1,167
Acquisition expense, including legal	90	28	729	500
Other	2,981	2,678	6,073	5,245
Total noninterest expense	31,023	24,455	59,542	48,841
<b>Income before taxes</b>	<b>17,666</b>	<b>15,775</b>	<b>36,280</b>	<b>29,763</b>
Income tax expense	5,857	5,204	12,019	9,740
<b>Net income</b>	<b>\$ 11,809</b>	<b>\$ 10,571</b>	<b>\$ 24,261</b>	<b>\$ 20,023</b>
<b>Basic earnings per share</b>	<b>\$ 0.64</b>	<b>\$ 0.61</b>	<b>\$ 1.31</b>	<b>\$ 1.16</b>
<b>Diluted earnings per share</b>	<b>\$ 0.64</b>	<b>\$ 0.61</b>	<b>\$ 1.31</b>	<b>\$ 1.16</b>

See Notes to Consolidated Financial Statements



**Independent Bank Group, Inc. and Subsidiaries****Consolidated Statements of Comprehensive Income  
Three and Six Months Ended June 30, 2016 and 2015 (unaudited)  
(Dollars in thousands)**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net income	\$ 11,809	\$ 10,571	\$ 24,261	\$ 20,023
Other comprehensive income (loss) before tax:				
Change in net unrealized gains (losses) on available for sale securities during the year	1,407	(2,087)	2,612	(706)
Reclassification adjustment for gain on sale of securities available for sale included in net income	(4)	(90)	(4)	(90)
Other comprehensive income (loss) before tax	1,403	(2,177)	2,608	(796)
Income tax expense (benefit)	491	(821)	913	(338)
Other comprehensive income (loss), net of tax	912	(1,356)	1,695	(458)
<b>Comprehensive income</b>	<b>\$ 12,721</b>	<b>\$ 9,215</b>	<b>\$ 25,956</b>	<b>\$ 19,565</b>

See Notes to Consolidated Financial Statements

**Independent Bank Group, Inc. and Subsidiaries**

**Consolidated Statements of Changes in Stockholders' Equity**  
**Six Months Ended June 30, 2016 and 2015 (unaudited)**  
**(Dollars in thousands, except for par value, share and per share information)**

	Series A Preferred Stock \$.01 Par Value 10 million shares authorized	Common Stock \$.01 Par Value 100 million shares authorized		Additional Paid in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Total
		Shares	Amount				
<b>Balance, December 31, 2015</b>	\$ —	18,399,194	\$ 184	\$ 530,107	\$ 70,698	\$ 2,382	\$ 603,371
Net income	—	—	—	—	24,261	—	24,261
Other comprehensive income, net of tax	—	—	—	—	—	1,695	1,695
Restricted stock forfeited	—	(6,036)	—	—	—	—	—
Restricted stock granted	—	82,820	1	(1)	—	—	—
Stock based compensation expense	—	—	—	3,641	—	—	3,641
Income tax deficiency on restricted stock vested	—	—	—	(378)	—	—	(378)
Preferred stock dividends	—	—	—	—	(8)	—	(8)
Cash dividends (\$0.16 per share)	—	—	—	—	(2,954)	—	(2,954)
<b>Balance, June 30, 2016</b>	<u>\$ —</u>	<u>18,475,978</u>	<u>\$ 185</u>	<u>\$ 533,369</u>	<u>\$ 91,997</u>	<u>\$ 4,077</u>	<u>\$ 629,628</u>
<b>Balance, December 31, 2014</b>	\$ 23,938	17,032,669	\$ 170	\$ 476,609	\$ 37,731	\$ 2,403	\$ 540,851
Net income	—	—	—	—	20,023	—	20,023
Other comprehensive loss, net of tax	—	—	—	—	—	(458)	(458)
Offering costs related to acquired bank	—	—	—	(144)	—	—	(144)
Restricted stock forfeited	—	(11,399)	—	—	—	—	—
Restricted stock granted	—	87,124	1	(1)	—	—	—
Income tax deficiency on restricted stock vested	—	—	—	(66)	—	—	(66)
Stock based compensation expense	—	—	—	2,099	—	—	2,099
Preferred stock dividends	—	—	—	—	(120)	—	(120)
Cash dividends (\$0.16 per share)	—	—	—	—	(2,738)	—	(2,738)
<b>Balance, June 30, 2015</b>	<u>\$ 23,938</u>	<u>17,108,394</u>	<u>\$ 171</u>	<u>\$ 478,497</u>	<u>\$ 54,896</u>	<u>\$ 1,945</u>	<u>\$ 559,447</u>

See Notes to Consolidated Financial Statements



**Independent Bank Group, Inc. and Subsidiaries**

**Consolidated Statements of Cash Flows**  
**Six Months Ended June 30, 2016 and 2015 (unaudited)**  
**(Dollars in thousands)**

	Six Months Ended June 30,	
	2016	2015
<b>Cash flows from operating activities:</b>		
Net income	\$ 24,261	\$ 20,023
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
Depreciation expense	3,306	3,074
Accretion of income recognized on acquired loans	(3,362)	(1,211)
Amortization of core deposit intangibles	980	739
Amortization of premium on securities, net	812	772
Amortization of discount and origination costs on other borrowings	64	75
Stock based compensation expense	3,641	2,099
FHLB stock dividends	(103)	(22)
Gain on sale of securities available for sale	(4)	(90)
Gain on sale of premises and equipment	(41)	—
Gain recognized on other real estate transactions	(53)	(179)
Impairment of other real estate	55	25
Deferred tax (benefit) expense	(388)	194
Provision for loan losses	5,120	3,329
Increase in cash surrender value of life insurance	(535)	(538)
Loans originated for sale	(133,684)	(113,721)
Proceeds from sale of loans	132,041	110,937
Net change in other assets	446	6,243
Net change in other liabilities	2,068	36,111
<b>Net cash provided by operating activities</b>	<b>34,624</b>	<b>67,860</b>
<b>Cash flows from investing activities:</b>		
Proceeds from maturities, calls and pay downs of securities available for sale	399,799	171,680
Proceeds from sale of securities available for sale	5,399	12,128
Purchases of securities available for sale	(417,911)	(156,599)
Proceeds from maturities of certificates held in other banks	48,860	—
Purchase of bank owned life insurance contracts	(15,000)	—
Net (purchases) redemptions of FHLB stock	(12,020)	402
Net loans originated	(259,286)	(172,760)
Additions to premises and equipment	(3,564)	(4,290)
Proceeds from sale of premises and equipment	163	—
Proceeds from sale of other real estate owned	1,122	1,437
Capitalized additions to other real estate owned	—	(10)
<b>Net cash used in investing activities</b>	<b>(252,438)</b>	<b>(148,012)</b>
<b>Cash flows from financing activities:</b>		
Net increase in demand deposits, NOW and savings accounts	213,324	175,533
Net (decrease) increase in time deposits	(53,886)	42,353
Proceeds from FHLB advances	525,000	105,000
Repayments of FHLB advances	(342,541)	(140,039)
Net change in repurchase agreements	8,528	1,362
Repayments of other borrowings	(5,798)	(966)
Proceeds from other borrowings	43,413	—
Redemption of preferred stock	(23,938)	—
Offering costs paid in connection with acquired banks	—	(144)
Dividends paid	(2,962)	(2,798)
<b>Net cash provided by financing activities</b>	<b>361,140</b>	<b>180,301</b>

<b>Net change in cash and cash equivalents</b>	<u>143,326</u>	<u>100,149</u>
Cash and cash equivalents at beginning of year	<u>293,279</u>	<u>324,047</u>
Cash and cash equivalents at end of period	<u>\$ 436,605</u>	<u>\$ 424,196</u>

See Notes to Consolidated Financial Statements

## Independent Bank Group, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements (unaudited) (Dollars in thousands, except for share and per share information)

#### Note 1. Summary of Significant Accounting Policies

**Nature of Operations:** Independent Bank Group, Inc. (IBG) through its subsidiary, Independent Bank, a Texas state banking corporation (Bank) (collectively known as the Company), provides a full range of banking services to individual and corporate customers in the North Texas, Central Texas and Houston areas through its various branch locations in those areas. The Company is engaged in traditional community banking activities, which include commercial and retail lending, deposit gathering, investment and liquidity management activities. The Company's primary deposit products are demand deposits, money market accounts and certificates of deposit, and its primary lending products are commercial business and real estate, real estate mortgage and consumer loans.

**Basis of Presentation:** The accompanying consolidated financial statements include the accounts of IBG, its wholly-owned subsidiaries, the Bank and IBG Adriatica Holdings, Inc. (Adriatica) and the Bank's wholly-owned subsidiaries, IBG Real Estate Holdings, Inc., IBG Aircraft Company III, Preston Grand, Inc. and McKinney Avenue Holdings, Inc. and its wholly owned subsidiary, McKinney Avenue SPE 1, Inc. McKinney Avenue Holdings, Inc. and its subsidiary were formed during the first quarter 2016 for the purpose of possible future asset holdings. Adriatica became inactive in 2014. All material intercompany transactions and balances have been eliminated in consolidation. In addition, the Company wholly-owns IB Trust I (Trust I), IB Trust II (Trust II), IB Trust III (Trust III), IB Centex Trust I (Centex Trust I) and Community Group Statutory Trust I (CGI Trust I). The Trusts were formed to issue trust preferred securities and do not meet the criteria for consolidation.

The consolidated interim 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. These financial statements should be read in conjunction with the financial statements and the notes thereto in the Company's Annual Report of Form 10-K for the year ended December 31, 2015. The consolidated statement of condition at December 31, 2015 had been derived from the audited financial statements as of 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.

**Segment Reporting:** The Company has one reportable segment. The Company's chief operating decision-maker uses consolidated results to make operating and strategic decisions.

**Reclassifications:** Certain prior period financial statement amounts have been reclassified to conform to current period presentation. The reclassifications have no effect on net income or stockholders' equity as previously reported.

**Redemption of Small Business Lending Fund Series A Preferred Stock:** On January 14, 2016, the Company redeemed all outstanding shares of its Senior Non-Cumulative Perpetual Small Business Lending Fund Series A Preferred Stock held by the Treasury and related accrued dividends.

**Subsequent events:** Companies are required to evaluate events and transactions that occur after the balance sheet date but before the date the financial statements are issued. They must recognize in the financial statements the effect of all events or transactions that provide additional evidence of conditions that existed at the balance sheet date, including the estimates inherent in the financial statement preparation process. Entities shall not recognize the impact of events or transactions that provide evidence about conditions that did not exist at the balance sheet date but arose after that date. The Company has evaluated subsequent events through the date of filing these financial statements with the Securities and Exchange Commission (SEC) and noted no subsequent events requiring financial statement recognition or disclosure, except as disclosed in Note 12.

**Earnings per share:** Basic earnings per common share are net income available to common shareholders divided by the weighted average number of common shares outstanding during the period. The unvested share-based payment awards that contain rights to non forfeitable dividends are considered participating securities for this calculation. Diluted earnings per common share include the dilutive effect of additional potential common shares issuable under stock warrants. The participating nonvested common stock was not included in dilutive shares as it was anti-dilutive. Proceeds from the assumed exercise of dilutive stock warrants are assumed to be used to repurchase common stock at the average market price.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
<b>Basic earnings per share:</b>				
Net income	\$ 11,809	\$ 10,571	\$ 24,261	\$ 20,023
Less: Preferred stock dividends	—	(60)	(8)	(120)
Net income after preferred stock dividends	11,809	10,511	24,253	19,903
<b>Less:</b>				
Undistributed earnings allocated to participating securities	174	183	385	362
Dividends paid on participating securities	25	27	53	58
Net income available to common shareholders	\$ 11,610	\$ 10,301	\$ 23,815	\$ 19,483
Weighted-average basic shares outstanding	18,157,372	16,769,194	18,123,585	16,740,881
Basic earnings per share	\$ 0.64	\$ 0.61	\$ 1.31	\$ 1.16
<b>Diluted earnings per share:</b>				
Net income available to common shareholders	\$ 11,610	\$ 10,301	\$ 23,815	\$ 19,483
Total weighted-average basic shares outstanding	18,157,372	16,769,194	18,123,585	16,740,881
Add dilutive stock warrants	77,892	87,023	70,721	82,852
Total weighted-average diluted shares outstanding	18,235,264	16,856,217	18,194,306	16,823,733
Diluted earnings per share	\$ 0.64	\$ 0.61	\$ 1.31	\$ 1.16
Anti-dilutive participating securities	35,504	24,379	38,533	43,661

**Note 2. Statement of Cash Flows**

As allowed by the accounting standards, the Company has chosen to report on a net basis its cash receipts and cash payments for time deposits accepted and repayments of those deposits, and loans made to customers and principal collections on those loans. The Company uses the indirect method to present cash flows from operating activities. Other supplemental cash flow information is presented below:

	Six Months Ended June 30,	
	2016	2015
Cash transactions:		
Interest expense paid	\$ 10,855	\$ 9,805
Income taxes paid	\$ 12,010	\$ 12,900
Noncash transactions:		
Accrued preferred stock dividends	\$ —	\$ 60
Transfers of loans to other real estate owned	\$ 523	\$ —
Loans to facilitate the sale of other real estate owned	\$ —	\$ 159
Securities purchased, not yet settled	\$ —	\$ 3,000
Excess tax deficiency on restricted stock vested	\$ (378)	\$ (66)
Transfer of repurchase agreements to deposits	\$ 20,688	\$ —

The supplemental schedule of noncash investing activities from Company acquisition activity includes the following measurement-period adjustments made during the period:

	Six Months Ended June 30,	
	2016	2015
Assets acquired:		
Loans	\$ 735	\$ —
Goodwill	(324)	361
Other real estate owned	—	(373)
Core deposit intangibles	(216)	—
Deferred tax asset	(175)	193
Total assets	\$ 20	\$ 181
Liabilities assumed:		
Other liabilities	20	181
Total liabilities	\$ 20	\$ 181

### Note 3. Securities Available for Sale

Securities available for sale have been classified in the consolidated balance sheets according to management's intent. The amortized cost of securities and their approximate fair values at June 30, 2016 and December 31, 2015, are as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<u>Securities Available for Sale</u>				
June 30, 2016				
U.S. treasuries	\$ 1,000	\$ 1	\$ —	\$ 1,001
Government agency securities	137,766	653	(5)	138,414
Obligations of state and municipal subdivisions	80,781	3,014	(87)	83,708
Residential pass-through securities guaranteed by FNMA, GNMA and FHLMC	63,069	1,799	(15)	64,853
	<u>\$ 282,616</u>	<u>\$ 5,467</u>	<u>\$ (107)</u>	<u>\$ 287,976</u>
December 31, 2015				
U.S. treasuries	\$ 999	\$ 3	\$ —	\$ 1,002
Government agency securities	135,630	237	(567)	135,300
Obligations of state and municipal subdivisions	83,442	2,222	(248)	85,416
Residential pass-through securities guaranteed by FNMA, GNMA and FHLMC	50,640	1,202	(97)	51,745
	<u>\$ 270,711</u>	<u>\$ 3,664</u>	<u>\$ (912)</u>	<u>\$ 273,463</u>

Securities with a carrying amount of approximately \$ 197,429 and \$ 195,479 at June 30, 2016 and December 31, 2015, respectively, were pledged to secure public fund deposits and repurchase agreements.

Proceeds from sale of securities available for sale and gross gains and gross losses for the three months and six months ended June 30, 2016 and 2015 were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Proceeds from sale	5,399	\$ 12,128	\$ 5,399	\$ 12,128
Gross gains	4	90	4	90
Gross losses	—	—	—	—

The amortized cost and estimated fair value of securities available for sale at June 30, 2016, by contractual maturity, are shown below. Maturities of pass-through certificates will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	June 30, 2016	
	Securities Available for Sale	
	Amortized Cost	Fair Value
Due in one year or less	\$ 28,438	\$ 28,449
Due from one year to five years	129,613	130,355
Due from five to ten years	22,947	23,676
Thereafter	38,549	40,643
	<u>219,547</u>	<u>223,123</u>
Residential pass-through securities guaranteed by FNMA, GNMA and FHLMC	63,069	64,853
	<u>\$ 282,616</u>	<u>\$ 287,976</u>

The number of securities, unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, as of June 30, 2016 and December 31, 2015, are summarized as follows:

Description of Securities	Less Than 12 Months			Greater Than 12 Months			Total	
	Number of Securities	Estimated Fair Value	Unrealized Losses	Number of Securities	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
<u>Securities Available for Sale</u>								
June 30, 2016								
Government agency securities	1	\$ 1,176	\$ (5)	1	\$ 1,000	\$ —	\$ 2,176	\$ (5)
Obligations of state and municipal subdivisions	12	5,509	(16)	8	4,295	(71)	9,804	(87)
Residential pass-through securities guaranteed by FNMA, GNMA and FHLMC	3	7,701	(15)	—	—	—	7,701	(15)
	<u>16</u>	<u>\$ 14,386</u>	<u>\$ (36)</u>	<u>9</u>	<u>\$ 5,295</u>	<u>\$ (71)</u>	<u>\$ 19,681</u>	<u>\$ (107)</u>
December 31, 2015								
Government agency securities	25	\$ 84,798	\$ (531)	4	\$ 4,964	\$ (36)	\$ 89,762	\$ (567)
Obligations of state and municipal subdivisions	32	16,202	(88)	19	8,662	(160)	24,864	(248)
Residential pass-through securities guaranteed by FNMA, GNMA and FHLMC	6	10,765	(97)	—	—	—	10,765	(97)
	<u>63</u>	<u>\$ 111,765</u>	<u>\$ (716)</u>	<u>23</u>	<u>\$ 13,626</u>	<u>\$ (196)</u>	<u>\$ 125,391</u>	<u>\$ (912)</u>

Unrealized losses are generally due to changes in interest rates. The Company has the intent to hold these securities until maturity or a forecasted recovery, and it is more likely than not that the Company will not have to sell the securities before the recovery of their cost basis. As such, the losses are deemed to be temporary.

**Note 4. Loans, Net and Allowance for Loan Losses**

Loans, net at June 30, 2016 and December 31, 2015, consisted of the following:

	June 30, 2016	December 31, 2015
Commercial	\$ 636,557	\$ 731,818
Real estate:		
Commercial	2,229,913	1,949,734
Commercial construction, land and land development	444,738	419,611
Residential	626,245	607,990
Single family interim construction	232,658	187,984
Agricultural	48,976	50,178
Consumer	32,233	41,966
Other	137	124
	4,251,457	3,989,405
Deferred loan fees	(1,992)	(1,553)
Allowance for loan losses	(30,916)	(27,043)
	\$ 4,218,549	\$ 3,960,809

The Company has certain lending policies and procedures in place that are designed to maximize loan income within an acceptable level of risk. Management reviews and approves these policies and procedures on a regular basis. A reporting system supplements the review process by providing management with frequent reports related to loan production, loan quality, concentrations of credit, loan delinquencies and non-performing and potential problem loans.

Commercial loans are underwritten after evaluating and understanding the borrower's ability to operate profitably and prudently expand its business. The Company's management examines current and projected cash flows to determine the ability of the borrower to repay their obligations as agreed. Commercial loans are primarily made based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. These cash flows, however, may not be as expected and the value of collateral securing the loans may fluctuate. Most commercial loans are secured by the assets being financed or other business assets such as accounts receivable or inventory and may incorporate a personal guarantee; however, some short term loans may be made on an unsecured basis. Additionally, our commercial loan portfolio includes loans made to customers in the energy industry, which is a complex, technical and cyclical industry. Experienced bankers with specialized energy lending experience originate our energy loans. Companies in this industry produce, extract, develop, exploit and explore for oil and natural gas. Loans are primarily collateralized with proven producing oil and gas reserves based on a technical evaluation of these reserves. At June 30, 2016 and December 31, 2015, there were approximately \$ 108.9 million and \$ 182.5 million of exploration and production (E&P) energy loans outstanding, respectively.

Commercial real estate loans are subject to underwriting standards and processes similar to commercial loans. These loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves higher loan principal amounts, and the repayment of these loans is generally largely dependent on the successful operation of the property or the business conducted on the property securing the loan. Commercial real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. The properties securing the Company's commercial real estate portfolio are diverse in terms of type and geographic location. Management monitors the diversification of the portfolio on a quarterly basis by type and geographic location. Management also tracks the level of owner occupied property versus non owner occupied property.

Land and commercial land development loans are underwritten using feasibility studies, independent appraisal reviews and financial analysis of the developers or property owners. Generally, borrowers must have a proven track record of success. Commercial construction loans are generally based upon estimates of cost and value of the completed project. These estimates may not be accurate. Commercial construction loans often involve the disbursement of substantial funds with the repayment dependent on the success of the ultimate project. Sources of repayment for these loans may be pre-committed permanent financing or sale of the developed property. The loans in this portfolio are geographically diverse and due to the increased risk are monitored closely by management and the board of directors on a quarterly basis.



Residential real estate and single family interim construction loans are underwritten primarily based on borrowers' credit scores, documented income and minimum collateral values. Relatively small loan amounts are spread across many individual borrowers, which minimizes risk in the residential portfolio. In addition, management evaluates trends in past dues and current economic factors on a regular basis.

Agricultural loans are collateralized by real estate and/or agricultural-related assets. Agricultural real estate loans are primarily comprised of loans for the purchase of farmland. Loan-to-value ratios on loans secured by farmland generally do not exceed 80% and have amortization periods limited to twenty years. Agricultural non-real estate loans are generally comprised of term loans to fund the purchase of equipment, livestock and seasonal operating lines to grain farmers to plant and harvest corn and soybeans. Specific underwriting standards have been established for agricultural-related loans, including the establishment of projections for each operating year based on industry developed estimates of farm input costs and expected commodity yields and prices. Operating lines are typically written for one year and secured by the crop and other farm assets as considered necessary.

Agricultural loans carry significant credit risks as they involve larger balances concentrated with single borrowers or groups of related borrowers. In addition, repayment of such loans depends on the successful operation or management of the farm property securing the loan or for which an operating loan is utilized. Farming operations may be affected by adverse weather conditions such as drought, hail or floods that can severely limit crop yields.

Consumer loans represent less than 1% of the outstanding total loan portfolio. Collateral consists primarily of automobiles and other personal assets. Credit score analysis is used to supplement the underwriting process.

Most of the Company's lending activity occurs within the State of Texas, primarily in the north, central and southeast Texas regions. A large percentage of the Company's portfolio consists of commercial and residential real estate loans. As of June 30, 2016 and December 31, 2015, there were no concentrations of loans related to a single industry in excess of 10% of total loans.

The allowance for loan losses is an amount that management believes will be adequate to absorb estimated losses relating to specifically identified loans, as well as probable credit losses inherent in the balance of the loan portfolio.

The allowance is derived from the following two components: 1) allowances established on individual impaired loans, which are based on a review of the individual characteristics of each loan, including the customer's ability to repay the loan, the underlying collateral values, and the industry in which the customer operates, and 2) allowances based on actual historical loss experience for the last three years for similar types of loans in the Company's loan portfolio adjusted for primarily changes in the lending policies and procedures; collection, charge-off and recovery practices; nature and volume of the loan portfolio; change in value of underlying collateral; volume and severity of nonperforming loans; existence and effect of any concentrations of credit and the level of such concentrations and current, national and local economic and business conditions. This second component also includes an unallocated allowance to cover uncertainties that could affect management's estimate of probable losses. The unallocated allowance reflects the imprecision inherent in the underlying assumptions used in the methodologies for estimating this component.

The Company's management continually evaluates the allowance for loan losses determined from the allowances established on individual loans and the amounts determined from historical loss percentages adjusted for the qualitative factors above. Should any of the factors considered by management change, the Company's estimate of loan losses could also change and would affect the level of future provision expense. While the calculation of the allowance for loan losses utilizes management's best judgment and all the information available, the adequacy of the allowance for loan losses is dependent on a variety of factors beyond the Company's control, including, among other things, the performance of the entire loan portfolio, the economy, changes in interest rates and the view of regulatory authorities towards loan classifications.

In addition, regulatory agencies, as an integral part of their examination process, periodically review the Bank's allowance for loan losses, and may require the Bank to make additions to the allowance based on their judgment about information available to them at the time of their examinations.

Loans requiring an allocated loan loss provision are generally identified at the servicing officer level based on review of weekly past due reports and/or the loan officer's communication with borrowers. In addition, past due loans are discussed at weekly officer loan committee meetings to determine if classification is warranted. The Company's credit department has implemented an internal risk based loan review process to identify potential internally classified loans that supplements the annual independent external loan review. The external review generally covers all loans greater than \$2.9 million annually. These reviews include analysis of borrower's financial condition, payment histories and collateral values to determine if a loan should be internally classified. Generally, once classified, an impaired loan analysis is completed by the credit department to determine if the loan is impaired and the amount of allocated allowance required.

The Texas economy, specifically the Company's lending area of north, central and southeast Texas, has generally performed better than certain other parts of the country. However, the ongoing volatility in oil prices has the potential to have a negative impact on the Texas economy, specifically in Houston. The risk of loss associated with all segments of the portfolio could increase due to this impact. The Company increased its allowance for loan losses during the first quarter 2016 in consideration of this risk to the energy portfolio. Due to the stabilization of commodity prices and reductions to the energy portfolio during the second quarter 2016, no additional allocations were warranted.

The economy and other risk factors are minimized by the Company's underwriting standards, which include the following principles: 1) financial strength of the borrower including strong earnings, high net worth, significant liquidity and acceptable debt to worth ratio, 2) managerial business competence, 3) ability to repay, 4) loan to value, 5) projected cash flow and 6) guarantor financial statements as applicable. The following is a summary of the activity in the allowance for loan losses by loan class for the three and six months ended June 30, 2016 and 2015 :

	Commercial	Commercial Real Estate, Land and Land Development	Residential Real Estate	Single-Family Interim Construction	Agricultural	Consumer	Other	Unallocated	Total
<u>Three months ended June 30, 2016</u>									
Balance at the beginning of period	\$ 12,173	\$ 14,001	\$ 2,473	\$ 989	\$ 187	\$ 162	\$ 16	\$ (17)	\$ 29,984
Provision for loan losses	374	1,491	52	132	(12)	7	23	56	2,123
Charge-offs	(1,191)	—	—	—	—	(1)	(22)	—	(1,214)
Recoveries	1	—	8	—	—	3	11	—	23
Balance at end of period	\$ 11,357	\$ 15,492	\$ 2,533	\$ 1,121	\$ 175	\$ 171	\$ 28	\$ 39	\$ 30,916

<u>Six months ended June 30, 2016</u>									
Balance at the beginning of period	\$ 10,573	\$ 13,007	\$ 2,339	\$ 769	\$ 215	\$ 164	\$ —	\$ (24)	\$ 27,043
Provision for loan losses	1,966	2,537	185	352	(40)	4	53	63	5,120
Charge-offs	(1,191)	(54)	—	—	—	(2)	(45)	—	(1,292)
Recoveries	9	2	9	—	—	5	20	—	45
Balance at end of period	\$ 11,357	\$ 15,492	\$ 2,533	\$ 1,121	\$ 175	\$ 171	\$ 28	\$ 39	\$ 30,916

<u>Three months ended June 30, 2015</u>									
Balance at the beginning of period	\$ 6,078	\$ 10,654	\$ 2,194	\$ 734	\$ 238	\$ 156	\$ —	\$ 173	\$ 20,227
Provision for loan losses	658	1,054	122	4	(4)	57	—	(232)	1,659
Charge-offs	(106)	—	—	—	—	(41)	—	—	(147)
Recoveries	2	12	2	—	—	9	—	—	25
Balance at end of period	\$ 6,632	\$ 11,720	\$ 2,318	\$ 738	\$ 234	\$ 181	\$ —	\$ (59)	\$ 21,764

<u>Six months ended June 30, 2015</u>									
Balance at the beginning of period	\$ 5,051	\$ 10,110	\$ 2,205	\$ 669	\$ 246	\$ 146	\$ —	\$ 125	\$ 18,552
Provision for loan losses	1,681	1,580	109	69	(12)	86	—	(184)	3,329
Charge-offs	(106)	—	—	—	—	(77)	—	—	(183)
Recoveries	6	30	4	—	—	26	—	—	66
Balance at end of period	\$ 6,632	\$ 11,720	\$ 2,318	\$ 738	\$ 234	\$ 181	\$ —	\$ (59)	\$ 21,764

The following table details the amount of the allowance for loan losses and recorded investment in loans by class as of June 30, 2016 and December 31, 2015:

	Commercial	Commercial Real Estate, Land and Land Development	Residential Real Estate	Single-Family Interim Construction	Agricultural	Consumer	Other	Unallocated	Total
<b>June 30, 2016</b>									
Allowance for losses:									
Individually evaluated for impairment	\$ 3,587	\$ 4	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 3,591
Collectively evaluated for impairment	7,770	15,488	2,533	1,121	175	171	28	39	27,325
Loans acquired with deteriorated credit quality	—	—	—	—	—	—	—	—	—
Ending balance	\$ 11,357	\$ 15,492	\$ 2,533	\$ 1,121	\$ 175	\$ 171	\$ 28	\$ 39	\$ 30,916
Loans:									
Individually evaluated for impairment	\$ 11,959	\$ 1,392	\$ 3,703	\$ —	\$ —	\$ 64	\$ —	\$ —	\$ 17,118
Collectively evaluated for impairment	621,716	2,641,515	620,529	232,658	48,976	32,152	137	—	4,197,683
Acquired with deteriorated credit quality	2,882	31,744	2,013	—	—	17	—	—	36,656
Ending balance	\$ 636,557	\$ 2,674,651	\$ 626,245	\$ 232,658	\$ 48,976	\$ 32,233	\$ 137	\$ —	\$ 4,251,457
<b>December 31, 2015</b>									
Allowance for losses:									
Individually evaluated for impairment	\$ 3,085	\$ 116	\$ —	\$ —	\$ —	\$ 2	\$ —	\$ —	\$ 3,203
Collectively evaluated for impairment	7,488	12,891	2,339	769	215	162	—	(24)	23,840
Loans acquired with deteriorated credit quality	—	—	—	—	—	—	—	—	—
Ending balance	\$ 10,573	\$ 13,007	\$ 2,339	\$ 769	\$ 215	\$ 164	\$ —	\$ (24)	\$ 27,043
Loans:									
Individually evaluated for impairment	\$ 7,382	\$ 4,671	\$ 3,136	\$ —	\$ 170	\$ 111	\$ —	\$ —	\$ 15,470
Collectively evaluated for impairment	720,732	2,321,209	602,206	187,984	50,008	41,835	124	—	3,924,098
Acquired with deteriorated credit quality	3,704	43,465	2,648	—	—	20	—	—	49,837
Ending balance	\$ 731,818	\$ 2,369,345	\$ 607,990	\$ 187,984	\$ 50,178	\$ 41,966	\$ 124	\$ —	\$ 3,989,405

Nonperforming loans by loan class at June 30, 2016 and December 31, 2015, are summarized as follows:

	Commercial	Commercial Real Estate, Land and Land Development	Residential Real Estate	Single-Family Interim Construction	Agricultural	Consumer	Other	Total
<b>June 30, 2016</b>								
Nonaccrual loans	\$ 11,950	\$ 56	\$ 1,141	\$ —	\$ —	\$ 82	\$ —	\$ 13,229
Loans past due 90 days and still accruing	7	—	—	—	—	—	—	7
Troubled debt restructurings (not included in nonaccrual or loans past due and still accruing)	9	1,336	2,597	—	—	—	—	3,942
	<u>\$ 11,966</u>	<u>\$ 1,392</u>	<u>\$ 3,738</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 82</u>	<u>\$ —</u>	<u>\$ 17,178</u>
<b>December 31, 2015</b>								
Nonaccrual loans	\$ 7,366	\$ 591	\$ 552	\$ —	\$ 170	\$ 111	\$ —	\$ 8,790
Loans past due 90 days and still accruing	—	—	—	—	—	—	—	—
Troubled debt restructurings (not included in nonaccrual or loans past due and still accruing)	16	3,480	2,574	—	—	—	—	6,070
	<u>\$ 7,382</u>	<u>\$ 4,071</u>	<u>\$ 3,126</u>	<u>\$ —</u>	<u>\$ 170</u>	<u>\$ 111</u>	<u>\$ —</u>	<u>\$ 14,860</u>

The accrual of interest is discontinued on a loan when management believes after considering collection efforts and other factors that the borrower's financial condition is such that collection of interest is doubtful. All interest accrued but not collected for loans that are placed on nonaccrual status or charged-off is reversed against interest income. Cash collections on nonaccrual loans are generally credited to the loan receivable balance, and no interest income is recognized on those loans until the principal balance has been collected. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Impaired loans are those loans where it is probable that all amounts due will not be collected according to contractual terms of the loan agreement. 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 loans effective interest rate; 2) the loan's observable market price; or 3) the fair value of 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 the other methods to determine the level of impairment of a loan if such loan is not collateral dependent.

All commercial, real estate, agricultural loans and troubled debt restructurings are considered for individual impairment analysis. Smaller balance consumer loans are collectively evaluated for impairment.

Impaired loans by loan class at June 30, 2016 and December 31, 2015, are summarized as follows:

	Commercial	Commercial Real Estate, Land and Land Development	Residential Real Estate	Single-Family Interim Construction	Agricultural	Consumer	Other	Total
<b>June 30, 2016</b>								
Recorded investment in impaired loans:								
Impaired loans with an allowance for loan losses	\$ 6,777	\$ 78	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 6,855
Impaired loans with no allowance for loan losses	5,182	1,314	3,703	—	—	64	—	10,263
<b>Total</b>	<b>\$ 11,959</b>	<b>\$ 1,392</b>	<b>\$ 3,703</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 64</b>	<b>\$ —</b>	<b>\$ 17,118</b>
Unpaid principal balance of impaired loans	\$ 13,488	\$ 1,436	\$ 3,723	\$ —	\$ —	\$ 80	\$ —	\$ 18,727
Allowance for loan losses on impaired loans	\$ 3,587	\$ 4	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 3,591
<b>December 31, 2015</b>								
Recorded investment in impaired loans:								
Impaired loans with an allowance for loan losses	\$ 7,221	\$ 1,930	\$ —	\$ —	\$ —	\$ 5	\$ —	\$ 9,156
Impaired loans with no allowance for loan losses	161	2,741	3,136	—	170	106	—	6,314
<b>Total</b>	<b>\$ 7,382</b>	<b>\$ 4,671</b>	<b>\$ 3,136</b>	<b>\$ —</b>	<b>\$ 170</b>	<b>\$ 111</b>	<b>\$ —</b>	<b>\$ 15,470</b>
Unpaid principal balance of impaired loans	\$ 7,520	\$ 4,936	\$ 3,204	\$ —	\$ 172	\$ 133	\$ —	\$ 15,965
Allowance for loan losses on impaired loans	\$ 3,085	\$ 116	\$ —	\$ —	\$ —	\$ 2	\$ —	\$ 3,203
<b>For the three months ended June 30, 2016</b>								
Average recorded investment in impaired loans	\$ 17,966	\$ 1,789	\$ 3,441	\$ —	\$ —	\$ 70	\$ —	\$ 23,266
Interest income recognized on impaired loans	\$ —	\$ 13	\$ 32	\$ —	\$ —	\$ —	\$ —	\$ 45
<b>For the six months ended June 30, 2016</b>								
Average recorded investment in impaired loans	\$ 14,438	\$ 2,750	\$ 3,339	\$ —	\$ 57	\$ 84	\$ —	\$ 20,668
Interest income recognized on impaired loans	\$ —	\$ 38	\$ 72	\$ —	\$ —	\$ —	\$ —	\$ 110
<b>For the three months ended June 30, 2015</b>								
Average recorded investment in impaired loans	\$ 5,788	\$ 6,389	\$ 3,248	\$ —	\$ —	\$ 79	\$ —	\$ 15,504
Interest income recognized on impaired loans	\$ 22	\$ 97	\$ 63	\$ —	\$ —	\$ —	\$ —	\$ 182
<b>For the six months ended June 30, 2015</b>								
Average recorded investment in impaired loans	\$ 4,352	\$ 6,515	\$ 3,294	\$ —	\$ —	\$ 78	\$ —	\$ 14,239
Interest income recognized on impaired loans	\$ 43	\$ 192	\$ 93	\$ —	\$ —	\$ 1	\$ —	\$ 329

Certain impaired loans have adequate collateral and do not require a related allowance for loan loss.

The Company will charge off that portion of any loan which management considers a loss. Commercial and real estate loans are generally considered for charge-off when exposure beyond collateral coverage is apparent and when no further collection of the loss portion is anticipated based on the borrower's financial condition.

The restructuring of a loan is considered a "troubled debt restructuring" if both 1) the borrower is experiencing financial difficulties and 2) the creditor has granted a concession. Concessions may include interest rate reductions or below market interest rates, principal forgiveness, extending amortization and other actions intended to minimize potential losses.

A “troubled debt restructured” loan is identified as impaired and measured for credit impairment as of each reporting period in accordance with the guidance in Accounting Standards Codification (ASC) 310-10-35. Modifications primarily relate to extending the amortization periods of the loans and interest rate concessions. The majority of these loans were identified as impaired prior to restructuring; therefore, the modifications did not materially impact the Company’s determination of the allowance for loan losses. The recorded investment in troubled debt restructurings, including those on nonaccrual, was \$4,052 and \$6,691 as of June 30, 2016 and December 31, 2015.

Following is a summary of loans modified under troubled debt restructurings during the three and six months ended June 30, 2016 and 2015 :

	Commercial	Commercial Real Estate, Land and Land Development	Residential Real Estate	Single-Family Interim Construction	Agricultural	Consumer	Other	Total
<u>Troubled debt restructurings during the three months ended June 30, 2016</u>								
Number of contracts	1	—	—	—	—	—	—	1
Pre-restructuring outstanding recorded investment	\$ 24	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 24
Post-restructuring outstanding recorded investment	\$ 24	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 24
<u>Troubled debt restructurings during the six months ended June 30, 2016</u>								
Number of contracts	1	—	—	—	—	—	—	1
Pre-restructuring outstanding recorded investment	\$ 24	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 24
Post-restructuring outstanding recorded investment	\$ 24	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 24
<u>Troubled debt restructurings during the three months ended June 30, 2015</u>								
Number of contracts	—	—	—	—	—	—	—	—
Pre-restructuring outstanding recorded investment	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Post-restructuring outstanding recorded investment	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
<u>Troubled debt restructurings during the six months ended June 30, 2015</u>								
Number of contracts	—	—	—	—	—	—	—	—
Pre-restructuring outstanding recorded investment	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Post-restructuring outstanding recorded investment	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —

At June 30, 2016 and 2015, there were no loans modified under troubled debt restructurings during the previous twelve month period that subsequently defaulted during the three and six months ended June 30, 2016 and 2015, respectively. At June 30, 2016 and 2015, the Company had no commitments to lend additional funds to any borrowers with loans whose terms have been modified under troubled debt restructurings.

Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. The following table presents information regarding the aging of past due loans by loan class as of June 30, 2016 and December 31, 2015:

	Loans 30-89 Days Past Due	Loans 90 or More Past Due	Total Past Due Loans	Current Loans	Total Loans
<u>June 30, 2016</u>					
Commercial	\$ 183	\$ 8,949	\$ 9,132	\$ 627,425	\$ 636,557
Commercial real estate, land and land development	531	41	572	2,674,079	2,674,651
Residential real estate	1,986	328	2,314	623,931	626,245
Single-family interim construction	1,243	—	1,243	231,415	232,658
Agricultural	252	—	252	48,724	48,976
Consumer	88	47	135	32,098	32,233
Other	—	—	—	137	137
	<u>\$ 4,283</u>	<u>\$ 9,365</u>	<u>\$ 13,648</u>	<u>\$ 4,237,809</u>	<u>\$ 4,251,457</u>
<u>December 31, 2015</u>					
Commercial	\$ 2,740	\$ 7,220	\$ 9,960	\$ 721,858	\$ 731,818
Commercial real estate, land and land development	2,059	—	2,059	2,367,286	2,369,345
Residential real estate	1,456	330	1,786	606,204	607,990
Single-family interim construction	503	—	503	187,481	187,984
Agricultural	89	170	259	49,919	50,178
Consumer	290	26	316	41,650	41,966
Other	—	—	—	124	124
	<u>\$ 7,137</u>	<u>\$ 7,746</u>	<u>\$ 14,883</u>	<u>\$ 3,974,522</u>	<u>\$ 3,989,405</u>

The Company's internal classified report is segregated into the following categories: 1) Pass/Watch, 2) Special Mention, 3) Substandard and 4) Doubtful. The loans placed in the Pass/Watch category reflect the Company's opinion that the loans reflect potential weakness that requires monitoring on a more frequent basis. The loans in the Special Mention category reflect the Company's opinion that the credit contains weaknesses which represent a greater degree of risk and warrant extra attention. These loans are reviewed monthly by officers and senior management to determine if a change in category is warranted. The loans placed in the Substandard category are considered to be potentially inadequately protected by the current debt service capacity of the borrower and/or the pledged collateral. These credits, even if apparently protected by collateral value, have shown weakness related to adverse financial, managerial, economic, market or political conditions, which may jeopardize repayment of principal and interest. There is possibility that some future loss could be sustained by the Company if such weakness is not corrected. The Doubtful category includes loans that are in default or principal exposure is probable. Substandard and Doubtful loans are individually evaluated to determine if they should be classified as impaired and an allowance is allocated if deemed necessary under ASC 310-10.

The loans that are not impaired are included with the remaining "pass" credits in determining the portion of the allowance for loan loss based on historical loss experience and other qualitative factors. The portfolio is segmented into categories including: commercial loans, consumer loans, commercial real estate loans, residential real estate loans and agricultural loans. The adjusted historical loss percentage is applied to each category. Each category is then added together to determine the allowance allocated under ASC 450-20.

A summary of loans by credit quality indicator by class as of June 30, 2016 and December 31, 2015, is as follows:

	Pass	Pass/ Watch	Special Mention	Substandard	Doubtful	Total
<b>June 30, 2016</b>						
Commercial	\$ 561,126	\$ 35,057	\$ 7,590	\$ 32,784	\$ —	\$ 636,557
Commercial real estate, construction, land and land development	2,659,724	10,024	3,499	1,404	—	2,674,651
Residential real estate	619,256	1,688	376	4,925	—	626,245
Single-family interim construction	232,658	—	—	—	—	232,658
Agricultural	48,925	51	—	—	—	48,976
Consumer	32,085	26	19	103	—	32,233
Other	137	—	—	—	—	137
	<u>\$ 4,153,911</u>	<u>\$ 46,846</u>	<u>\$ 11,484</u>	<u>\$ 39,216</u>	<u>\$ —</u>	<u>\$ 4,251,457</u>
<b>December 31, 2015</b>						
Commercial	\$ 616,149	\$ 46,607	\$ 44,469	\$ 24,593	\$ —	\$ 731,818
Commercial real estate, construction, land and land development	2,343,883	18,463	3,341	3,658	—	2,369,345
Residential real estate	599,937	2,150	982	4,921	—	607,990
Single-family interim construction	187,984	—	—	—	—	187,984
Agricultural	48,185	66	1,757	170	—	50,178
Consumer	41,601	57	32	276	—	41,966
Other	124	—	—	—	—	124
	<u>\$ 3,837,863</u>	<u>\$ 67,343</u>	<u>\$ 50,581</u>	<u>\$ 33,618</u>	<u>\$ —</u>	<u>\$ 3,989,405</u>

The Company has acquired certain loans which experienced credit deterioration since origination (purchased credit impaired (PCI) loans). Accretion on PCI loans is based on estimated future cash flows, regardless of contractual maturity. No additional PCI loans were acquired during the six months ended June 30, 2016.

The following table summarizes the outstanding balance and related carrying amount of purchased credit impaired loans as of the respective acquisition date for the acquisition occurring in 2015:

	Acquisition Date November 1, 2015 Grand Bank
Outstanding balance	\$ 3,548
Nonaccretable difference	(593)
Accretable yield	—
Carrying amount	<u>\$ 2,955</u>

The carrying amount of all acquired PCI loans included in the consolidated balance sheet and the related outstanding balance at June 30, 2016 and December 31, 2015, were as follows:

	June 30, 2016	December 31, 2015
Outstanding balance	\$ 41,799	\$ 57,178
Carrying amount	36,656	49,837

There was no allocation established in the allowance for loan losses relating to PCI loans at June 30, 2016 or December 31, 2015.



The changes in accretable yield during the six months ended June 30, 2016 and 2015 in regard to loans transferred at acquisition for which it was probable that all contractually required payments would not be collected are presented in the table below.

	For the Six Months Ended June 30,	
	2016	2015
Balance at January 1,	\$ 2,380	\$ 2,546
Additions	—	—
Accretion	(653)	(460)
Transfers from nonaccretable	—	748
Balance at June 30,	\$ 1,727	\$ 2,834

## Note 5. Commitments and Contingencies

### *Financial Instruments with Off-Balance Sheet Risk*

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. The commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheet.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit is represented by the contractual amount of this instrument. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. At June 30, 2016 and December 31, 2015, the approximate amounts of these financial instruments were as follows:

	June 30,	December 31,
	2016	2015
Commitments to extend credit	\$ 871,230	\$ 838,341
Standby letters of credit	10,192	10,361
	\$ 881,422	\$ 848,702

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained if deemed necessary by the Company upon extension of credit is based on management's credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, farm crops, property, plant and equipment and income-producing commercial properties.

Letters of credit are written conditional commitments used by the Company to guarantee the performance of a customer to a third party. The Company's policies generally require that letter of credit arrangements contain security and debt covenants similar to those contained in loan arrangements. In the event the customer does not perform in accordance with the terms of the agreement with the third party, the Company would be required to fund the commitment. The maximum potential amount of future payments the Company could be required to make is represented by the contractual amount shown in the table above. If the commitment is funded, the Company would be entitled to seek recovery from the customer. As of June 30, 2016 and December 31, 2015, no amounts have been recorded as liabilities for the Company's potential obligations under these guarantees.

### *Litigation*

The Company is involved in certain legal actions arising from normal business activities. Management believes that the outcome of such proceedings will not materially affect the financial position, results of operations or cash flows of the Company.

Independent Bank is a party to a legal proceeding inherited by Independent Bank in connection with its acquisition of BOH Holdings, Inc. and its subsidiary, Bank of Houston. Please see Part II, Item 1. for more details on this lawsuit.

### Lease Commitments

The Company leases certain branch facilities and other facilities. Rent expense related to these leases amounted to \$ 638 and \$ 1,313 for the three and six months ended June 30, 2016, respectively, and \$ 501 and \$984 for the three and six months ended June 30, 2015, respectively.

### Note 6. Repurchase Agreements and Other Borrowings

At June 30, 2016 and December 31, 2015, repurchase agreements totaled \$0 and \$12,160, respectively. During the six months ended June 30, 2016, repurchase agreements were transferred to deposit accounts.

Other borrowings, including those borrowings due to related parties totaled \$107,385 and \$70,798 at June 30, 2016 and December 31, 2015, respectively. The balance of borrowings at June 30, 2016 is net of discount and origination costs totaling \$2,615.

In June 2016, the Company issued an additional \$45,000 in aggregate principal of its 5.875% subordinated notes (notes) due August 1, 2024. The notes were sold at an original discount of \$787.5, which will be amortized into interest expense over the life of the notes. Interest on the notes is payable semiannually. The notes may not be redeemed prior to maturity and meet the criteria to be recognized as Tier 2 capital for regulatory purposes.

In January 2016, the Company redeemed two debenture issuances in full with principal payments totaling \$5,798 plus all interest accrued at time of redemption.

### Note 7. Income Taxes

Income tax expense for the three and six months ended June 30, 2016 and 2015 was as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Income tax expense for the period	\$ 5,857	\$ 5,204	\$ 12,019	\$ 9,740
Effective tax rate	33.2%	33.0%	33.1%	32.7%

The effective tax rates differ from the statutory federal tax rate of 35% largely due to tax exempt interest income earned on certain investment securities and loans and the nontaxable earnings on bank owned life insurance.

### Note 8. Fair Value Measurements

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. 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 or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

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

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

Level 3 Inputs – Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

The following table represents assets reported on the consolidated balance sheets at their fair value on a recurring basis as of June 30, 2016 and December 31, 2015 by level within the ASC Topic 820 fair value measurement hierarchy:

	Assets/ Liabilities Measured at Fair Value	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>June 30, 2016</u>				
Measured on a recurring basis:				
Assets:				
Investment securities available for sale:				
U.S. treasuries	\$ 1,001	\$ —	\$ 1,001	\$ —
Government agency securities	138,414	—	138,414	—
Obligations of state and municipal subdivisions	83,708	—	83,708	—
Residential pass-through securities guaranteed by FNMA, GNMA and FHLMC	64,853	—	64,853	—
<u>December 31, 2015</u>				
Measured on a recurring basis:				
Assets:				
Investment securities available for sale:				
U.S. treasuries	\$ 1,002	\$ —	\$ 1,002	\$ —
Government agency securities	135,300	—	135,300	—
Obligations of state and municipal subdivisions	85,416	—	85,416	—
Residential pass-through securities guaranteed by FNMA, GNMA and FHLMC	51,745	—	51,745	—

There were no transfers between level categorizations and no changes in valuation methodologies for the periods presented.

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

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

In accordance with ASC Topic 820, certain assets and liabilities are measured at fair value on a nonrecurring basis; that is, the assets and liabilities 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). The following table presents the assets carried on the consolidated balance sheet by caption and by level in the fair value hierarchy at June 30, 2016 and December 31, 2015, for which a nonrecurring change in fair value has been recorded:

	Fair Value Measurements at Reporting Date Using				Period Ended Total Losses
	Assets Measured at Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<u>June 30, 2016</u>					
Measured on a nonrecurring basis:					
Assets:					
Impaired loans	\$ 6,155	\$ —	\$ —	\$ 6,155	\$ 504
Other real estate	—	—	—	—	—
<u>December 31, 2015</u>					
Measured on a nonrecurring basis:					
Assets:					
Impaired loans	\$ 4,827	\$ —	\$ —	\$ 4,827	\$ 3,029
Other real estate	577	—	—	577	35

Impaired loans (loans which are not expected to repay all principal and interest amounts due in accordance with the original contractual terms) are measured at an observable market price (if available) or at the fair value of the loan's collateral (if collateral dependent). Fair value of the loan's collateral is determined by appraisals or independent valuation, which is then adjusted for the estimated costs related to liquidation of the collateral. Management's ongoing review of appraisal information may result in additional discounts or adjustments to valuation based upon more recent market sales activity or more current appraisal information derived from properties of similar type and/or locale. Therefore, the Company has categorized its impaired loans as Level 3.

Other real estate is measured at fair value on a nonrecurring basis (upon initial recognition or subsequent impairment). Other real estate is classified within Level 3 of the valuation hierarchy. When transferred from the loan portfolio, other real estate is adjusted to fair value less estimated selling costs and is subsequently carried at the lower of carrying value or fair value less estimated selling costs. The fair value is determined using an external appraisal process, discounted based on internal criteria.

In addition, mortgage loans held for sale are required to be measured at the lower of cost or fair value. The fair value of mortgage loans held for sale is based upon binding quotes or bids from third party investors. As of June 30, 2016 and December 31, 2015, all mortgage loans held for sale were recorded at cost.

The methods and assumptions used by the Company in estimating fair values of financial instruments as disclosed herein in accordance with ASC Topic 825, *Financial Instruments*, other than for those measured at fair value on a recurring and nonrecurring basis discussed above, are as follows:

**Cash and cash equivalents:** The carrying amounts of cash and cash equivalents approximate their fair value.

**Certificates of deposit held in other banks:** The fair value of certificates of deposit held in other banks is based upon current rates in the market.

**Loans and loans held for sale:** For variable-rate loans that reprice frequently and have no significant changes in credit risk, fair values are based on carrying values. Fair values for certain mortgage loans (for example, one-to-four family residential), commercial real estate and commercial loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality.

**Federal Home Loan Bank of Dallas and other restricted stock:** The carrying value of restricted securities such as stock in the Federal Home Loan Bank of Dallas and Independent Bankers Financial Corporation approximates fair value.

**Deposits:** The fair values disclosed for demand deposits are, by definition, equal to the amount payable on demand at the reporting date (that is their carrying amounts). The carrying amounts of variable-rate certificates of deposit (CDs) approximate their fair values at the reporting date. Fair values for fixed-rate CDs are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

**Federal Home Loan Bank advances, line of credit and federal funds purchased:** The fair value of advances maturing within 90 days approximates carrying value. Fair value of other advances is based on the Company's current borrowing rate for similar arrangements.

**Repurchase agreements and other borrowings:** The carrying value of repurchase agreements approximates fair value due to the short term nature. The fair values of private subordinated debentures are based upon prevailing rates on similar debt in the market place. The subordinated debentures that are publicly traded are valued based on indicative bid prices based upon market pricing observations in the current market.

**Junior subordinated debentures:** The fair value of junior subordinated debentures is estimated using discounted cash flow analyses based on the Company's current incremental borrowing rates for similar types of borrowing arrangements.

**Accrued interest:** The carrying amounts of accrued interest approximate their fair values.

**Off-balance sheet instruments:** Fair values for off-balance sheet, credit-related financial instruments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. The fair value of commitments is not material.

The carrying amount, estimated fair value and the level of the fair value hierarchy of the Company's financial instruments were as follows at June 30, 2016 and December 31, 2015:

	Carrying Amount	Estimated Fair Value	Fair Value Measurements at Reporting Date Using		
			Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>June 30, 2016</b>					
Financial assets:					
Cash and cash equivalents	\$ 436,605	\$ 436,605	\$ 436,605	\$ —	\$ —
Certificates of deposit held in other banks	12,886	12,894	—	12,894	—
Securities available for sale	287,976	287,976	—	287,976	—
Loans held for sale	13,942	13,942	—	13,942	—
Loans, net	4,218,549	4,217,715	—	4,214,451	3,264
FHLB of Dallas stock and other restricted stock	26,379	26,379	—	26,379	—
Accrued interest receivable	11,345	11,345	—	11,345	—
Financial liabilities:					
Deposits	4,208,405	4,211,631	—	4,211,631	—
Accrued interest payable	3,799	3,799	—	3,799	—
FHLB advances	470,784	461,899	—	461,899	—
Other borrowings	107,385	108,075	—	108,075	—
Junior subordinated debentures	18,147	18,147	—	18,147	—
Off-balance sheet assets (liabilities):					
Commitments to extend credit	—	—	—	—	—
Standby letters of credit	—	—	—	—	—
<b>December 31, 2015</b>					
Financial assets:					
Cash and cash equivalents	\$ 293,279	\$ 293,279	\$ 293,279	\$ —	\$ —
Certificates of deposit held in other banks	61,746	61,873	—	61,873	—
Securities available for sale	273,463	273,463	—	273,463	—
Loans held for sale	12,299	12,299	—	12,299	—
Loans, net	3,960,809	3,966,199	—	3,960,246	5,953
FHLB of Dallas stock and other restricted stock	14,256	14,256	—	14,256	—
Accrued interest receivable	10,991	10,991	—	10,991	—
Financial liabilities:					
Deposits	4,028,279	4,031,365	—	4,031,365	—
Accrued interest payable	2,792	2,792	—	2,792	—
FHLB advances	288,325	295,345	—	295,345	—
Repurchase agreements	12,160	12,160	—	12,160	—
Other borrowings	70,798	70,935	—	70,935	—
Junior subordinated debentures	18,147	18,128	—	18,128	—
Off-balance sheet assets (liabilities):					
Commitments to extend credit	—	—	—	—	—
Standby letters of credit	—	—	—	—	—

## Note 9. Stock Awards and Stock Warrants

The Company grants common stock awards to certain employees of the Company. The common stock issued prior to 2013 vests five years from the date the award is granted and the related compensation expense is recognized over the vesting period. In connection with the initial public offering in April 2013, the Board of Directors adopted a new 2013 Equity Incentive Plan. Under this plan, the Compensation Committee may grant awards in the form of restricted stock, restricted stock rights, restricted stock units, qualified and nonqualified stock options, performance-based share awards and other equity-based awards. The Plan reserved 800,000 shares of common stock to be awarded by the Company's compensation committee. The shares currently issued under the 2013 Plan are restricted and will vest evenly over the required employment period, generally ranging from three to five years. Shares granted under a previous plan prior to 2012 and those in and subsequent to 2013 under the 2013 Equity Incentive Plan were issued at the date of grant and receive dividends. Shares issued under a revised plan in 2012 are not outstanding shares of the Company until they vest and do not receive dividends. During the six months ended June 30, 2016, 1,600 shares that were issued under the 2012 Plan vested during the period.

The following table summarizes the activity in nonvested shares for the six months ended June 30, 2016 and 2015 :

	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested shares, December 31, 2015	373,572	\$ 40.29
Granted during the period	81,220	30.88
Vested during the period	(107,539)	39.95
Forfeited during the period	(6,836)	41.34
Nonvested shares, June 30, 2016	<u>340,417</u>	<u>\$ 34.87</u>
Nonvested shares, December 31, 2014	373,886	\$ 41.58
Granted during the period	87,124	31.41
Vested during the period	(79,642)	42.18
Forfeited during the period	(14,599)	28.82
Nonvested shares, June 30, 2015	<u>366,769</u>	<u>\$ 40.19</u>

Compensation expense related to these awards is recorded based on the fair value of the award at the date of grant and totaled \$2,421 and \$3,641 for the three and six months ended June 30, 2016, respectively and \$1,002 and \$2,099 for the three and six months ended June 30, 2015, respectively. Compensation expense is recorded in salaries and employee benefits in the accompanying consolidated statements of income. At June 30, 2016, future compensation expense is estimated to be \$8,559 and will be recognized over a remaining weighted average period of 2.77 years.

The fair value of common stock awards that vested during the six months ended June 30, 2016 and 2015 was \$3,185 and \$3,045, respectively. The Company has recorded \$ (378) and \$ (66) to additional paid in capital, which represents the income tax deficiency recognized on the vested shares for the six months ended June 30, 2016 and 2015, respectively.

During the six months ended June 30, 2016, the Company modified the restricted stock agreements for two employees, which resulted in 3,000 net shares issued and incremental compensation costs of \$1,014. There were no significant modifications for the six months ended June 30, 2015.

At June 30, 2016, the future vesting schedule of the nonvested shares is as follows:

First year	179,525
Second year	100,197
Third year	49,495
Fourth year	6,600
Fifth year	4,600
Total nonvested shares	<u>340,417</u>

The Company has warrants outstanding representing the right to purchase 150,544 shares of Company stock at \$17.19 per share to certain Company directors and shareholders. The warrants were issued in return for the shareholders' agreement to repurchase the subordinated debt outstanding to an unaffiliated bank in the event of Company default. The warrants were recorded as equity awards at fair value and were being amortized over the term of the debt. The subordinated debt was paid off by the Company in 2013. The warrants expire in December 2018.

## Note 10. Regulatory Matters

Under banking law, there are legal restrictions limiting the amount of dividends the Bank can declare. Approval of the regulatory authorities is required if the effect of dividends declared would cause the regulatory capital of the Bank to fall below specified minimum levels. For state banks, subject to regulatory capital requirements, payment of dividends is generally allowed to the extent of net profits.

The Company (on a consolidated basis) and the Bank are subject to various regulatory capital requirements administered by federal and state banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

The Company is subject to the Basel III regulatory capital framework (the "Basel III Capital Rules"). Starting in January 2016, the implementation of the capital conservation buffer was effective for the Company starting at the 0.625% level and increasing 0.625% each year thereafter, until it reaches 2.5% on January 1, 2019. The capital conservation buffer is designed to absorb losses during periods of economic stress and requires increased capital levels for the purpose of capital distributions and other payments. Failure to meet the full amount of the buffer will result in restrictions on the Company's ability to make capital distributions, including dividend payments and stock repurchases and to pay discretionary bonuses to executive officers.

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios (set forth in the table below) of total, CET1 and Tier 1 capital (as defined in the regulations) to risk weighted assets (as defined), and of Tier 1 capital (as defined) to average assets (as defined). Management believes, as of June 30, 2016 and December 31, 2015, the Company and the Bank meet all capital adequacy requirements to which they are subject, including the capital buffer requirement.

As of June 30, 2016 and December 31, 2015, the Bank's capital ratios exceeded those levels necessary to be categorized as "well capitalized" under the regulatory framework for prompt corrective action. To be categorized as "well capitalized," the Bank must maintain minimum total risk based, CET1, Tier 1 risk based and Tier 1 leverage ratios as set forth in the table. There are no conditions or events since that notification that management believes have changed the Bank's category.



The actual capital amounts and ratios of the Company and Bank as of June 30, 2016 and December 31, 2015, are presented in the following table:

	Actual		Minimum for Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<u>June 30, 2016</u>						
Total capital to risk weighted assets:						
Consolidated	\$ 519,835	11.35%	\$ 366,375	8.00%	N/A	N/A
Bank	513,567	11.22	366,177	8.00	\$ 457,722	10.00%
Tier 1 capital to risk weighted assets:						
Consolidated	378,919	8.27	274,781	6.00	N/A	N/A
Bank	482,651	10.54	274,633	6.00	366,177	8.00%
Common equity tier 1 to risk weighted assets						
Consolidated	361,319	7.89	206,086	4.50	N/A	N/A
Bank	482,651	10.54	205,975	4.50	297,519	6.50%
Tier 1 capital to average assets:						
Consolidated	378,919	7.42	204,149	4.00	N/A	N/A
Bank	482,651	9.46	204,061	4.00	255,076	5.00%
<u>December 31, 2015</u>						
Total capital to risk weighted assets:						
Consolidated	\$ 473,993	11.14%	\$ 340,533	8.00%	N/A	N/A
Bank	470,495	11.06	340,259	8.00	\$ 425,323	10.00%
Tier 1 capital to risk weighted assets:						
Consolidated	379,631	8.92	255,400	6.00	N/A	N/A
Bank	443,452	10.43	255,194	6.00	340,259	8.00%
Common equity tier 1 to risk weighted assets						
Consolidated	338,093	7.94	191,550	4.50	N/A	N/A
Bank	443,452	10.43	191,396	4.50	276,460	6.50%
Tier 1 capital to average assets:						
Consolidated	379,631	8.28	183,379	4.00	N/A	N/A
Bank	443,452	9.72	182,421	4.00	228,026	5.00%

**Note 11. Business Combinations****Grand Bank**

During the six months ended June 30, 2016, the Company made measurement-period adjustments to previously-reported acquisition accounting estimates for the November 1, 2015 acquisition of Grand Bank. The adjustments were a result of finalizing the fair value valuation analysis for the acquired loans and core deposits, and additional termination accruals identified that related to Grand Bank accounts that existed prior to the acquisition. The adjustments resulted in decreases of \$324 to goodwill, \$175 to deferred tax asset, \$216 to core deposit intangible, and increases of \$735 to loans and \$20 to other liabilities.

**Note 12. Subsequent Events****Line of Credit Amendment**

On July 18, 2016, the Company's unsecured line of credit with two unrelated commercial banks was amended to extend the termination date and to change certain loan agreement terms related to the Company's capital ratios. The line bears interest at LIBOR plus 2.50% and matures on July 17, 2017. As of June 30, 2016, there were no borrowings outstanding against this line.

**Declaration of Dividends**

On July 27, 2016, the Company declared a quarterly cash dividend in the amount of \$0.08 per share of common stock to the stockholders of record on August 8, 2016. The dividend will be paid on August 18, 2016.

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

### Cautionary Note Regarding Forward Looking Statements

This Quarterly Report on Form 10-Q, our other filings with the SEC, and other press releases, documents, reports and announcements that we make, issue or publish may contain statements that we believe are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are statements or projections with respect to matters such as our future results of operations, including our future revenues, income, expenses, provision for taxes, effective tax rate, earnings per share and cash flows, our future capital expenditures and dividends, our future financial condition and changes therein, including changes in our loan portfolio and allowance for loan losses, our future capital structure or changes therein, the plan and objectives of management for future operations, our future or proposed acquisitions, the future or expected effect of acquisitions on our operations, results of operations and financial condition, our future economic performance and the statements of the assumptions underlying any such statement. Such statements are typically identified by the use in the statements of words or phrases such as "aim," "anticipate," "estimate," "expect," "goal," "guidance," "intend," "is anticipated," "is estimated," "is expected," "is intended," "objective," "plan," "projected," "projection," "will affect," "will be," "will continue," "will decrease," "will grow," "will impact," "will increase," "will incur," "will reduce," "will remain," "will result," "would be," variations of such words or phrases (including where the word "could," "may" or "would" is used rather than the word "will" in a phrase) and similar words and phrases indicating that the statement addresses some future result, occurrence, plan or objective. The forward-looking statements that we make are based on the Company's current expectations and assumptions regarding its business, the economy, and other future conditions. Because forward-looking statements relate to future results and occurrences, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. The Company's actual results may differ materially from those contemplated by the forward-looking statements, which are neither statements of historical fact nor guarantees or assurances of future performance. 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 forward-looking statements. These factors include, but are not limited to, the following:

- worsening business and economic conditions nationally, regionally and in our target markets, particularly in Texas and the geographic areas in which we operate;
- our dependence on our management team and our ability to attract, motivate and retain qualified personnel;
- the concentration of our business within our geographic areas of operation in Texas;
- deteriorating asset quality and higher loan charge-offs;
- concentration of our loan portfolio in commercial and residential real estate loans and changes in the prices, values and sales volumes of commercial and residential real estate;
- inaccuracy of the assumptions and estimates we make in establishing reserves for probable loan losses and other estimates;
- lack of liquidity, including as a result of a reduction in the amount of sources of liquidity we currently have;
- material decreases in the amount of deposits we hold;
- regulatory requirements to maintain minimum capital levels;
- changes in market interest rates that affect the pricing of our loans and deposits and our net interest income;
- fluctuations in the market value and liquidity of the securities we hold for sale;
- effects of competition from a wide variety of local, regional, national and other providers of financial, investment and insurance services;
- changes in economic and market conditions that affect the amount of assets we have under administration;
- the institution and outcome of litigation and other legal proceeding against us or to which we become subject;
- the occurrence of market conditions adversely affecting the financial industry generally;
- the impact of recent and future legislative and regulatory changes, including changes in banking, securities and tax laws and regulations and their application by our regulators, such as the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act;
- changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board, the SEC and Public Company Accounting Oversight Board;
- governmental monetary and fiscal policies;
- changes in the scope and cost of FDIC insurance and other coverage;
- the effects of war or other conflicts, acts of terrorism (including cyber attacks) or other catastrophic events, including storms, droughts, tornadoes and flooding, that may affect general economic conditions;

- our actual cost savings resulting from the acquisitions of Grand Bank, BOH Holdings, Houston City Bancshares and Live Oak Financial Corp. are less than expected, we are unable to realize those cost savings as soon as expected or we incur additional or unexpected costs;
- our revenues after the Grand Bank, BOH Holdings, Inc., Houston City Bancshares and Live Oak Financial Corp. acquisitions are less than expected;
- deposit attrition, operating costs, customer loss and business disruption before and after our completed acquisitions, including, without limitation, difficulties in maintaining relationships with employees, may be greater than we expected;
- the risk that the businesses of the Company, and financial institutions that it has or will acquire, will not be integrated successfully, or such integrations may be more difficult, time-consuming or costly than expected;
- the quality of the assets acquired from other organizations being lower than determined in our due diligence investigation and related exposure to unrecoverable losses on loans acquired;
- general business and economic conditions in our markets change or are less favorable than expected;
- changes occur in business conditions and inflation;
- personal or commercial customers' bankruptcies increase;
- technology-related changes are harder to make or are more expensive than expected; and
- the other factors that are described or referenced in Part II, Item 1A. of this Quarterly Report on Form 10-Q under the caption "Risk Factors."

We urge you to consider all of these risks, uncertainties and other factors carefully in evaluating all such forward-looking statements we may make. As a result of these and other matters, including changes in facts, assumptions not being realized or other factors, the actual results relating to the subject matter of any forward-looking statement may differ materially from the anticipated results expressed or implied in that forward-looking statement. Any forward-looking statement made by the Company in any report, filing, press release, document, report or announcement speaks only as of the date on which it is made. The Company undertakes no obligation to update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

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 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.

## Overview

This Management's Discussion and Analysis of Financial Condition and Results of Operations analyzes the major elements of the Company's financial condition and results of operation as reflected in the interim consolidated financial statements and accompanying notes appearing in this Quarterly Report on Form 10-Q. 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 included in the Annual Report on Form 10-K for the year ended December 31, 2015.

The Company was organized as a bank holding company in 2002. On January 1, 2009, the Company was merged with Independent Bank Group Central Texas, Inc., and, since that time, has pursued a strategy to create long-term shareholder value through organic growth of our community banking franchise in our market areas and through selective acquisitions of complementary banking institutions with operations in our market areas. On April 8, 2013, the Company consummated the initial public offering, or IPO, of its common stock which is traded on the NASDAQ Global Select Market.

The Company operates 42 full service banking locations, with 24 located in the Dallas/North Texas region, 7 located in the Austin/Central Texas region and 11 in the Houston region. The Company's headquarters are located at 1600 Redbud, Suite 400, McKinney, Texas 75069, and its telephone number is (972) 562-9004. The Company's website address is [www.ibtx.com](http://www.ibtx.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.

Our principal business is lending to and accepting deposits from businesses, professionals and individuals. We conduct all of our banking operations through Independent Bank, which is a Texas state banking corporation and our principal subsidiary (the Bank). We derive our income principally from interest earned on loans and, to a lesser extent, income from securities available for sale. We also derive income from non-interest sources, such as fees received in connection with various deposit services and mortgage brokerage operations. From time to time, we also realize gains on the sale of assets. Our principal expenses include interest expense on interest-bearing customer deposits, advances from the Federal Home Loan Bank of Dallas, or the FHLB, and other borrowings, operating expenses, such as salaries, employee benefits, occupancy costs, data processing and communication costs, expenses associated with other real estate owned, other administrative expenses, provisions for loan losses and our assessment for FDIC deposit insurance.

### Certain Events Affect Year-over-Year Comparability

**Acquisition** . The Company completed the acquisition of Grand Bank effective November 1, 2015. This acquisition increased total assets by \$620.2 million, gross loans by \$274.4 million and deposits by \$523.7 million on the acquisition date. The comparability of the Company's results of operations for the three and six months ended June 30, 2016 and 2015 are affected by this acquisition.

## Discussion and Analysis of Results of Operations for the Three and Six Months Ended June 30, 2016 and 2015

The following discussion and analysis of our results of operations compares our results of operations for the three and six months ended June 30, 2016 with the three and six months ended June 30, 2015. The results of operations for the three and six months ended June 30, 2016 are not necessarily indicative of the results of operations that may be expected for all of the year ending December 31, 2016.

### Results of Operations

For the three months ended June 30, 2016, net income was \$11.8 million (\$0.64 per common share on a diluted basis) compared with net income after preferred stock dividends of \$10.5 million (\$0.61 per common share on a diluted basis) for the three months ended June 30, 2015. The Company posted annualized returns on average common equity of 7.60% and 7.91%, returns on average assets of 0.88% and 0.99% and efficiency ratios of 61.05% and 58.38% for the three months ended June 30, 2016 and 2015, respectively. The efficiency ratio is calculated by dividing total noninterest expense (which does not include the provision for loan losses) by net interest income plus noninterest income.

For the six months ended June 30, 2016, net income after preferred stock dividends was \$24.3 million (\$1.31 per common share on a diluted basis) compared with \$19.9 million (\$1.16 per common share on a diluted basis) for the six months ended June 30, 2015. The Company posted annualized returns on average common equity of 7.85% and 7.60%, returns on average assets of 0.92% and 0.96% and efficiency ratios of 58.99% and 59.61% for the six months ended June 30, 2016 and 2015, respectively.

### Net Interest Income

The Company's net interest income is its interest income, net of interest expenses. Changes in the balances of the Company's earning assets and its deposits, FHLB advances and other borrowings, as well as changes in the market interest rates, affect the Company's net interest income. The difference between the Company's average yield on earning assets and its average rate paid for interest-bearing liabilities is its net interest spread. Noninterest-bearing sources of funds, such as demand deposits and stockholders' equity, also support the Company's earning assets. The impact of the noninterest-bearing sources of funds is reflected in the Company's net interest margin, which is calculated as annualized net interest income divided by average earning assets.

Net interest income was \$45.9 million for the three months ended June 30, 2016, an increase of \$8.1 million, or 21.4%, from \$37.8 million for the three months ended June 30, 2015. This increase is due primarily to a \$960.8 million increase, or 26.0%, in average interest earning assets to \$4.7 billion for the three months ended June 30, 2016 compared to \$3.7 billion for the three months ended June 30, 2015. The greatest part of the increases in interest-earning assets and interest-bearing deposits occurred as a result of the acquisition the Company completed in November 2015 but was also due in part to organic loan and deposit growth. The average yield on interest earning assets decreased 15 basis points from 4.64% for the three months ended June 30, 2015 to 4.49% for the three months ended June 30, 2016 primarily due to a decrease in the loan yield from 5.00% for the three months ended June 30, 2015 to 4.85% for the three months ended June 30, 2016. The decrease in loan yield was primarily due to decreased market rates over the year and also due in part to lower accretion income on acquired loans for the three months ending June 30, 2016 compared to the same period in 2015. The average cost of interest-bearing liabilities decreased three basis points to 0.66% for the three months ended June 30, 2016 compared to 0.69% for the three months ended June 30, 2015. This change was primarily due to a decrease in the cost of borrowings due to maturities of higher rate FHLB advances during 2015. The aforementioned changes resulted in a 14 basis point decrease in the net interest margin for the three months ended June 30, 2016 to 3.96% compared to 4.10% for the three months ended June 30, 2015.

Net interest income was \$91.5 million for the six months ended June 30, 2016, an increase of \$17.7 million, or 23.9%, from \$73.9 million for the six months ended June 30, 2015. This increase is due primarily to a \$930.8 million increase, or 25.5%, in average interest earning assets to \$4.6 billion for the six months ended June 30, 2016 compared to \$3.6 billion for the six months ended June 30, 2015. The increases in interest-earning assets and interest-bearing deposits is due to organic growth and the result of the acquisition completed in November 2015. The net interest margin for the six months ended June 30, 2016 decreased six basis points to 4.02% compared to 4.08% for the six months ended June 30, 2015. The decrease from prior year is primarily due to a decrease in loan yields of five basis points from prior year. The average yield on interest earning assets decreased eight basis points from 4.62% for the six months ended June 30, 2015 to 4.54% while the average rate paid on interest bearing liabilities decreased three basis points from 0.69% to 0.66%.

**Average Balance Sheet Amounts, Interest Earned and Yield Analysis.** The following table presents average balance sheet information, interest income, interest expense and the corresponding average yields earned and rates paid for the three and six months ended June 30, 2016 and 2015. The average balances are principally daily averages and, for loans, include both performing and nonperforming balances.

	Three Months Ended June 30,					
	2016			2015		
	Average Outstanding Balance	Interest	Yield/Rate <sup>(3)</sup>	Average Outstanding Balance	Interest	Yield/Rate <sup>(3)</sup>
<b>(dollars in thousands)</b>						
<b>Interest-earning assets:</b>						
Loans <sup>(1)</sup>	\$ 4,177,451	\$ 50,418	4.85%	\$ 3,340,796	\$ 41,625	5.00%
Taxable securities	233,522	764	1.32	127,891	551	1.73
Nontaxable securities	71,097	444	2.51	68,166	449	2.64
Interest-bearing deposits and other	174,227	315	0.73	158,626	122	0.31
Total interest-earning assets	4,656,297	\$ 51,941	4.49	3,695,479	\$ 42,747	4.64
Noninterest-earning assets	711,638			563,855		
Total assets	\$ 5,367,935			\$ 4,259,334		
<b>Interest-bearing liabilities:</b>						
Checking accounts	\$ 1,770,050	\$ 1,998	0.45	\$ 1,316,477	\$ 1,432	0.44
Savings accounts	149,349	66	0.18	142,948	67	0.19
Money market accounts	401,386	452	0.45	255,235	179	0.28
Certificates of deposit	806,403	1,407	0.70	857,438	1,340	0.63
Total deposits	3,127,188	3,923	0.50	2,572,098	3,018	0.47
FHLB advances	461,231	998	0.87	203,989	718	1.41
Repurchase agreements and other borrowings	64,497	987	6.15	76,416	1,096	5.75
Junior subordinated debentures	18,147	150	3.32	18,147	135	2.98
Total interest-bearing liabilities	3,671,063	6,058	0.66	2,870,650	4,967	0.69
Noninterest-bearing checking accounts	1,060,507			825,075		
Noninterest-bearing liabilities	11,384			6,956		
Stockholders' equity	624,981			556,653		
Total liabilities and equity	\$ 5,367,935			\$ 4,259,334		
Net interest income		\$ 45,883			\$ 37,780	
Interest rate spread			3.83%			3.95%
Net interest margin <sup>(2)</sup>			3.96			4.10
Average interest earning assets to interest bearing liabilities			126.84			128.73

(1) Average loan balances include nonaccrual loans.

(2) Net interest margins for the periods presented represent: (i) the difference between interest income on interest-earning assets and the interest expense on interest-bearing liabilities, divided by (ii) average interest-earning assets for the period.

(3) Yield and rates for the three month periods are annualized.

**For The Six Months Ended June 30,**

	2016			2015		
	Average Outstanding Balance	Interest	Yield/Rate <sup>(3)</sup>	Average Outstanding Balance	Interest	Yield/Rate <sup>(3)</sup>
<b>(dollars in thousands)</b>						
<b>Interest-earning assets:</b>						
Loans <sup>(1)</sup>	\$ 4,104,386	\$ 100,328	4.92%	\$ 3,297,657	\$ 81,205	4.97%
Taxable securities	221,131	1,494	1.36	130,937	1,160	1.79
Nontaxable securities	72,853	895	2.47	68,702	863	2.53
Interest-bearing deposits and other	180,041	688	0.77	150,343	255	0.34
Total interest-earning assets	4,578,411	\$ 103,405	4.54	3,647,639	\$ 83,483	4.62
Noninterest-earning assets	726,698			549,604		
Total assets	\$ 5,305,109			\$ 4,197,243		
<b>Interest-bearing liabilities:</b>						
Checking accounts	\$ 1,681,673	\$ 3,743	0.45	\$ 1,291,995	\$ 2,790	0.44
Savings accounts	146,832	130	0.18	143,349	132	0.19
Money market accounts	453,001	911	0.40	245,963	279	0.23
Certificates of deposit	815,878	2,790	0.69	838,212	2,526	0.61
Total deposits	3,097,384	7,574	0.49	2,519,519	5,727	0.46
FHLB advances	448,480	1,999	0.90	211,871	1,470	1.40
Repurchase agreements and other borrowings	68,397	1,990	5.85	76,683	2,165	5.69
Junior subordinated debentures	18,147	299	3.31	18,147	263	2.92
Total interest-bearing liabilities	3,632,408	11,862	0.66	2,826,220	9,625	0.69
Noninterest-bearing checking accounts	1,038,270			811,450		
Noninterest-bearing liabilities	11,202			7,746		
Stockholders' equity	623,229			551,827		
Total liabilities and equity	\$ 5,305,109			\$ 4,197,243		
Net interest income		\$ 91,543			\$ 73,858	
Interest rate spread			3.88%			3.93%
Net interest margin <sup>(2)</sup>			4.02			4.08
Average interest earning assets to interest bearing liabilities			126.04			129.06

(1) Average loan balances include nonaccrual loans.

(2) Net interest margins for the periods presented represent: (i) the difference between interest income on interest-earning assets and the interest expense on interest-bearing liabilities, divided by (ii) average interest-earning assets for the period.

(3) Yield and rates for the six month periods are annualized.



## Provision for Loan Losses

Management actively monitors the Company's asset quality and provides specific loss provisions when necessary. Provisions for loan losses are charged to income to bring the total allowance for loan losses to a level deemed appropriate by management based on such factors as historical loss experience, trends in classified loans and past dues, the volume and growth in the loan portfolio, current economic conditions and the value of collateral.

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

The Company recorded a \$2.1 million provision for loan losses for the three months ended June 30, 2016 compared to \$1.7 million for the comparable period in 2015. Provision expense for the six months ended June 30, 2016 was \$5.1 million compared to \$3.3 million for the same period in 2015. Provision expense is directly related to organic loan growth and net charge-offs during the respective periods. In addition, the Company increased general reserve allocations on the energy portfolio during the first quarter 2016 primarily due to continued volatility in commodity prices. Net charge-offs were \$1.2 million and \$122 thousand for the three months ended June 30, 2016 and 2015, respectively and \$1.2 million and \$117 thousand for the six months ended June 30, 2016 and 2015, respectively. The higher level of charge-offs in 2016 is primarily due to charge-offs on energy related credits.

## Noninterest Income

The following table sets forth the components of noninterest income for the three and six months ended June 30, 2016 and 2015 and the period-over-period variations in such categories of noninterest income:

<i>(dollars in thousands)</i>	Three Months Ended June 30,			Six Months Ended June 30,		
	2016	2015	Variance 2016 v. 2015	2016	2015	Variance 2016 v. 2015
<b>Noninterest Income</b>						
Service charges on deposit accounts	\$ 1,752	\$ 1,679	\$ 73	\$ 3,447	\$ 3,264	\$ 183
Mortgage fee income	2,021	1,429	592	3,397	2,729	668
Gain on sale of other real estate	10	49	(39)	53	179	(126)
Gain on sale of securities available for sale	4	90	(86)	4	90	(86)
Gain on sale of premises and equipment	3	—	3	41	—	41
Increase in cash surrender value of bank owned life insurance	270	268	2	535	538	(3)
All other noninterest income	869	594	275	1,922	1,275	647
<b>Total noninterest income</b>	<b>\$ 4,929</b>	<b>\$ 4,109</b>	<b>\$ 820</b>	<b>\$ 9,399</b>	<b>\$ 8,075</b>	<b>\$ 1,324</b>

Total noninterest income increased \$820 thousand, or 20.0% and \$1.3 million, or 16.4% for the three and six months ended June 30, 2016, respectively, over same periods in 2015. Significant changes in the components of noninterest income are discussed below.

**Mortgage Fee Income.** Mortgage fee income for the three and six months ended June 30, 2016 increased \$592 thousand, or 41.4% and \$668 thousand, or 24.4%, respectively, compared to the same periods in 2015. This increase is due to housing market growth and home purchase activity in the north Texas and Austin areas along with continued refinance activity due to borrowers taking advantage of increased home values and decreased interest rates.

**Other noninterest income.** Other noninterest income for the three and six months ended June 30, 2016 increased \$275 thousand, or 46.3% and \$647 thousand, or 50.7%, respectively, compared to the same periods in 2015. A large portion of this increase in other noninterest income from the prior periods is related to increased earning credits on correspondent accounts and an increase in income distributions from small business fund investments during 2016.

## Noninterest Expense

Noninterest expense increased \$6.6 million , or 26.9% and \$10.7 million, or 21.9% for the three and six months and ended June 30, 2016, respectively, as compared to the same periods in 2015. The following table sets forth the components of the Company's noninterest expense for the three and six months ended June 30, 2016 and 2015 and the period-over-period variations in such categories of noninterest expense:

<i>(dollars in thousands)</i>	Three Months Ended June 30,			Six Months Ended June 30,		
	2016	2015	Variance 2016 v. 2015	2016	2015	Variance 2016 v. 2015
<b>Noninterest Expense</b>						
Salaries and employee benefits	\$ 19,567	\$ 14,650	\$ 4,917	\$ 36,341	\$ 29,074	\$ 7,267
Occupancy	4,041	4,027	14	8,081	7,937	144
Data processing	1,203	666	537	2,385	1,354	1,031
FDIC assessment	869	493	376	1,595	1,012	583
Advertising and public relations	251	253	(2)	546	599	(53)
Communications	550	554	(4)	1,085	1,093	(8)
Other real estate owned expense, net	2	37	(35)	35	96	(61)
Impairment of other real estate	—	25	(25)	55	25	30
Core deposit intangible amortization	492	367	125	980	739	241
Professional fees	977	677	300	1,637	1,167	470
Acquisition expense, including legal	90	28	62	729	500	229
Other	2,981	2,678	303	6,073	5,245	828
Total noninterest expense	<u>\$ 31,023</u>	<u>\$ 24,455</u>	<u>\$ 6,568</u>	<u>\$ 59,542</u>	<u>\$ 48,841</u>	<u>\$ 10,701</u>

**Salaries and Employee Benefits.** Salaries and employee benefits expense, which historically has been the largest component of the Company's noninterest expense, increased \$4.9 million , or 33.6% and \$7.3 million, or 25.0% for the three and six months ended June 30, 2016, respectively, compared to the same periods in 2015. Salaries and employee benefits expenses increased in 2016 over the same prior year periods due to an increase in the number of the Company's full-time equivalent employees both resulting from organic growth within the Company and growth through the acquisition completed by the Company in November 2015. The increase in salaries and benefits from the prior periods is also due to compensation costs of approximately \$2.6 million recognized during the second quarter of 2016 relating to the Company's senior leadership restructure including \$2 million for the former Houston Region CEO's Separation Agreement.

**Data Processing.** Data processing fees increased \$537 thousand , or 80.6% and \$1.0 million, or 76.1% for the three and six months ended June 30, 2016, respectively, compared to the same periods in 2015. The increase is due to increased online banking fees and other costs related directly to an increase in accounts over the same prior year periods, related both to organic growth and growth through acquisition.

**FDIC Assessment.** FDIC assessment expense increased \$376 thousand , or 76.3% and \$583 thousand, or 57.6% for the three and six months ended June 30, 2016, respectively, compared to the same periods in 2015. The increase is due to a higher assessment associated with an increase in deposit accounts, both due to organic growth and growth through the Grand Bank acquisition in November 2015.

**Core Deposit Intangible Amortization.** Amortization expense on core deposit intangibles increased \$125 thousand and \$241 thousand for the three and six months ended June 30, 2016, respectively, over the same periods in 2015. The increase is due to core deposit intangibles acquired in the Grand Bank acquisition in November 2015. Core deposit intangibles are being amortized on the straight line method over 10 years.

**Professional Fees.** Professional fees increased \$300 thousand , or 44.3% and \$470 thousand, or 40.3% for the three and six months ended June 30, 2016, respectively, over the same periods in 2015. The increase in professional fees is primarily due to increased legal fees on existing litigation inherited in the Bank of Houston transaction and legal fees related to energy loan workouts.

**Acquisition Expenses.** Acquisition expenses increased \$62 thousand and \$229 thousand for the three and six month period ending June 30, 2016, respectively, compared to the same periods in 2015. The 45.8% increase in acquisition-related expenses

for the six months ended June 30, 2016 over the six month period ending June 30, 2015 primarily related to additional fees incurred relating to the core data system conversion of Grand Bank during the first quarter 2016.

**Other.** Other expense increased by \$303 thousand, or 11.3% and \$828 thousand, or 15.8% for the three and six months ended June 30, 2016 compared to the same periods in 2015. The majority of the increase in this category from the same prior periods is related to general increases in various operating expenses related both to organic growth and growth through acquisition specific to deposit and loan-related expenses.

### **Income Tax Expense**

Income tax expense was \$5.9 million and \$12.0 million for the three and six months ended June 30, 2016, respectively and \$5.2 million and \$9.7 million for the same periods in 2015. The effective tax rates were 33.2% and 33.1% for the three and six months ended June 30, 2016, respectively, compared to 33.0% and 32.7% for the same periods in 2015.

## Discussion and Analysis of Financial Condition

The following discussion and analysis of the Company's financial condition discusses and analyzes the financial condition of the Company as of June 30, 2016 and December 31, 2015 .

### Assets

The Company's total assets increased by \$391.8 million, or 7.8%, to \$5.4 billion as of June 30, 2016 from \$5.1 billion at December 31, 2015 .

### Loan Portfolio

The following table presents the balance and associated percentage of each major category in our loan portfolio as of June 30, 2016 and December 31, 2015 :

<i>(dollars in thousands)</i>	June 30, 2016		December 31, 2015	
Commercial	\$ 636,557	14.9%	\$ 731,818	18.3%
Real estate:				
Commercial	2,229,913	52.3	1,949,734	48.7
Commercial construction, land and land development	444,738	10.4	419,611	10.5
Residential <sup>(1)</sup>	640,187	15.0	620,289	15.5
Single family interim construction	232,658	5.5	187,984	4.7
Agricultural	48,976	1.1	50,178	1.3
Consumer	32,233	0.8	41,966	1.0
Other	137	—	124	—
	4,265,399	100.0%	4,001,704	100.0%
Deferred loan fees	(1,992)		(1,553)	
Allowance for loan losses	(30,916)		(27,043)	
Total loans, net	\$ 4,232,491		\$ 3,973,108	

<sup>(1)</sup> Includes mortgage loans held for sale as of June 30, 2016 and December 31, 2015 of \$13.9 million and \$12.3 million, respectively.

Our loan portfolio is the largest category of our earning assets. As of June 30, 2016 and December 31, 2015 , loans, net of allowance for loan losses, totaled \$4.232 billion and \$3.973 billion , respectively, which is an increase of 6.5% between the two dates.

### Asset Quality

**Nonperforming Assets.** The Company has established procedures to assist the Company in maintaining the overall quality of the Company's loan portfolio. In addition, the Company has adopted underwriting guidelines to be followed by the Company's lending officers and which require significant senior management review of proposed extensions of credit exceeding certain thresholds. When delinquencies exist, the Company rigorously monitors the levels of such delinquencies for any negative or adverse trends. The Company's loan review procedures include approval of lending policies and underwriting guidelines by Independent Bank's board of directors, an annual independent loan review, approval of large credit relationships by Independent Bank's Executive Loan Committee and loan quality documentation procedures. The Company, like other financial institutions, is subject to the risk that its loan portfolio will be subject to increasing pressures from deteriorating borrower credit due to general economic conditions.

The Company discontinues accruing interest on a loan when management of the Company believes, after considering the Company's collection efforts and other factors, that the borrower's financial condition is such that collection of interest of that loan is doubtful. Loans are placed on nonaccrual status or charged-off at an earlier date if collection of principal or interest is considered doubtful. All interest accrued but not collected for loans, including troubled debt restructurings, that are placed on nonaccrual status or charged off is reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Real estate we have acquired as a result of foreclosure or by deed-in-lieu-of foreclosure is classified as other real estate owned until sold. The Bank's policy is to initially record other real estate at fair value less estimated costs to sell at the date of foreclosure. After foreclosure, other real estate is carried at the lower of the initial carrying amount (fair value less estimated costs to sell or lease), or at the value determined by subsequent appraisals of other real estate.

The Company periodically modifies loans to extend the term or make other concessions to help a borrower with a deteriorating financial condition stay current on their loan and to avoid foreclosure. The Company generally does not forgive principal or interest on loans or modify the interest rates on loans to rates that are below market rates. Under applicable accounting standards, such loan modifications are generally classified as troubled debt restructurings.

The following table sets forth the allocation of the Company's nonperforming assets among the Company's different asset categories as of the dates indicated. The Company classifies nonperforming loans as nonaccrual loans, loans past due 90 days or more and still accruing interest or loans modified under restructurings as a result of the borrower experiencing financial difficulties. The balances of nonperforming loans reflect the net investment in these assets, including deductions for purchase discounts.

(dollars in thousands)

	June 30, 2016	December 31, 2015
<b>Nonaccrual loans</b>		
Commercial	\$ 11,950	\$ 7,366
Real estate:		
Commercial real estate, construction, land and land development	56	591
Residential real estate	1,141	552
Agricultural	—	170
Consumer	82	111
<b>Total nonaccrual loans <sup>(1)</sup></b>	<b>13,229</b>	<b>8,790</b>
<b>Loans delinquent 90 days or more and still accruing</b>		
Commercial	7	—
<b>Total loans delinquent 90 days or more and still accruing</b>	<b>7</b>	<b>—</b>
<b>Troubled debt restructurings, not included in nonaccrual loans</b>		
Commercial	9	16
Real estate:		
Commercial real estate, construction, land and land development	1,336	3,480
Residential real estate	2,597	2,574
<b>Total troubled debt restructurings, not included in nonaccrual loans</b>	<b>3,942</b>	<b>6,070</b>
<b>Total nonperforming loans</b>	<b>17,178</b>	<b>14,860</b>
<b>Other real estate owned and other repossessed assets:</b>		
Commercial real estate, construction, land and land development	1,044	2,168
Commercial	—	1,050
Single family interim construction	523	—
Consumer	—	14
<b>Total other real estate owned and other repossessed assets</b>	<b>1,567</b>	<b>3,232</b>
<b>Total nonperforming assets</b>	<b>\$ 18,745</b>	<b>\$ 18,092</b>
<b>Ratio of nonperforming loans to total loans</b>	<b>0.40%</b>	<b>0.37%</b>
<b>Ratio of nonperforming assets to total assets</b>	<b>0.34</b>	<b>0.36</b>

<sup>(1)</sup> Nonaccrual loans include troubled debt restructurings of \$111 thousand and \$621 thousand as of June 30, 2016 and December 31, 2015, respectively.

Nonaccrual loans increased to \$13.2 million at June 30, 2016 from \$8.8 million as of December 31, 2015. The increase in nonaccruals is primarily due to one energy loan totaling \$4.0 million that was placed on nonaccrual in the second quarter. Troubled debt restructurings that were not on nonaccrual status totaled \$3.9 million and \$6.1 million at June 30, 2016 and December 31, 2015, respectively. The decrease was primarily due to the payoffs of two commercial real estate loans totaling \$1.9 million. The net decrease in other real estate owned and repossessed assets is due to the disposition of two other real estate properties and a repossessed airplane during the second quarter 2016.

As of June 30, 2016, the Company had a total of 50 substandard loans with an aggregate principal balance of \$23.5 million that were not currently nonaccrual loans, 90 days past due loans or troubled debt restructurings, but where the Company had

information about possible credit problems of the borrowers that caused the Company's management to have serious concerns as to the ability of the borrowers to comply with present loan repayment terms and that could result in those loans becoming nonaccrual loans, 90 days past due loans or troubled debt restructurings in the future.

The Company generally continues to use the classification of acquired loans classified nonaccrual or 90 days and accruing as of the acquisition date. The Company does not classify acquired loans as troubled debt restructurings, or TDRs, unless the Company modifies an acquired loan subsequent to acquisition that meets the TDR criteria. Reported delinquency of the Company's purchased loan portfolio is based upon the contractual terms of the loans.

**Allowance for Loan Losses.** The allowance for loan losses is established through charges to earnings in the form of a provision for loan losses. The Company's allowance for loan losses represents the Company's estimate of probable and reasonably estimable loan losses inherent in loans held for investment as of the respective balance sheet date. The Company's methodology for assessing the adequacy of the allowance for loan losses includes a general allowance for performing loans, which are grouped based on similar characteristics, and an allocated allowance for individual impaired loans. Actual credit losses or recoveries are charged or credited directly to the allowance. As of June 30, 2016, the allowance for loan losses amounted to \$30.9 million, or 0.73% of total loans, compared with \$27.0 million, or 0.68% of total loans as of December 31, 2015. The increase in the allowance is due to general reserves for organic loan growth, specific allocations on impaired assets, and increased qualitative factors in the general allocation in recognition of continued volatility in commodity prices.

The allowance for loan losses to nonperforming loans has decreased slightly from 181.99% at December 31, 2015 to 179.97% at June, 2016. Nonperforming loans have increased to \$17.2 million at June 30, 2016 compared to \$14.9 million at December 31, 2015 primarily due to two energy loans totaling \$5.1 million being added to nonaccrual during the period offset by the payoff of two commercial real estate loans totaling \$1.9 million.

### **Securities Available for Sale**

The Company's investment strategy aims to maximize earnings while maintaining liquidity in securities with minimal credit, interest rate and duration risk. The types and maturities of securities purchased are primarily based on the Company's current and projected liquidity and interest rate sensitivity positions.

The Company recognized a \$4 thousand gain on the sale of securities for the three and six months ended June 30, 2016 and a gain of \$90 thousand on the sale of securities during the three and six months ended June 30, 2015. Securities represented 5.3% and 5.4% of the Company's total assets at June 30, 2016 and December 31, 2015, respectively.

Management evaluates securities for other-than-temporary impairment (OTTI) on at least a quarterly basis and more frequently when economic or market conditions warrant such an evaluation. Management does not intend to sell any debt securities it holds and believes the Company more likely than not will not be required to sell any debt securities it holds before their anticipated recovery, at which time the Company will receive full value for the securities. Management has the ability and intent to hold the securities classified as available for sale that were in a loss position as of June 30, 2016 for a period of time sufficient for an entire recovery of the cost basis of the securities. For those securities that are impaired, the unrealized losses are largely due to interest rate changes. The fair value is expected to recover as the securities approach their maturity date. Management believes any impairment in the Company's securities at June 30, 2016 is temporary and no other-than-temporary impairment has been realized in the Company's consolidated financial statements.

## Capital Resources and Regulatory Capital Requirements

Total stockholder's equity was \$629.6 million at June 30, 2016 compared with \$603.4 million at December 31, 2015, an increase of approximately \$26.3 million. The increase was due primarily to net income of \$24.3 million earned by the Company during the six months ended June 30, 2016, as well as stock based compensation of \$3.6 million and an increase of \$1.7 million in unrealized gain (loss) on available for sale securities offset by dividends paid of \$3.0 million.

As of June 30, 2016, the Company exceeded all capital ratio requirements under prompt corrective action and other regulatory requirements, as detailed in the table below:

	As of June 30, 2016		
	Actual	Required to be considered well capitalized	Required to be considered adequately capitalized
	Ratio	Ratio	Ratio
Tier 1 capital to average assets ratio	7.42%	≥5.00%	4.00-5.00%
Common equity tier 1 capital to risk-weighted assets ratio	7.89	≥6.50	4.50-6.50
Tier 1 capital to risk-weighted assets ratio	8.27	≥8.00	6.00-8.00
Total capital to risk-weighted assets ratio	11.35	≥10.00	8.00-10.00

## Liquidity Management

The Company continuously monitors the Company's liquidity position to ensure that assets and liabilities are managed in a manner that will meet all of the Company's short-term and long-term cash requirements. The Company manages the Company's liquidity position to meet the daily cash flow needs of customers, while maintaining an appropriate balance between assets and liabilities to meet the return on investment objectives of the Company's shareholders. The Company also monitors its liquidity requirements in light of interest rate trends, changes in the economy, and the scheduled maturity and interest rate sensitivity of the investment and loan portfolios and deposits.

Liquidity risk management is an important element in the Company's asset/liability management process. The Company's short-term and long-term liquidity requirements are primarily to fund on-going operations, including payment of interest on deposits and debt, extensions of credit to borrowers, capital expenditures and shareholder dividends. These liquidity requirements are met primarily through cash flow from operations, redeployment of pre-paid and maturing balances in the Company's loan and investment portfolios, debt financing and increases in customer deposits. The Company's liquidity position is supported by management of liquid assets and liabilities and access to alternative sources of funds. Liquid assets include cash, interest-bearing deposits in banks, federal funds sold, securities available for sale and maturing or prepaying balances in the Company's investment and loan portfolios. Liquid liabilities include core deposits, brokered deposits, federal funds purchased, securities sold under repurchase agreements and other borrowings. Other sources of liquidity include the sale of loans, the ability to acquire additional national market non core deposits, the issuance of additional collateralized borrowings such as FHLB advances, the issuance of debt securities, borrowings through the Federal Reserve's discount window and the issuance of equity securities. For additional information regarding the Company's operating, investing and financing cash flows, see the Consolidated Statements of Cash Flows provided in the Company's consolidated financial statements.

In addition to the liquidity provided by the sources described above, Independent Bank maintains correspondent relationships with other banks in order to sell loans or purchase overnight funds should additional liquidity be needed. As of June 30, 2016, the Bank had established federal funds lines of credit with nine unaffiliated banks totaling \$225.0 million with no amounts advanced against those lines at that time. In addition, the Company has an unsecured line of credit totaling \$50.0 million at an unaffiliated commercial bank. Based on the values of stock, securities, and loans pledged as collateral, as of June 30, 2016, the Company had additional borrowing capacity with the FHLB of \$776.4 million.

## Contractual Obligations

In the ordinary course of the Company's operations, the Company enters into certain contractual obligations, such as obligations for operating leases and other arrangements with respect to deposit liabilities, FHLB advances and other borrowed funds. The Company believes that it will be able to meet its contractual obligations as they come due through the maintenance of adequate cash levels. The Company expects to maintain adequate cash levels through profitability, loan and securities repayment and maturity activity and continued deposit gathering activities. The Company has in place various borrowing mechanisms for both short-term and long-term liquidity needs.

Other than normal changes in the ordinary course of business, there have been no significant changes in the types of contractual obligations or amounts due since December 31, 2015.

### **Off-Balance Sheet Arrangements**

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 the Company's consolidated balance sheets. However, the Company has only limited off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on the Company's financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources. Independent Bank enters into these transactions to meet the financing needs of the Company's customers. These transactions include commitments to extend credit and issue 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.

**Commitments to Extend Credit** . Independent Bank enters into contractual commitments to extend credit, normally with fixed expiration dates or termination clauses, at specified rates and for specific purposes. Substantially all of Independent Bank's commitments to extend credit are contingent upon customers maintaining specific credit standards at the time of loan funding. Independent Bank minimizes its exposure to loss under these commitments by subjecting them to credit approval and monitoring procedures.

**Standby Letters of Credit** . Standby letters of credit are written conditional commitments that Independent Bank issues to guarantee the performance of a customer to a third party. In the event the customer does not perform in accordance with the terms of the agreement with the third party, Independent Bank would be required to fund the commitment. The maximum potential amount of future payments Independent Bank could be required to make is represented by the contractual amount of the commitment. If the commitment is funded, the customer is obligated to reimburse Independent Bank for the amount paid under this standby letter of credit.

Independent Bank's commitments to extend credit and outstanding standby letters of credit were \$871.2 million and \$10.2 million , respectively, as of June 30, 2016. 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. The Company manages the Company's liquidity in light of the aggregate amounts of commitments to extend credit and outstanding standby letters of credit in effect from time to time to ensure that the Company will have adequate sources of liquidity to fund such commitments and honor drafts under such letters of credit.

### **Critical Accounting Policies and Estimates**

The preparation of the Company's consolidated financial statements in accordance with U.S. generally accepted accounting principles, or GAAP, requires the Company to make estimates and judgments that affect the Company's reported amounts of assets, liabilities, income and expenses and related disclosure of contingent assets and liabilities. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under current circumstances, results of which form the basis for making judgments about the carrying value of certain assets and liabilities that are not readily available from other sources. The Company evaluates the Company's estimates on an ongoing basis. Actual results may differ from these estimates under different assumptions or conditions.

Accounting policies, as described in detail in the notes to the Company's consolidated financial statements, are an integral part of the Company's financial statements. A thorough understanding of these accounting policies is essential when reviewing the Company's reported results of operations and the Company's financial position. The Company believes that the critical accounting policies and estimates discussed below require the Company to make difficult, subjective or complex judgments about matters that are inherently uncertain. Changes in these estimates, that are likely to occur from period to period, or the use of different estimates that the Company could have reasonably used in the current period, would have a material impact on the Company's financial position, results of operations or liquidity.

**Acquired Loans**. The Company's accounting policies require that the Company evaluates all acquired loans for evidence of deterioration in credit quality since origination and to evaluate whether it is probable that the Company will collect all contractually required payments from the borrower.

Acquired loans from the transactions accounted for as a business combination include both loans with evidence of credit deterioration since their origination date and performing loans. The Company accounts for performing loans under ASC Paragraph 310-20, *Nonrefundable Fees and Other Costs* , with the related discount being adjusted for over the life of the loan



and recognized as interest income. The Company accounts for the loans acquired in accordance with ASC Paragraph 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality*. At the date of the acquisition, acquired loans are recorded at their fair value.

The Company recognizes the difference between the undiscounted cash flows the Company expects (at the time the Company acquires the loan) to be collected and the investment in the loan, or the “accretable yield,” as interest income using the interest method over the life of the loan. The Company does not recognize contractually required payments for interest and principal that exceed undiscounted cash flows expected at acquisition, or the “nonaccretable difference,” as a yield adjustment, loss accrual or valuation allowance. Increases in the expected cash flows subsequent to the initial investment are recognized prospectively through adjustment of the yield on the loan over the loan’s remaining life, while decreases in expected cash flows are recognized as impairment. Valuation allowances on these impaired loans reflect only losses incurred after the acquisition.

Upon an acquisition, the Company generally continues to use the classification of acquired loans classified nonaccrual or 90 days and accruing. The Company does not classify acquired loans as TDRs unless the Company modifies an acquired loan subsequent to acquisition that meets the TDR criteria. Reported delinquency of the Company’s purchased loan portfolio is based upon the contractual terms of the loans.

**Allowance for Loan Losses.** The allowance for loan losses represents management’s estimate of probable and reasonably estimable credit losses inherent in the loan portfolio. In determining the allowance, the Company estimates losses on individual impaired loans, or groups of loans which are not impaired, where the probable loss can be identified and reasonably estimated. On a quarterly basis, the Company assesses the risk inherent in the Company’s loan portfolio based on qualitative and quantitative trends in the portfolio, including the internal risk classification of loans, historical loss rates, changes in the nature and volume of the loan portfolio, industry or borrower concentrations, delinquency trends, detailed reviews of significant loans with identified weaknesses and the impacts of local, regional and national economic factors on the quality of the loan portfolio. Based on this analysis, the Company records a provision for loan losses in order to maintain the allowance at appropriate levels.

Determining the amount of the allowance is considered a critical accounting estimate, as it requires significant judgment and the use of subjective measurements, including management’s assessment of overall portfolio quality. The Company maintains the allowance at an amount the Company believes is sufficient to provide for estimated losses inherent in the Company’s loan portfolio at each balance sheet date, and fluctuations in the provision for loan losses may result from management’s assessment of the adequacy of the allowance. Changes in these estimates and assumptions are possible and may have a material impact on the Company’s allowance, and therefore the Company’s financial position, liquidity or results of operations.

**Goodwill and Core Deposit Intangible.** The excess purchase price over the fair value of net assets from acquisitions, or goodwill, is evaluated for impairment at least annually and on an interim basis if an event or circumstance indicates that it is likely an impairment has occurred. Under current accounting standards, the Company has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, the Company determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, no further testing is necessary. If the Company concludes otherwise, then it is required to perform the first step of the two step impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying amount of the reporting unit. The Company performs its impairment test annually as of December 31. There have been no circumstances since December 31, 2015 that would indicate any impairment has occurred, therefore, management does not believe goodwill is impaired as of June 30, 2016.

Core deposit intangibles are acquired customer relationships that lack physical substance but can be distinguished from goodwill because of contractual or other legal rights or because the asset is capable of being sold or exchanged either on its own or in combination with a related contract, asset, or liability. Core deposit intangibles are being amortized on a straight-line basis over their estimated useful lives of ten years. Core deposit intangibles are tested for impairment whenever events or changes in circumstances indicate the carrying amount of the assets may not be recoverable from future undiscounted cash flows. If impaired, the assets are recorded at fair value.

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

The principal objective of the Company's asset and liability management function is to evaluate the interest rate risk within the balance sheet and pursue a controlled assumption of interest rate risk while maximizing net income and preserving adequate levels of liquidity and capital. The Investment Committee of the Bank's Board of Directors has oversight of our asset and liability management function, which is managed by our Treasurer. Our Treasurer meets with our Chief Financial Officer and senior executive management team regularly to review, among other things, the sensitivity of the Company's assets and liabilities to market interest rate changes, local and national market conditions and market interest rates. That group also reviews the liquidity, capital, deposit mix, loan mix and investment positions of our Company.

Our management and our Board of Directors are responsible for managing interest rate risk and employing risk management policies that monitor and limit our exposure to interest rate risk. Interest rate risk is measured using net interest income simulations and market value of portfolio equity analyses. These analyses use various assumptions, including the nature and timing of interest rate changes, yield curve shape, prepayments on loans, securities and deposits, deposit decay rates, pricing decisions on loans and deposits, reinvestment/replacement of asset and liability cash flows.

Instantaneous parallel rate shift scenarios are modeled and utilized to evaluate risk and establish exposure limits for acceptable changes in net interest margin. These scenarios, known as rate shocks, simulate an instantaneous change in interest rates and use various assumptions, including, but not limited to, prepayments on loans and securities, deposit decay rates, pricing decisions on loans and deposits, reinvestment and replacement of asset and liability cash flows.

We also analyze the economic value of equity as a secondary measure of interest rate risk. This is a complementary measure to net interest income where the calculated value is the result of the market value of assets less the market value of liabilities. The economic value of equity is a longer term view of interest rate risk because it measures the present value of the future cash flows. The impact of changes in interest rates on this calculation is analyzed for the risk to our future earnings and is used in conjunction with the analyses on net interest income.

We conduct periodic analyses of our sensitivity to interest rate risks through the use of a third-party proprietary interest-rate sensitivity model. That model has been customized to our specifications on an installment level basis. The analyses conducted by use of that model are based on current information regarding our actual interest-earnings assets, interest-bearing liabilities, capital and other financial information that we supply. The third party uses that information in the model to estimate our sensitivity to interest rate risk.

Our interest rate risk model indicated that we were liability sensitive as of June 30, 2016. The table below illustrates the impact of an immediate and sustained 200 and 100 basis point increase and a 100 basis point decrease in interest rates on net interest income based on the interest rate risk model as of June 30, 2016:

<b>Hypothetical Shift in Interest Rates (in bps)</b>	<b>% Change in Projected Net Interest Income</b>
200	(3.09)%
100	(1.67)%
(100)	3.04%

These are good faith estimates and assume that the composition of our interest sensitive assets and liabilities existing at each period-end and is based on future maturities and market pricing over the relevant twelve month measurement period and that changes in market interest rates are instantaneous and sustained across the yield curve regardless of duration of pricing characteristics of specific assets or liabilities. Also, this analysis does not contemplate any actions that we might undertake in response to changes in market interest rates. We believe these estimates are not necessarily indicative of what actually could occur in the event of immediate interest rate increases or decreases of this magnitude. As interest-bearing assets and liabilities re-price in different time frames and proportions to market interest rate movements, various assumptions must be made based on historical relationships of these variables in reaching any conclusion. Since these correlations are based on competitive and market conditions, we anticipate that our future results will likely be different from the foregoing estimates, and such differences could be material.

#### ITEM 4. CONTROLS AND PROCEDURES

***Evaluation of disclosure controls and procedures*** . An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q was performed under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure and are effective to provide reasonable assurance that such information is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

***Changes in internal control over financial reporting*** . There were no changes in the Company's internal control over financial reporting during the three months ended June 30, 2016 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II

### Item 1. LEGAL PROCEEDINGS

In the normal course of business, the Company and Independent Bank are named as defendants in various lawsuits. Management of the Company and Independent Bank, following consultation with legal counsel, do not expect the ultimate disposition of any, or a combination, of these matters to have a material adverse effect on the business of the Company or Independent Bank. A legal proceeding that the Company believes could become material is described below.

Independent Bank is a party to a legal proceeding inherited by Independent Bank in connection with the Company's acquisition of BOH Holdings, Inc. and its subsidiary, Bank of Houston, or BOH, that was completed on April 15, 2014. Several entities related to R. A. Stanford, or the Stanford Entities, including Stanford International Bank, Ltd., or SIBL, had deposit accounts at BOH. Certain individuals who had purchased certificates of deposit from SIBL filed a class action lawsuit against several banks, including BOH, on November 11, 2009 in the U.S. District Court Northern District of Texas, Dallas Division, alleging, among other things, that the plaintiffs were victims of fraud by SIBL and other Stanford Entities and seeking to recover damages and alleged fraudulent transfers by the defendant banks.

On May 1, 2015, the plaintiffs filed a motion requesting permission to file a Second Amended Class Action Complaint in this case, which motion was subsequently granted. The Second Amended Class Action Complaint asserted previously unasserted claims, including aiding and abetting or participation in a fraudulent scheme based upon the large amount of deposits that the Stanford Entities held at BOH and the alleged knowledge of certain BOH officers. Given the new allegations, Independent Bank notified its insurance carriers of the claims made in the Second Amended Class Action Complaint. The insurance carriers have initially indicated that a "loss" has not yet occurred or that the claims are not covered by the policies. However, Independent Bank is continuing to pursue insurance coverage for these claims, as well as for the reimbursement of defense costs, through the initiation of litigation and other means.

Independent Bank believes that the claims made in this lawsuit are without merit and is vigorously defending this lawsuit. This is complex litigation involving a number of procedural matters and issues. As such, Independent Bank is unable to predict when this matter may be resolved and, given the uncertainty of litigation, the ultimate outcome of, or potential costs or damages arising from, this case.

### Item 1A. RISK FACTORS

In evaluating an investment in our securities, investors should consider carefully, among other things, the risk factors previously disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2015, in the information contained in this Quarterly Report on Form 10-Q and our other reports and registrations statements, and, with respect to our 5.875% Subordinated Notes due August 1, 2024, in the Prospectus Supplement filed pursuant to Rule 424(b)(5) on June 23, 2016, in each case as filed with the SEC.

### Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

### Item 3. DEFAULTS UPON SENIOR SECURITIES

None

### Item 4. MINE SAFETY DISCLOSURES

Not applicable

### Item 5. OTHER INFORMATION

None

**Item 6. EXHIBITS**

The following documents are filed as exhibits to this Quarterly Report on Form 10-Q:

- Exhibit 3.1 Amended and Restated Certificate of Formation of Independent Bank Group, Inc., which is incorporated herein by reference to Exhibit 3.1 to Registration Statement on Form S-1 of Independent Bank Group, Inc. filed with the SEC on February 27, 2013 (the "S-1 Registration Statement").
- Exhibit 3.2 Certificate of Amendment to Amended and Restated Certificate of Formation of Independent Bank Group, Inc., which is incorporated herein by reference to Exhibit 3.3 to Amendment No. 2 to the S-1 Registration Statement filed with the SEC on April 1, 2013.
- Exhibit 3.3 Third Amended and Restated Bylaws of Independent Bank Group, Inc., which are incorporated herein by reference to Exhibit 3.2 to Amendment No. 1 to the S-1 Registration Statement filed with the SEC on March 18, 2013.
- Exhibit 3.4 Statement of Designations of Senior Non-Cumulative Perpetual Preferred Stock, Series A of Independent Bank Group, Inc., as filed with the Office of the Secretary of State of the State of Texas on April 15, 2014, which is incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K of Independent Bank Group, Inc. filed with the SEC on April 17, 2014.
- Exhibit 3.5 Certificate of Merger, dated January 2, 2014, of Live Oak Financial Corp. with and into Independent Bank Group, Inc., which is incorporated herein by reference to Exhibit 3.5 to Amendment No. 1 to the Registrant's Registration Statement on Form S-3 (Registration No. 333-196627) filed with the SEC on June 25, 2014 (the "S-3 Registration Statement")
- Exhibit 3.6 Certificate of Merger, dated April 15, 2014, of BOH Holdings, Inc. with and into Independent Bank Group, Inc., which is incorporated herein by reference to Exhibit 3.6 to Amendment No. 1 to the S-3 Registration Statement filed with the SEC on June 25, 2014
- Exhibit 3.7 Certificate of Merger, dated September 30, 2014, of Houston City Bancshares, Inc. with and into Independent Bank Group, Inc., which are incorporated by reference to Exhibit 3.7 to the Registrant's Quarterly Report on Form 10-Q, dated July 31, 2015
- Exhibit 4.1 Form of certificate representing shares of the Registrant's common stock, which is incorporated herein by reference to Exhibit 4.1 to Amendment No. 1 to the Form S-1 Registration Statement filed with the SEC on March 18, 2013
- Exhibit 4.2 Form of Common Stock Purchase Warrant, with schedules of differences, which is incorporated herein by reference to Exhibit 4.2 to the Form S-1 Registration Statement
- Exhibit 4.3 Form of certificate representing shares of the Registrant's Series A preferred stock, which is incorporated herein by reference to Exhibit 4.3 to the S-3 Registration Statement
- Exhibit 4.4 Subordinated Debt Indenture, dated as of June 25, 2014, between Independent Bank Group, Inc. and Wells Fargo Bank, National Association, in its capacity as Indenture Trustee, which is incorporated herein by reference to Exhibit 4.6 to the Registrant's Amendment No. 1 to the S-3 Registration Statement filed with the SEC on June 25, 2014
- Exhibit 4.5 First Supplemental Indenture, dated as of July 17, 2014, between Independent Bank Group, Inc. and Wells Fargo Bank Shareowner Services, in its capacity as Indenture Trustee, which is incorporated herein by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K, dated July 17, 2014.
- Exhibit 4.6 Form of Global Note to represent the 5.875% Subordinated Notes due August 1, 2024, of the Registrant, which is incorporated herein by reference to Exhibit 4.3 to the Registrant's Current Report on Form 8-K, dated July 17, 2014.

- Exhibit 4.7 Form of Global Note to represent the 5.875% Subordinated Notes due August 1, 2024, of the Registrant, which is incorporated herein by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K, dated June 22, 2016.
- Exhibit 4.8 Independent Bank 401(k) Profit Sharing Plan, including related Adoption Agreement, which is incorporated herein by reference to Exhibit 4.9 to the Registrant's Registration Statement on Form S-8 filed with the SEC on August 29, 2014.
- Exhibit 10.1\* Employment Agreement, dated March 25, 2016, between Independent Bank and James C. White and joined in by the Registrant.
- Exhibit 10.2\* Separation Agreement, dated April 21, 2016, between Independent Bank and James D. Stein and joined in by the Registrant.

The other instruments defining the rights of holders of the long-term debt securities of the Registrant and its subsidiaries are omitted pursuant to section (b)(4)(iii) (A) of Item 601 of Regulation S-K. The Registrant hereby agrees to furnish copies of these instruments to the SEC upon request.

- Exhibit 31.1\* Chief Executive Officer Section 302 Certification
- Exhibit 31.2\* Chief Financial Officer Section 302 Certification
- Exhibit 32.1\*\* Chief Executive Officer Section 906 Certification
- Exhibit 32.2\*\* Chief Financial Officer Section 906 Certification
- Exhibit 101.INS \* XBRL Instance Document
- Exhibit 101.SCH \* XBRL Taxonomy Extension Schema Document
- Exhibit 101.CAL \* XBRL Taxonomy Extension Calculation Linkbase Document
- Exhibit 101.DEF \* XBRL Taxonomy Extension Definition Linkbase Document
- Exhibit 101.LAB \* XBRL Taxonomy Extension Label Linkbase Document
- Exhibit 101.PRE \* XBRL Taxonomy Extension Presentation Linkbase Document

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\* Filed herewith as an Exhibit.

\*\* Furnished herewith as an Exhibit.

**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.

**Independent Bank Group, Inc.**

**Date: July 27, 2016**

**By: /s/ David R. Brooks**

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**David R. Brooks**  
**Chairman and Chief Executive Officer**

**Date: July 27, 2016**

**By: /s/ Michelle S. Hickox**

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**Michelle S. Hickox**  
**Executive Vice President**  
**Chief Financial Officer**

**EMPLOYMENT AGREEMENT**

This Employment Agreement (this “ Agreement ”) is made and entered into as of the March 25, 2016, between Independent Bank, McKinney, Texas (the “ Employer ”) and James C. White (the “ Executive ”), and is joined in by Employer’s parent company, Independent Bank Group, Inc. (“IBG”).

**RECITALS**

**WHEREAS** , Employer and IBG desire to employ Executive as an executive officer and Executive desires to become an executive officer of Employer and IBG; and

**WHEREAS** , Employer, IBG, and Executive desire to set forth the terms and conditions of such employment.

**NOW, THEREFORE** , in consideration of the mutual premises, benefits and covenants herein contained, Employer and Executive, joined in by IBG, agree as follows:

**1. Position.**

Executive shall serve as Executive Vice President and Chief Operations Officer of IBG and Employer. Executive shall oversee branch and back room operations, Treasury Management including sales and operations, Information Technology and other operational areas as assigned from time to time by the Chairman and CEO of Employer.

**2. Compensation, Benefits and Expenses.**

As compensation for the services to be provided to IBG and Employer by Executive, Executive shall receive the following compensation.

2.1 *Salary* . Employer shall pay to Executive an annual base salary of \$265,000.00 (the “ Base Salary Amount ”) in equal installments pursuant to the Employer’s standard payroll policies and subject to such withholding or deductions as may be mutually agreed between the Employer and the Executive or required by law.

2.2 *Annual Incentive Bonus* . In addition to the Base Salary Amount, the Executive shall be eligible to receive an annual incentive bonus, based upon the Executive’s and the Employer’s attainment of pre-established performance goals (the “ Annual Incentive Bonus ”). The performance goals upon which the Annual Incentive Bonus will be based shall be adopted at the beginning of each year by the Board of Directors of the Employer (the “ Board ”). For each fiscal year during the Term of this Agreement, the Executive’s Annual Incentive Bonus amount shall be determined and approved by the Board after a review of the extent to which the pre-established performance goals

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have been attained, with the target amount being approximately 50% of the Base Salary Amount. The Board's review and approval of the Annual Incentive Bonus amount shall be completed no later than the 30<sup>th</sup> day after the end of each of the Employer's fiscal year and shall be paid to the Executive within thirty (30) days after the amount has been approved by the Board. The Annual Incentive Bonus shall be paid 65% in cash and 35% in restricted shares of IBG's common stock (subject to a three year vesting requirement) granted pursuant to IBG's 2013 Equity Incentive Plan (the "Plan") and a Restricted Stock Agreement as provided for in the Plan, copies of which have been provided to the Executive.

2.3 *Stock Grant* . IBG shall grant and issue to the Executive 12,000 restricted shares of its common stock. The grant and issuance of the restricted shares provided for in this Section 2.3 is subject to the terms and conditions of the Plan. Such grant of restricted shares shall be pursuant to, and evidenced by, a Restricted Stock Agreement as provided for in the Plan and be subject to a five year vesting requirement.

2.4 *Fringe Benefits* . Executive shall be entitled to participate in the Employer's (i) group health plan, (ii) group disability insurance plan, (iii) life insurance benefits, (iv) 401(k) plan benefits, and (v) other benefits consistent with those provided by Employer to other officers of similar positions with the Employer.

### **3. Change in Control.**

If Executive's employment is terminated for any reason in connection with, or during a period of one year following a Change in Control (as defined in the Plan), Employer (or the successor to Employer) shall, on the date the termination of Executive's employment becomes effective, pay to Executive a lump sum cash amount equal to the sum of (i) two times the Base Salary Amount, *plus* (ii) the amount of the Annual Incentive Bonus paid to Executive for the year prior to termination. Further, all outstanding unvested stock grants shall vest in accordance with the Restricted Stock Agreement.

### **4. Termination.**

This Agreement and the Executive's employment may be terminated at any time by either Employer or Executive upon thirty days prior written notice. The obligations of the Employer (or the successor to the Employer following a Change in Control) under this Agreement and the obligations of the Executive under the Restricted Stock Agreement shall survive termination of this Agreement.

*[Signature Page to Follow]*

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date first above written, but to be effective for all purposes as of the Effective Date.

INDEPENDENT BANK

By: /s/ David R. Brooks  
David R. Brooks  
Chairman of the Board and CEO

EXECUTIVE:

/s/ James C. White  
James C. White

IBG hereby joins in the foregoing Agreement, and undertakes that it will be bound thereby and will do and perform all acts and things therein referred to or provided to be done by it.

IN WITNESS WHEREOF, IBG has caused this undertaking to be made in counterparts by its duly authorized officers as of the date first above written.

INDEPENDENT BANK GROUP, INC.

By: /s/ David R. Brooks  
David R. Brooks  
Chairman of the Board and CEO

**SEPARATION AGREEMENT****Execution Copy**

This Separation Agreement (the "Agreement") is made and entered into effective as of April 21, 2016 between **Independent Bank**, McKinney, Texas (the "Employer") and **James D. Stein** (the "Executive"), and joined in by the Employer's parent company, **Independent Bank Group, Inc.** ("IBG").

**RECITALS**

**WHEREAS**, the Employer and the Executive are parties to an Employment Agreement dated November 21, 2013 and joined in by IBG (the "Employment Agreement"), which provides for the employment of the Executive by the Employer. Capitalized terms not otherwise defined herein shall have the meanings set forth in the Employment Agreement;

**WHEREAS**, the Effective Date of the Employment Agreement is April 15, 2014;

**WHEREAS**, IBG and the Executive are parties to certain Restricted Stock Agreements which provide for the grant of restricted shares of IBG common stock to the Executive subject to vesting periods (the "Restricted Stock Agreements");

**WHEREAS**, a total of 40,645 shares of IBG common stock are unvested pursuant to the terms of the Restricted Stock Agreements (the "Unvested Shares");

**WHEREAS**, the Executive desires to resign from his position as an executive officer and director of the Employer and IBG and the Executive and the Employer desire to set forth the terms of separation and the termination of the Employment Agreements;

**NOW, THEREFORE**, in consideration of the mutual promises, benefits and covenants contained herein, the Employer and the Executive agree as follows:

**1. Resignations**. The Executive hereby resigns as Vice Chairman/CEO – Houston Region and as a director of the Employer and IBG and otherwise terminates his employment with the Employer and IBG effective as of the date hereof.

**2. Termination of Employment Agreement.** The Employment Agreement is hereby terminated. The Employer and the Executive acknowledge and agree as follows with respect to the termination of the Employment Agreement:

**2.1 Salary Continuation.** The Employer shall continue to pay the current Base Salary Amount of \$400,000 from the date hereof through April 15, 2017 by paying to the Executive a bi-monthly amount of \$16,666.66 (the "Salary Continuation Payment"). The Employer shall pay the Salary Continuation Payment pursuant to Employer's standard payroll policies and subject to withholding or deductions as may be mutually agreed between the Employer and the Executive or as may be required by law.

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2.2 *Annual Incentive* . The Employer shall pay a bonus of \$260,000 to the Executive as the Annual Incentive Bonus pursuant to the Employment Agreement. Such bonus shall be paid in cash after December 31, 2016 but on or before January 31, 2017, and shall be subject to Employer's standard withholding policies and payroll practices.

2.3 *Fringe Benefits* . The Employer shall continue to provide benefits to the Executive through April 15, 2017 to the same extent it was providing benefits to the Executive prior to the date of this Agreement. If all or a portion of such benefits are not available to the Executive because he is no longer an employee of Employer, Employer shall pay an amount of cash to Executive equal to the equivalent value of such benefit on a tax grossed up basis.

2.4 *Surviving Provisions*. As provided in the Employment Agreement, Section 3.7 (280G Payments), Section 5 (Confidentiality), Section 6 (Return of Employer's Property), and Section 7 (Non-Competition and Non-Solicitation) of the Employment Agreement (the "Surviving Provisions") shall survive the termination of the Executive's employment and termination of the Employment Agreement, and the Surviving Provisions shall remain in full force and effect; provided, however, that notwithstanding the terms of Sections 7.1 and 7.2 of the Employment Agreement, and, in consideration of and ancillary to the agreement of the Employer to pay the Salary Continuation Payment as set forth in Section 2.1, the Annual Incentive Bonus set forth in Section 2.2, and the fringe benefits set forth in Section 2.3, and the other agreements of the Employer and IBG set forth herein, the Employer and the Executive agree that the Non-Competition Period shall be from the date of this Agreement through April 15, 2017. The Executive shall continue to be bound by the Surviving Provisions. For purposes of clarity, the Surviving Provisions are attached hereto as Exhibit A. The Executive acknowledges that the Employer and IBG would suffer immediate and irreparable harm and would not have any adequate remedy at law for money damages in the event the Executive's failure to comply with the Surviving Provisions. Accordingly, the Executive agrees that, without the necessity of proving actual damages or posting bond or other security, the Employer and IBG shall be entitled to temporary or permanent injunction to prevent the Executive's breach of the Surviving Provisions and to specific enforcement of the Surviving Provisions in addition to any other remedy to which the Employer or IBG may be entitled, at law or in equity. In such a situation, the Employer and IBG may pursue any remedy available, including the discontinuation of any payment required under this Agreement, the forfeiture of the Unvested Shares, or declaratory relief, concurrently or consecutively in any order as to any breach, violation, or threatened breach or violation of this Agreement, and the pursuit of any particular remedy or remedies shall not be deemed an election of remedies or waiver of the right to pursue any other remedy.

2.5 *No Other Rights or Obligations* . Other than as expressly set forth herein, the Employer, IBG and the Executive shall have no further rights or obligations under or pursuant to the Employment Agreement.

**3. Restricted Stock.** IBG and the Executive agree as follows regarding the grant and vesting of restricted shares of IBG common stock pursuant to the Employment Agreement and the Restricted Stock Agreements:

3.1 The Executive acknowledges and agrees that IBG has no obligation to grant any additional shares of IBG common stock to the Executive.

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3.2 IBG and the Executive agree that, notwithstanding any other provision of the Employment Agreement or the Restricted Stock Agreements, the Unvested Shares shall become vested according to the following schedule:

10,000 Unvested Shares	July 15, 2016
10,000 Unvested Shares	October 15, 2016
10,000 Unvested Shares	January 15, 2017
10,645 Unvested Shares	April 15, 2017

**4. Non Disparagement.** The Executive shall not disparage or otherwise malign (i) the Employer's or IBG's business or banking reputation, or (ii) the personal, business or banking reputation of the officers, directors, and employees of the Employer or IBG. The Employer and IBG shall not, and the Employer and IBG shall use commercially reasonable efforts to cause their officers, directors, and employees to not, disparage or otherwise malign the Executive's personal, business and banking reputation.

**5. Miscellaneous**

5.1 This Agreement sets forth the entire agreement between the Executive, the Employer, and IBG, and fully supersedes any and all prior agreements, representations, and understandings between the parties pertaining to the subject matter hereof.

5.2 ALL QUESTIONS PERTAINING TO THE VALIDITY, CONSTRUCTION, EXECUTION AND PERFORMANCE OF THIS AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH, AND BE GOVERNED BY, THE LAWS OF THE STATE OF TEXAS. EXCLUSIVE VENUE FOR DISPUTES ARISING UNDER THIS AGREEMENT SHALL BE IN COLLIN COUNTY, TEXAS.

*(Signature page to follow)*

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*(Signature page to Separation Agreement)*

EXECUTIVE

/s/ James D. Stein  
James D. Stein

INDEPENDENT BANK

/s/ David R. Brooks  
David R. Brooks  
Chairman of the Board and CEO

IBG hereby joins in the foregoing Agreement, and undertakes that it will be bound thereby and will do and perform all acts and things therein referred to or provided to be done by it.

INDEPENDENT BANK GROUP, INC.

By: /s/ David R. Brooks  
David R. Brooks  
Chairman of the Board and CEO

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EXHIBIT A  
Surviving Provisions

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3.7 *280G Parachute Payments* . Notwithstanding any other provision in this Agreement, if (x) all or a portion of the Completion Bonus and the Restricted Stock Award to which the Executive is otherwise entitled to receive pursuant to Section 3.1 and Section 3.2 would constitute “parachute payments” as defined in Section 280G(b)(2) of the Code with respect to the change in the ownership or effective control of BOHI as mutually determined by the Employer and Executive, and (y) the aggregate present value of such parachute payments and all other parachute payments received by the Executive in connection with the Merger (taking into account the exclusion of the portion of any such payments that constitutes reasonable compensation for services to be rendered by the Executive on or after the date of the Merger) is equal to or more than 3 times the Executive’s “base amount” as defined in Section 280G(b)(3) of the Code as mutually determined by the Employer and Executive, then the Completion Bonus and the Restricted Stock Award will be reduced to an amount that, when combined with all other parachute payments received by the Executive in connection with the Merger (including parachute payments from BOHI), is equal to 2.99 times the Executive’s base amount. In such case, the order of reduction pursuant to this Section shall apply first to the Completion Bonus until the portion of the Completion Bonus that constitutes parachute payment is reduced to zero, and then to the Restricted Stock Award to be made last (i.e., in reverse order).

## 5. Confidentiality.

5.1 *Confidential Information in General*. The Executive has and will have access to and participate in the development of or be acquainted with confidential or proprietary information and trade secrets related to the business of Employer, its subsidiaries, parent company, and affiliates (the “Companies”), including but not limited to (i) business plans, operating plans, marketing plans, bid strategies, bid proposals, financial reports, operating data, budgets, wage and salary rates, pricing strategies and information, terms of agreements with suppliers or customers and others, customer lists and customer information, credit files, software programs, reports, correspondence, tapes, discs, tangible property and specifications owned by or used in Employer’s business, operating strengths and weaknesses of the Companies’ officers, directors, employees, agents, suppliers and customers, (ii) information pertaining to future developments such as, but not limited to, research and development, future marketing, products, distribution, delivery or merchandising plans or ideas, and potential new distribution or business locations, and (iii) other tangible and intangible property, which are used in the business and operations of the Companies but not made publicly available (the “Confidential Information”); provided that the term Confidential Information shall not include information that is available or known to persons or entities outside of the Employer otherwise than as a result of a breach of a confidentiality agreement.

5.2 *Assignment* . The Executive hereby assigns to Employer, in consideration of his employment, all Confidential Information that may be developed by Executive at any time during the term of this Agreement, whether or not made or conceived during working hours, alone or with others, which related, directly or indirectly, to businesses or proposed businesses of the Companies, and Executive agrees that all such Confidential Information shall be the exclusive property of the

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Companies. The Executive shall establish and maintain written records of all such Confidential Information with respect to inventions or similar intellectual property for the benefit of the Companies and shall execute and deliver to the Companies any specific assignments or other documents appropriate to vest title in such Confidential Information in the Companies or to obtain for the Companies legal protection for such Confidential Information. Notwithstanding anything to the contrary in this paragraph, Executive shall be entitled to retain possession of any daily journal which Executive may make reflecting the Executive's personal log and notes. The Executive will furnish a copy of any retained daily journal to the Employer as requested.

5.3 *Non-Disclosure* . The Executive shall not disclose, use or make known for his or another 's benefit any Confidential Information of the Companies or use such Confidential Information in any way except in the best interests of the Companies in the performance of Executive's duties under this Agreement.

5.4 *Continuing Obligations* . The obligations of Executive under this Section 5 shall survive the termination of Executive's employment and the expiration or termination of this Agreement.

6. **Return of Employer's Property** . Immediately upon termination of the Executive 's employment with the Employer , the Executive shall deliver to the Employer all Confidential Information, documents, correspondence, notebooks, reports, computer programs, names of full time and part-time employees and consultants, and all other materials and copies thereof (including computer discs and other electronic media) relating in any way to the business of the Employer in any way obtained by the Executive during the period of his employment with the Employer. Immediately upon termination of the Executive 's employment with the Employer , the Executive shall deliver to the Employer all tangible property of Employer in the possession of Executive, including without limitation, telephones , computers, automobiles and credit cards. The obligations of Executive under this Section 6 shall survive the termination of Executive 's employment and the expiration or termination of this Agreement.

7. **Non-Competition and Non - Solicitation.**

7.1 *Non-Compete* . In consideration of (i) the consummation of the Merger by IBG , and (ii) the execution of this Agreement by the Employer , and ancillary to the otherwise enforceable agreements in the Reorganization Agreement and this Agreement (including Sections 2 and 3 of this Agreement), if Executive voluntarily terminates his employment without Good Reason or Employer terminates Executive's employment for Cause, then for a period of one year following such termination of Executive's employment with Employer (the "Non-Competition Period") , the Executive will not, directly or indirectly , without the written consent of the Board , own, manage, operate, control, be employed by, consult with or participate in or be connected with any entity owning or having financial interest in , whether direct or indirect, a business entity which is in the same line or lines of business as and competes with the business of the Employer, if such business has a branch or other office of any kind located within the Houston MSA. Executive may not avoid the purpose and intent of this Section 7.1 by engaging in conduct within the geographically limited

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area from a remote location through means such as telecommunications, written correspondence ; computer generated or assisted communications, or other similar methods .

For purposes of this Section 7.1, each of the following activities, without limitation, shall be deemed to constitute proscribed activities during the Non-competition Period: to engage in, work with , have an interest in (other than interests of less than 1 % in companies with securities traded on a nationally recognized stock exchange or interdealer quotation system), advise, consult, manage, operate , lend money to (other than interests of less than 1% in companies with securities traded on a nationally recognized stock exchange or interdealer quotation system) , guarantee the debts or obligations of, or permit one's name or any part thereof to be used in connection with an enterprise or endeavor, either individually, in partnership or in conjunction with any person or persons, firm, association, company or corporation, whether as principal , director, agent, shareholder, partner, employee, consultant or in any other manner whatsoever.

7.1.1 If Employer terminates the Executive's employment without Cause or Executive terminates for Good Reason and Employer pays its obligations under Section 4 . 5, the Non-competition Period set forth in Sections 7.1 and 7 . 2 shall be automatically revised to that period of time beginning on the date of termination of employment through the expiration of the then existing Term.

7.1.2 If the Term of the Agreement is not automatically renewed because Employer provides the required notice of non-renewal, then the Non-competition Period shall end upon the expiration of the then existing Term .

7.1.3 If the Term of the Agreement is not automatically renewed because the Executive provides the required notice of non-renewal prior to the expiration of three (3) years from the Effective Date, then the Non-competition/Non-solicitation Period shall extend for a period of one year following the expiration of the then existing Term however, if the Executive provides the required notice of non-renewal three years after the Effective Date, the Non-competition/Non -so licitation Period shall extend for a period of six (6) months following the expiration of the then existing Term.

7.2 *Non-Solicitation* . During the Non-competition Period, the Executive will not, directly or indirectly, (i) solicit for employment, or advise or recommend any entity to employ or solicit for employment, any person who is, or at any time during the Non-competition Period was, an employee of the Employer, or (ii) solicit the banking business of, or conduct any banking business with, any customer of Employer attributed to the branches of Employer located in the Houston MSA .

7.3 *Continuing Obligations* . Notwithstanding any other provision of this Agreement, the obligations of Executive under this Section 7 shall survive the termination of Executive's

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employment and the expiration or termination of this Agreement until the end of the Non competition Period.

**I, David R. Brooks, certify that:**

1. I have reviewed this Quarterly Report on Form 10-Q of Independent Bank Group, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information related to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors:
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: July 27, 2016

/s/ David R. Brooks

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David R. Brooks  
Chairman and Chief Executive Officer

**I, Michelle S. Hickox, certify that:**

1. I have reviewed this Quarterly Report on Form 10-Q of Independent Bank Group, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information related to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors:
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: July 27, 2016

/s/ Michelle S. Hickox

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Michelle S. Hickox

Executive Vice President and Chief Financial Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350 (AS ADOPTED  
PURSUANT TO SECTION 906 OF THE  
SARBANES-OXLEY ACT OF 2002)**

In connection with the Quarterly Report of Independent Bank Group, Inc. (the "Company") on Form 10-Q for the period ending June 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David R. Brooks, Chairman and Chief Executive Officer of the Company, certify to my knowledge and in my capacity as an officer of the Company, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

IN WITNESS WHEREOF, the undersigned has executed this Certificate, effective as of July 27, 2016.

/s/ David R. Brooks

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David R. Brooks  
Chairman and Chief Executive Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350 (AS ADOPTED  
PURSUANT TO SECTION 906 OF THE  
SARBANES-OXLEY ACT OF 2002)**

In connection with the Quarterly Report of Independent Bank Group, Inc. (the "Company") on Form 10-Q for the period ending June 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michelle S. Hickox, Executive Vice President and Chief Financial Officer of the Company, certify to my knowledge and in my capacity as an officer of the Company, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

IN WITNESS WHEREOF, the undersigned has executed this Certificate, effective as of July 27, 2016.

/s/ Michelle S. Hickox

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Michelle S. Hickox

Executive Vice President and Chief Financial Officer