

Via Facsimile and U.S. Mail  
Mail Stop 6010

March 27, 2009

Darren Parmenter  
Senior Vice President and Chief Accounting Officer  
(Principal Financial Officer)  
Hilltop Holdings Inc.  
200 Crescent Court, Suite 1330  
Dallas, TX 75201

**Re: Hilltop Holdings Inc.  
Item 4.02 Form 8-K  
Filed March 26, 2009  
File No. 001-31987**

Dear Mr. Parmenter:

We have completed our review of your Form 8-K and have no further comments at this time.

Sincerely,

Tabatha Akins  
Staff Accountant