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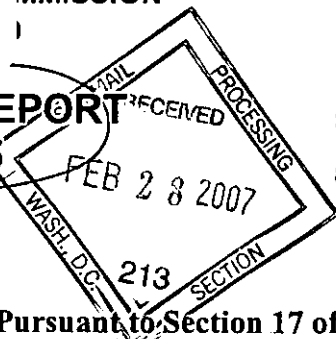


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**ANNUAL AUDITED REPORT**  
**FORM X -17a-5**  
**PART-III**



SEC FILE NUMBER

8-51684

FACING PAGE

**Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING 01/01/06 AND ENDING 12/31/06  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER:

Frost Securities, Inc.

OFFICE USE ONLY
FIRM ID. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

2727 North Harwood Suite 1000  
(No. and Street)

Dallas Texas 75201  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Patrick Muras 210-220-5880  
(Area Code - Telephone No.)

**B. ACCOUNT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

**PROCESSED**

Ernst & Young LLP  
(Name - if individual, state last, first, middle name)

MAR 21 2007

1800 Frost Bank Tower San Antonio Texas 78205  
(Address) (City) (State) (Zip Code)



CHECK ONE:

- Independent Auditor
- Public Accountant
- Accountant not resident in United States or any of its possessions.

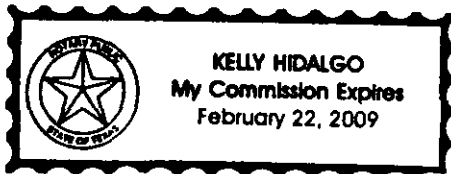
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\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

Handwritten initials/signature

# OATH OR AFFIRMATION

I, Patrick Muras, affirm that, to the best of my knowledge and belief the accompanying financial statements and supporting schedules pertaining to the firm of Frost Securities, Inc. (the Company), as of December 31, 2006, are true and correct. I further affirm that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:



Patrick Muras  
Signature  
Chief Financial Officer  
Title

Kelly Hidalgo  
Notary Public

This report\*\* contains (check all applicable boxes):

- (a) Facing page.
- (b) Statement of Financial Condition.
- (c) Statement of Income.
- (d) Statement of Cash Flows.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A or Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.
- (o) Independent auditor's report on internal accounting control.
- (p) Schedule of segregation requirements and funds in segregation – customers' regulated commodity futures account pursuant to Rule 171-5

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

Frost Securities, Inc.  
Financial Statements  
and Supplemental Schedules

Years Ended December 31, 2006 and 2005

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## Report of Independent Registered Public Accounting Firm

Board of Directors  
Frost Securities, Inc.

We have audited the accompanying statements of financial condition of Frost Securities, Inc. (the Company) as of December 31, 2006 and 2005, and the related statements of operations, changes in stockholder's equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company at December 31, 2006 and 2005, and the results of its operations and its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedules I, II, and III is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 under the Securities and Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

*Ernst & Young LLP*

February 26, 2007

Frost Securities, Inc.

Statements of Financial Condition

	December 31,	
	2006	2005
<b>Assets</b>		
Cash	\$ 471,298	\$ 1,022,284
Customer Receivable	12,500	-
Premises and equipment, net of accumulated depreciation of \$545,781 in 2006 and \$476,500 in 2005	127,629	195,328
Investment in private placement of common stock	97,171	65,000
Deferred taxes	58,279	9,800
Prepaid expenses and other assets	37,575	79,901
<b>Total assets</b>	<b>\$ 804,452</b>	<b>\$ 1,372,313</b>
<b>Liabilities and Stockholder's Equity</b>		
<b>Liabilities:</b>		
Accrued payroll and incentives	\$ 174,497	\$ 6,075
Other accrued expenses	64,150	80,675
Reserves for employee benefit plans	69,910	71,844
Current amount payable to parent company related to federal income taxes	50,688	156,474
<b>Total liabilities</b>	<b>359,245</b>	<b>315,068</b>
<b>Stockholder's equity:</b>		
Common stock, par value \$0.01 per share; 100 shares authorized, issued and outstanding	1	1
Additional paid-in capital	15,390,737	16,790,737
Retained earnings (deficit)	(14,945,531)	(15,733,493)
<b>Total stockholder's equity</b>	<b>445,207</b>	<b>1,057,245</b>
<b>Total liabilities and stockholder's equity</b>	<b>\$ 804,452</b>	<b>\$ 1,372,313</b>

*See accompanying notes.*

Frost Securities, Inc.

Statements of Changes in Stockholder's Equity

	Common Stock	Additional Paid-In Capital	Retained Earnings (Deficit)	Total Stockholder's Equity
Balance at January 1, 2005	\$ 1	\$ 18,090,737	\$ (15,865,330)	\$ 2,225,408
Net income	-	-	131,837	131,837
Dividend to Cullen/Frost Bankers, Inc. (cash)	-	(1,300,000)	-	(1,300,000)
Balance at December 31, 2005	\$ 1	\$ 16,790,737	\$ (15,733,493)	\$ 1,057,245
Net income	-	-	787,962	787,962
Dividend to Cullen/Frost Bankers, Inc. (cash)	-	(1,400,000)	-	(1,400,000)
Balance at December 31, 2006	\$ 1	\$ 15,390,737	\$ (14,945,531)	\$ 445,207

See accompanying notes.

Frost Securities, Inc.

Statements of Cash Flows

	<b>Year Ended December 31,</b>	
	<b>2006</b>	<b>2005</b>
<b>Operating Activities</b>		
Net income	\$ 787,962	\$ 131,837
Adjustments to reconcile net income to net cash provided/(used) in operating activities:		
Depreciation and amortization	69,281	70,435
Deferred taxes	(17,193)	9,987
Net changes in:		
Customer Receivable	(12,500)	-
Prepaid expenses and other assets	42,326	(357)
Accrued payroll and incentives	168,422	(270,234)
Payable to parent company related to federal income taxes	(137,072)	(125,155)
Reserves for employee benefit plans	(1,934)	(4,366)
Other accrued expenses	(16,525)	(15,163)
Net cash provided/(used) by operating activities	<u>882,767</u>	<u>(203,016)</u>
<b>Investing Activities</b>		
Additional investment in private placement of common stock	(32,171)	
Purchases of premises and equipment	(1,582)	-
Net cash used in investing activities	<u>(33,753)</u>	<u>-</u>
<b>Financing Activities</b>		
Cash dividends paid	(1,400,000)	(1,300,000)
Net cash used in financing activities	<u>(1,400,000)</u>	<u>(1,300,000)</u>
(Decrease) in cash	(550,986)	(1,503,016)
Cash at beginning of period	<u>1,022,284</u>	<u>2,525,300</u>
Cash at end of period	<u>\$ 471,298</u>	<u>\$ 1,022,284</u>
<b>Non-cash transaction</b>		
Reclassification of deferred tax liability to payable to parent	\$ 31,286	\$ -

*See accompanying notes.*

# Frost Securities, Inc.

## Notes to Financial Statements

December 31, 2006 and 2005

### 1. Organization and Nature of Operations

Frost Securities, Inc. (the Company), a wholly owned second-tier subsidiary of Cullen/Frost Bankers, Inc. (CFBI), is registered as a limited broker-dealer under the Securities Exchange Act of 1934. The Company was incorporated in the state of Delaware on March 1, 1999 and began operations on August 2, 1999. The Company employs a small group of investment bankers that provide advisory and private equity services to companies in Texas.

The Company is a member of the National Association of Securities Dealers, Inc. (NASD) and is subject to regulation by the United States Securities and Exchange Commission (SEC) and the NASD. The Company is also a member of the Securities Investors Protection Corporation (SIPC); a nonprofit membership corporation designed to protect, up to specified amounts, customers' cash and securities in the event of the liquidation of a broker-dealer. The Company does not and did not hold customer cash or securities in connection with customer transactions as of December 31, 2006 and 2005, and for the years then ended.

### 2. Significant Accounting Policies

The accounting and reporting policies followed by the Company are in accordance with U.S. generally accepted accounting principles and conform to general practices within the securities industry. The more significant accounting and reporting policies are summarized below:

Estimates: The preparation of the financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Cash: Cash includes cash held in a deposit account at Frost National Bank (FNB), a banking subsidiary of CFBI, and a deposit account at a nonaffiliated bank with an initial maturity of three months or less. The carrying value of cash approximates fair value.

Revenue Recognition: Management, acquisition, and advisory fees are recognized as earned based on the agreement with the customer. Performance-based fees are recorded when the services to be performed have been completed.



Frost Securities, Inc.

Notes to Financial Statements (continued)

December 31, 2006 and 2005

**2. Significant Accounting Policies (continued)**

Investments: Investments owned are stated at market value with related changes recognized as a realized gain or loss in the Statement of Operations. Market value is generally based on published market prices. However, if market prices are not readily determinable, investments are carried at management's estimate of fair value.

Customer Receivable: Customer receivable consists of one success fee earned but not yet collected. At December 31, 2006, the receivable was less than 30 days past due and considered fully collectible by the Company; accordingly no allowance is required.

Income Taxes: The Company's operations are included in the consolidated federal income tax return filed by CFBI using a calendar year-end. The Company's federal income tax provision is determined as if it filed a separate return using the consolidated federal income tax rate for CFBI (35% during the periods presented), as this is the rate charged by CFBI to the Company. Cash paid to CFBI for income taxes was approximately \$579,315 in 2006 and \$211,000 in 2005.

Related Party Transactions: FNB provides certain services for the Company, including, but not limited to, payroll processing, financial operations and payable disbursement processing. The Company reimburses FNB for these services, which totaled approximately \$46,000 and \$53,000 for 2006 and 2005, respectively.

On July 17, 2003, FNB signed a sublease agreement with the Company for a portion of the Company's leased office space. Total sublease income received each year by the Company under this agreement was approximately \$263,000 in 2006 and 2005 and is shown as a reduction of occupancy expense (see Note 6).

The Company paid cash dividends to CFBI of \$1,400,000 during 2006 and \$1,300,000 during 2005.

Frost Securities, Inc.

Notes to Financial Statements (continued)

December 31, 2006 and 2005

**3. Premises and Equipment**

Premises and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation and amortization are computed on a straight-line basis over the estimated useful lives of the assets which range from 4 to 12 years.

Leasehold improvements are amortized over the lesser of the term of the respective lease or the estimated lives of the improvements.

A summary of premises and equipment follows:

	<b>Cost</b>	<b>Accumulated Depreciation and Amortization</b>	<b>Net Carrying Value</b>
<b>December 31, 2006</b>			
Furniture and equipment	\$ 153,637	\$ 111,241	\$ 42,396
Leasehold improvements	519,773	434,540	85,233
	<u>\$ 673,410</u>	<u>\$ 545,781</u>	<u>\$ 127,629</u>
<b>December 31, 2005</b>			
Furniture and equipment	\$ 152,055	\$ 101,558	\$ 50,497
Leasehold improvements	519,773	374,942	144,831
	<u>\$ 671,828</u>	<u>\$ 476,500</u>	<u>\$ 195,328</u>

**4. Investments in Private Placement of Common Stock**

In October 2001, the Company received preferred stock in a privately held telecommunications equipment company as compensation for \$65,000 in services provided. In January 2006, the Company invested an additional \$32,171 as part of a convertible debenture to protect its existing ownership position. As the market value of the investment is not readily determinable, management has determined that cost is currently the best estimate of fair value, and as such, the investment is carried at this amount. The Company's total position represents an approximate 0.571% fully diluted ownership interest in the company.

Frost Securities, Inc.

Notes to Financial Statements (continued)

December 31, 2006 and 2005

**5. Employee Benefit Plans**

As a subsidiary, the Company participates in various employee benefit plans offered by CFBI including a 401(k) stock purchase plan, defined benefit pension plans, and a profit sharing plan. Expense related to these plans totaled approximately \$102,000 for 2006 and \$87,000 for 2005.

The 401(k) stock purchase plan is a defined contribution plan whereby participants are permitted to make before- or after-tax contributions up to 20 percent of eligible compensation subject to Internal Revenue Service limitations. The Company matches 100 percent of employee contributions up to a maximum of 6 percent of eligible compensation. Company contributions are vested immediately. The plan covers substantially all eligible employees of the Company.

The defined benefit pension plans were frozen as of December 31, 2001. The plans cover substantially all employees who had attained the age of 21 years and had at least one year of service by December 31, 2001.

The profit sharing plan is a contributory retirement plan that allows the Company to make discretionary annual contributions to individual eligible employee accounts based upon CFBI's fiscal-year profitability. Participants vest in Company contributions after 3 years of service. Expense related to this plan totaled approximately \$35,000 for 2006 and \$30,000 for 2005.

**6. Leases**

The Company leases office space and equipment from third parties under operating lease agreements. Lease expense is recognized in accordance with Financial Accounting Standards Board Statement No. 13, "Accounting for Leases", whereby aggregate expense is reported on a straight-line basis over the life of the lease. Total net lease expense was approximately \$82,000 for both 2006 and 2005 and is included in occupancy and equipment, net of sublease income on the statements of operations. Due to the straight-line adjustment required under the operating method, net lease expense recognized was approximately \$19,000 less than the amounts due per the lease agreements for both 2006 and 2005. Accumulated net lease expense payable of approximately \$49,000 and \$68,000 is recorded in other accrued expenses on the statements of financial condition for the years ended December 31, 2006 and 2005, respectively.

Frost Securities, Inc.

Notes to Financial Statements (continued)

December 31, 2006 and 2005

**6. Leases (continued)**

Future minimum lease payments due under non-cancelable operating leases as of December 31, 2006 are as follows:

	<u>Commitments</u>	<u>Sublease</u>	<u>Net Obligation</u>
2007	\$ 353,952	\$ 263,100	\$ 90,852
2008	353,952	263,100	90,852
2009	206,472	153,475	52,997
Thereafter	-0-	-0-	-0-
	<u>\$ 914,376</u>	<u>\$ 679,675</u>	<u>\$ 234,701</u>

As the Company was not utilizing all of its leased space, in July 2003, the Company signed a sublease agreement with FNB for a portion of the leased space. The terms and conditions contained in the sublease agreement are the same as those contained in the lease agreement between the Company and the third-party landlord. Total sublease income received by the Company from FNB was approximately \$263,000 in both 2006 and 2005. In addition, the sublease requires that certain operating costs be reimbursed to the Company. Reimbursements of approximately \$66,000 and \$56,000 were received in 2006 and 2005, respectively, and were recorded as reductions to operating expenses.

**7. Income Taxes**

The Company records income taxes under Financial Accounting Standards Board Statement No. 109, "Accounting for Income Taxes", using the liability method. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities, if any, and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse.

Frost Securities, Inc.

Notes to Financial Statements (continued)

December 31, 2006 and 2005

**7. Income Taxes (continued)**

Reported income tax expense differed from the amount computed by applying the U.S. federal statutory income tax rate of 35% to income before income taxes for the years ended December 31, as follows:

	<u>2006</u>	<u>2005</u>
Federal income tax expense at statutory rate	\$424,554	\$ 71,444
Permanent differences – meals and entertainment	496	830
Permanent differences – other	0	14
Income tax expense	<u>\$425,050</u>	<u>\$ 72,288</u>

Income tax expense consists of the following for the years ended December 31:

	<u>2006</u>	<u>2005</u>
Current income taxes	\$442,243	\$ 62,301
Deferred income tax expense (benefit)	(17,193)	9,987
Income tax expense	<u>\$425,050</u>	<u>\$ 72,288</u>

Year-end deferred taxes for the years ended December 31 were as follows:

	<u>2006</u>	<u>2005</u>
Deferred tax assets:		
Bank premises and equipment	\$ 88,018	\$ 70,090
Other	-	-
Total gross deferred tax assets	<u>88,018</u>	<u>70,090</u>
Deferred tax liabilities:		
Retirement Plan	27,088	25,539
Partnership Income	0	31,286
Other	2,651	3,465
Total gross deferred tax liabilities	<u>29,739</u>	<u>60,290</u>
Net deferred tax asset	<u>\$ 58,279</u>	<u>\$ 9,800</u>

No valuation allowance for deferred tax assets was recorded at December 31, 2006 and 2005 as management believes it is more likely than not that all of the deferred tax assets will be realized because they were supported by recoverable taxes paid in prior years.

Frost Securities, Inc.

Notes to Financial Statements (continued)

December 31, 2006 and 2005

**7. Income Taxes (continued)**

During 2006, the Company reclassified its deferred tax liability related to a partnership investment of \$31,286 to the current amount payable to parent company related to federal income taxes.

**8. Subordinated Liabilities**

There were no liabilities subordinated to claims of general creditors at any time during 2006 and 2005.

**9. Liquidity**

The Company has a \$1 million line of credit under an agreement with CFBI. The line of credit matures on May 31, 2007 and bears interest at a fixed rate equal to the prime rate at the date of renewal. The interest rate in effect at December 31, 2006 was 8.0%. There were no borrowings outstanding on this line of credit at December 31, 2006 and 2005.

**10. Net Capital Requirements**

The Company is subject to the SEC Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1 (and the rule of the "applicable" exchange also provides that equity capital may not be withdrawn or cash dividends be paid if the resulting net capital ratio would exceed 10 to 1). At December 31, 2006, the Company had net capital of \$124,553, which was \$100,591 in excess of its required net capital of \$23,962. At such date, the Company's aggregate indebtedness to net capital ratio was 2.88 to 1. At December 31, 2005, the Company had net capital of \$707,216, which was \$686,211 in excess of its required net capital of \$21,005, and the Company's aggregate indebtedness to net capital ratio was 0.45 to 1.

# Frost Securities, Inc.

## Notes to Financial Statements (continued)

December 31, 2006 and 2005

### 11. New Accounting Standards

#### Statements of Financial Accounting Standards

*SFAS No. 157, "Fair Value Measurements."* SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS 157 is effective for the Company on January 1, 2008 and is not expected to have a significant impact on the Company's financial statements.

#### Financial Accounting Standards Board Interpretations

*FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement 109."* Interpretation 48 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Benefits from tax positions should be recognized in the financial statements only when it is more likely than not that the tax position will be sustained upon examination by the appropriate taxing authority that would have full knowledge of all relevant information. A tax position that meets the more-likely-than-not recognition threshold is measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Tax positions that previously failed to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold should be derecognized in the first subsequent financial reporting period in which that threshold is no longer met. Interpretation 48 also provides guidance on the accounting for and disclosure of unrecognized tax benefits, interest and penalties. Interpretation 48 is effective for the Company on January 1, 2007 and is not expected to have a significant impact on the Company's financial statements.

Supplemental Schedules



Schedule I

Frost Securities, Inc.

Computation of Net Capital Under Rule 15c3-1

December 31, 2006

**Net Capital**

Total stockholder's equity from statement of financial condition	\$ 445,207
Deduct stockholder's equity not allowable for net capital	-
Total stockholder's equity qualified for net capital	<u>445,207</u>

Deductions:

Prepaid expenses and other assets	\$ 37,575	
Other nonallowable assets	<u>283,079</u>	<u>320,654</u>

Net capital		<u><u>\$ 124,553</u></u>
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**Aggregate Indebtedness**

Accrued payroll and incentives	\$ 174,497
Other accrued expenses	64,150
Income taxes currently payable to parent company	50,688
Reserves for employee benefit plans	<u>69,910</u>
Total aggregate indebtedness	<u><u>\$ 359,245</u></u>

**Computation of Basic Net Capital Requirement**

Minimum net capital required (\$5,000 or 6 2/3% of aggregate indebtedness, whichever is greater)	<u><u>\$ 23,962</u></u>
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Excess net capital at 1,500 percent	<u><u>\$ 100,591</u></u>
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Excess net capital at 1,000 percent	<u><u>\$ 88,628</u></u>
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Ratio of aggregate indebtedness to net capital	<u><u>2.88 to 1</u></u>
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**Reconciliation With Company's Computation**

Net capital, as reported in Company's Part II (unaudited) focus report	\$ 188,693
Deferred tax asset reported as nonallowable	(48,479)
Other audit adjustments and other items (net)	<u>(15,661)</u>
Net capital per above	<u><u>\$ 124,553</u></u>

Schedule II

Frost Securities, Inc.

Computation for Determination of the Reserve  
Requirements Under Rule 15c3-3

December 31, 2006

The Company is exempt from Rule 15c3-3 of the Securities and Exchange Commission under paragraph K(2)(ii) of that rule.

Schedule III

Frost Securities, Inc.

Information Relating to the Possession or Control  
Requirements Under Rule 15c3-3

December 31, 2006

The Company is exempt from Rule 15c3-3 of the Securities and Exchange Commission under paragraph K(2)(ii) of that rule.

## Supplementary Report of Independent Registered Public Accounting Firm on Internal Control Required by Rule 17a-5

Board of Directors  
Frost Securities, Inc.

In planning and performing our audit of the financial statements of Frost Securities, Inc. (the "Company"), as of and for the year ended December 31, 2006, in accordance with auditing standards generally accepted in the United States, we considered its internal control over financial reporting ("internal control"), as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission ("SEC"), we have made a study of the practices and procedures followed by the Company, including consideration of control activities for safeguarding securities. The study included tests of such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons and recordation of differences required by rule 17a-13
2. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control and the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control. A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. We did not identify any deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures, as described in the second paragraph of this report, were adequate at December 31, 2006, to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, the National Association of Securities Dealers, Inc., and other regulatory agencies that rely on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

*Ernst + Young LLP*

February 26, 2007